

B S R & Associates LLP

Chartered Accountants

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Independent Auditor's report on standalone audited annual financial results of IL&FS Investment Managers Limited pursuant to the Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of IL&FS Investment Managers Limited

We have audited the standalone annual financial results of IL&FS Investment Managers Limited ("the Company") for the year ended 31 March 2019, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Attention is drawn to the fact that figures for last the quarter ended 31 March 2019 and the corresponding quarter ended in the previous year as reported in these standalone annual financial results are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the relevant financial year. Also the figures up to the end of the third quarter had only been reviewed and not subjected to audit.

These standalone annual financial results have been prepared on the basis of the annual financial statements and reviewed quarterly financial results which are the responsibility of the Company's Management. Our responsibility is to express an opinion on these standalone annual financial results based on our audit of the standalone annual financial statements which have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Indian Accounting Standards) Rules, 2015 as per Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

Basis for Qualified Opinion

Attention is invited to Note 6 of the standalone annual financial results which describes the situation facing the Company in view of the investigation by Serious Fraud Investigation Office of Ministry of Company Affairs (SFIO) against Infrastructure Leasing & Financial Services Limited ('IL&FS' or 'the Holding Company'), and its subsidiaries (including the Company). Further, the National Company Law Tribunal (NCLT) has ordered re-opening of books of accounts of IL&FS and its two subsidiaries (other than this company) for the past financial years referred in the note. However, the Supreme Court of India has stayed NCLT order to reopen past books of IL&FS and its above referred two subsidiaries. In view of the aforesaid ongoing investigations of the entire IL&FS Group (including the Company) by the SFIO and re-opening of books of accounts of the Holding Company and its above referred two subsidiaries by the NCLT, we are unable to comment on the consequential impact thereof on these standalone annual financial results.

Independent Auditor's report (*Continued*)

IL&FS Investment Managers Limited

Attention is invited to Note 7 of the standalone annual financial results which describes that the Company has not been able to determine the accurate and complete list of related parties for the period 1 April, 2017 to 31 March 2019, as defined under Ind AS 24, Related Party Disclosures and as per the Companies Act, 2013. In the absence of the said information, we are unable to obtain sufficient appropriate audit evidence with regard to completeness and accuracy of related party disclosures made in the financial statements and on the Company's compliance with provisions of the Companies Act, 2013 with regard to related party transactions.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the standalone annual financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by Management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these standalone annual financial results, except for the matters described in the 'Basis for Qualified Opinion' paragraph above:

- (i) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- (ii) give a true and fair view of the net profit and other comprehensive income and other financial information for the year ended 31 March 2019.

Attention is invited to Note 8 of the standalone annual financial results regarding a likely significant reduction in the Company's future fee revenue and management's expectation of Company's ability to at least meet its obligations over the next 12 months out of its earnings and liquid assets. As stated therein, the Company's business plans for new fund raise have kept on hold pending completion of stake sale and while there is material uncertainty with regard to the stake sale, management believes that use of the going concern assumption for preparation of the standalone annual financial results is appropriate. Our opinion is not modified in respect of this matter.

For **B S R & Associates LLP**

Chartered Accountants

Firm's Registration No: 116231 W/W-100024



N Sampath Ganesh

Partner

Membership No: 042554

Mumbai
30 May 2019

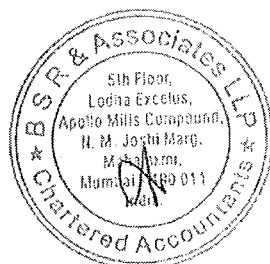
IL&FS INVESTMENT MANAGERS LIMITEDRegistered Office : The IL&FS Financial Centre, C-22, G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051

CIN : L65999MH1986PLC147981. Website : www.iimlindia.com

**STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR
ENDED MARCH 31, 2019**

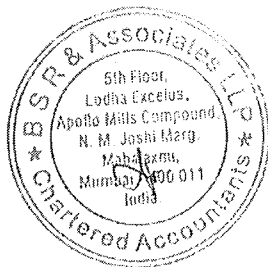
(₹ in lakhs)

	Quarter Ended 31.03.2019 (Unaudited) (Note 3)	Quarter Ended 31.12.2018 (Unaudited)	Quarter Ended 31.03.2018 (Unaudited) (Note 3)	Year Ended 31.03.2019 (Audited)	Year Ended 31.03.2018 (Audited)
Revenue:					
Revenue from Operations	808.60	901.47	928.37	3,633.77	3,767.23
Other Income	225.86	876.24	204.57	1,269.06	1,769.23
1 Total Revenue	1,034.46	1,777.71	1,132.94	4,902.83	5,536.46
2 Expenses:					
Employee benefits expense	431.57	649.50	448.58	2,016.21	1,972.45
Depreciation and amortisation expense	9.69	11.01	16.12	41.90	55.26
Legal and Professional expense	182.43	129.38	135.43	579.10	591.19
Other Expenses	198.38	191.48	1,164.35	794.31	1,855.93
Total Expenses	822.07	981.37	1,764.48	3,431.52	4,474.83
3 Profit before tax (1-2)	212.39	796.34	(631.54)	1,471.31	1,061.63
4 Tax expense/(benefit):					
a) Current tax	110.15	155.27	97.62	371.00	523.00
b) Deferred tax	(8.01)	119.95	(2.67)	82.32	7.79
Total Net tax expense/ (benefit)	102.14	275.22	94.95	453.32	530.79
5 Profit after Tax (3-4)	110.25	521.12	(726.49)	1,017.99	530.84
6 Other comprehensive income					
Items that will not be reclassified to profit or loss:					
Actuarial Gain of the defined benefit plans	(1.83)	26.89	31.27	82.63	84.63
Income tax relating to items that will not be reclassified to profit or loss	0.54	(7.83)	(9.02)	(24.06)	(24.41)
Total Other Comprehensive Income	(1.29)	19.06	22.25	58.57	60.22
7 Total Comprehensive Income (5+6)	108.96	540.18	(704.24)	1,076.56	591.06
Paid-up Equity Share Capital (Face Value of ₹ 2/- each)	6,280.85	6,280.85	6,280.85	6,280.85	6,280.85
Earning per equity share (not annualised)					
- Basic	0.04	0.17	(0.23)	0.32	0.17
- Diluted	0.04	0.17	(0.23)	0.32	0.17



Statement of assets and liabilities

Particulars		(₹ in lakhs)	
		As at March 31, 2019	As at March 31, 2018
ASSETS			
I	Financial Assets		
(a)	Cash and cash equivalents	1,490.21	240.38
(b)	Bank balance other than (a) above	341.05	338.38
(c)	Trade Receivables	-	1,563.78
(d)	Loans	11.63	0.78
(e)	Investments	10,636.48	10,317.00
(f)	Other financial assets	65.76	563.37
	Total Financial Assets	12,545.13	13,023.69
II	Non-financial Assets		
(a)	Income Tax Asset (Net)	497.18	621.52
(b)	Deferred Tax Assets (Net)	54.98	161.35
(c)	Property, Plant and Equipment	26.38	60.82
(d)	Other non-financial Assets	297.85	252.15
	Total non-financial Assets	876.39	1,095.84
	TOTAL ASSETS	13,421.52	14,119.53
LIABILITIES AND EQUITY			
LIABILITIES			
I	Financial Liabilities		
	Trade payables		
	(i) total outstanding dues of micro enterprises and small enterprises	-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	201.03	190.39
	Total Financial Liabilities	201.03	190.39
II	Non-financial Liabilities		
(a)	Employee benefit obligations	694.98	530.70
(b)	Other Non-Financial Liabilities	388.42	367.40
	Total Non-financial Liabilities	1,083.40	898.10
III	Equity		
(a)	Equity Share Capital	6,280.85	6,280.85
(b)	Other Equity	5,856.24	6,750.19
	Equity attributable to owners	12,137.09	13,031.04
	TOTAL EQUITY AND LIABILITIES	13,421.52	14,119.53

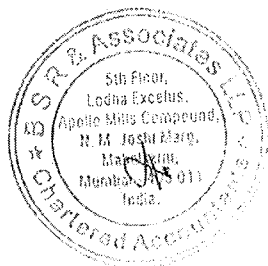


NOTES :

- (1) The Company has adopted Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, from April 1, 2018. The transition to Ind AS has been effective from April 1, 2017. Such transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued thereunder (referred to as the 'Previous GAAP'). Accordingly, the impact of transition has been recorded in the opening reserves as at April 1, 2017 and the corresponding figures presented in these results have been prepared on the basis of the previously published audited financial information under Previous GAAP for the relevant period, duly restated to Ind AS
- (2) The above standalone financial results for the quarter and year ended March 31, 2019 along-with restated comparative quarter/year have been reviewed by the Audit Committee at its meeting held on May 29, 2019 and subsequently approved by the Board of Directors of the Company at its meeting held on May 30, 2019 in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The financial results for the year ended March 31, 2019 have been audited by the Statutory Auditors of the Company
- (3) Figures for the quarter ended March 31, 2019 and March 31, 2018 are balancing figures between the audited figures in respect of the full financial year ended March 31, and the unaudited published year to date figures upto third quarter ended December 31, which were subjected to a limited review by the Statutory Auditors of the Company
- (4) As per requirements of Indian Accounting Standard (Ind AS) 108 on 'Operating Segments', based on evaluation of financial information for allocation of resources and assessing performance, the Company has identified a single segment i.e. providing asset management services and other related services. As such, there are no separate reportable business or geographical segments as per Ind AS 108 on operating segment
- (5) As required by paragraph 32 of Ind AS 101, net profit reconciliation between the figures reported under Previous GAAP and Ind AS is as under :

(₹ in lakhs)

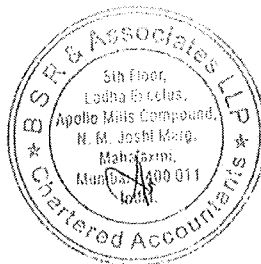
Particulars	Profit Reconciliation		Equity Reconciliation
	Year ended March 31, 2018 (Audited)	Quarter ended March 31, 2018 (Unaudited)	As at March 31, 2018 (Audited)
Net profit after tax/Equity as reported under Previous GAAP	397.22	(744.76)	13,230.14
Adjustments increasing/(decreasing) net profit after tax as reported under Previous GAAP			
Fair valuation of financial assets at fair value through profit or loss on investments	193.40	24.96	(93.85)
Expected Credit loss	(0.40)	9.67	(159.96)
Actuarial gain of employee defined benefit plan recognised in 'Other comprehensive income' net of tax as per Ind AS 19	(84.63)	(31.27)	(84.63)
Deferred tax adjustments on above	25.25	14.91	79.11
Net profit after tax as per Ind AS	530.84	(726.49)	12,970.81
Other comprehensive income (net of tax)	60.22	22.25	60.23
Total comprehensive income/Equity as per Ind AS	591.06	(704.24)	13,031.04



- (6) The Ministry of Corporate Affairs (MCA), Government of India, has vide its letter dated October 1, 2018 initiated investigation by Serious Fraud Investigation Office (SFIO) against Infrastructure Leasing & Financial Services Limited (IL&FS), the Holding Company and its subsidiaries (including the Company) under Section 212(1) of the Companies Act, 2013. As a part of its investigation, SFIO has been seeking information from the Company on an ongoing basis. The investigation is in progress and the Company is fully cooperating with the investigation agencies. On December 3, 2018, MCA on the directions of the National Company Law Tribunal, Mumbai (NCLT) has impleaded various Group Companies of IL&FS (which includes the Company) as Respondents to the Petition filed by them on October 1, 2018. Further based on another petition of the MCA under section 130 (1) of the Companies Act, 2013, the NCLT has, on January 1, 2019, ordered re-opening of books of accounts for the past financial year 2012-13 to financial year 2017-18 of 'IL&FS' ('the Ultimate Holding Company'), IL&FS Financial Services Limited ('IFIN' a fellow subsidiary) and IL&FS Transportation Networks Limited ('ITNL' a fellow subsidiary). On April 29, 2019, the Supreme Court of India has issued order granting a stay on the above referred NCLT order to reopen the books of accounts. While the Company, based on its current understanding, believes that the above would not have a material impact on the financial results, the implications, if any, arising from the aforesaid developments would be known only after the aforesaid matters are concluded and hence are not determinable at this stage
- (7) The Company is dependent on information from the Ultimate Holding Company of its Related Parties as defined under Ind AS 24 and under the Companies Act, 2013 during the period from 1st April, 2017 to 31st March 2019. The Ultimate Holding Company has not been able to provide the said information to the Company for the whole of the period referred to above. In the absence of the above information, the Company has identified its related party's relationship on the basis of information made available by the Ultimate Holding Company in the past. Accordingly, the related parties may not be complete and accurate. However, the Company believes that unavailability of the required information may not have a material impact on the financial results
- (8) A major portion of the existing funds being managed/advised by the Company are approaching their end of term over the next 12 months which is likely to result in significant reduction in the Company's fee revenue thereafter. Management expects that its future income from existing funds being managed/advised together with liquid assets held by the Company as at March 31, 2019 will be adequately sufficient to meet the Company's existing and future obligations arising over the next 12 months. Management believes that, subject to receipt of necessary Board approvals, the Company has adequate funds to commit seed capital for new fund raise as part of its efforts to increase revenues. Further, NCLAT vide its order dated February 11, 2019 has also classified the Company under the "Green Category" based on a 12 month cash flow solvency test, which enables the Company to continue to meet all its payment obligation (both financial and operational) as and when they become due
- Meanwhile, the IL&FS Board has been working on a resolution plan, with a view to enable value preservation for stakeholders of IL&FS Group. The resolution plan, inter alia, involves sale of assets/businesses/companies owned by IL&FS. And in this regard, the IL&FS Board has on December 21, 2018 invited a public Expression of Interest (Eoi) for its sale of entire stake in the Company. Accordingly, the Company's plans for new fund raise have been kept on hold pending completion of the stake sale and while there is material uncertainty with regard to the stake sale, management believes that use of the going concern assumption for preparation of these financial results is appropriate
- (9) The Board of Directors, in their meeting held on May 30, 2019 have proposed a final dividend of ₹ 0.30 per equity share amounting to ₹ 99,170,605/-, inclusive of tax on dividend. The proposal is subject to the approval of shareholders at the Annual General Meeting

By Order of the Board

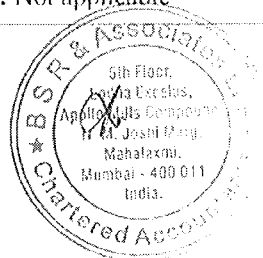
Mumbai, May 30, 2019



M. S. Joshi
Director

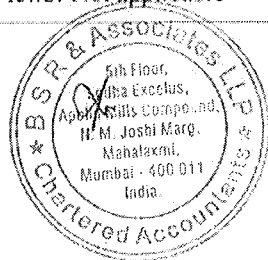
**Statement on Impact of Audit Qualifications (for audit report with modified opinion)
submitted along-with Standalone Annual Audited Financial Results**

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2019 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (₹ in lakhs)	Adjusted Figures (audited figures after adjusting for qualifications) (₹ in lakhs)
	1.	Turnover/Total income	4,902.83	Not ascertainable
	2.	Total Expenditure	3,431.52	
	3.	Net Profit/(Loss)	1,017.99	
	4.	Earnings Per Share	0.32	
	5.	Total Assets	13,421.52	
	6.	Total Liabilities	1,284.43	
	7.	Net Worth	12,137.09	
	8.	Any other financial item(s) (as felt appropriate by the management)		
II. (a) Audit Qualifications :				
<p>a. Details of Audit Qualification: Refer below details of qualification as per Audit Report dated May 30, 2019: Attention is invited to Note 6 of the standalone annual financial results which describes the situation facing the Company in view of the investigation by Serious Fraud Investigation Office of Ministry of Company Affairs (SFIO) against Infrastructure Leasing & Financial Services Limited ('IL&FS' or 'the Holding Company'), and its subsidiaries (including the Company). Further, the National Company Law Tribunal (NCLT) has ordered re-opening of books of accounts of IL&FS and its two subsidiaries (other than this company) for the past financial years referred in the note. However, the Supreme Court of India has stayed NCLT order to reopen past books of IL&FS and its above referred two subsidiaries. In view of the aforesaid ongoing investigations of the entire IL&FS Group (including the Company) by the SFIO and re-opening of books of accounts of the Holding Company and its above referred two subsidiaries by the NCLT, we are unable to comment on the consequential impact thereof on these standalone annual financial results.</p> <p>b. Type of Audit Qualification: Qualified Opinion</p> <p>c. Frequency of qualification: Appearing for the first time</p> <p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable</p>				



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	<p>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: Unable to estimate impact</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: In the absence of any specific findings as on date, the financial impact if any can only be ascertained once the SFIO investigation is completed and the exercise of the restatement of financial statements is completed</p> <p>(iii) Auditors' Comments on (i) or (ii) above: No Comments</p>
<p>II. (b)</p>	<p>Audit Qualification (each audit qualification separately):</p> <p>a. Details of Audit Qualification: Refer below details of qualification as per Audit Report dated May 30, 2019:</p> <p>Attention is invited to Note 7 of the standalone annual financial results which describes that the Company has not been able to determine the accurate and complete list of related parties for the period 1 April, 2017 to 31 March 2019, as defined under Ind AS 24, Related Party Disclosures and as per the Companies Act, 2013. In the absence of the said information, we are unable to obtain sufficient appropriate audit evidence with regard to completeness and accuracy of related party disclosures made in the financial statements and on the Company's compliance with provisions of the Companies Act, 2013 with regard to related party transactions</p> <p>b. Type of Audit Qualification: Qualified Opinion</p> <p>c. Frequency of qualification: First time</p> <p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable</p>



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	<p>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: Unable to estimate</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: The Company has provided the Related Party disclosures as per IND AS 24, based on the information available from IL&FS as of September 30, 2018. In the absence of the list as on March 31, 2019 from IL&FS, the management is unable to estimate whether there would be any impact on the related party disclosures. The management believes that unavailability of the required information will not have a material impact on the financial statements</p>
	<p>(iii) Auditors' Comments on (i) or (ii) above: No Comments</p>
<p>III.</p>	<p>Signatories:</p> <p>Chief Executive Officer : <i>[Signature]</i></p> <p>Chief Financial Officer : <i>[Signature]</i></p> <p>Audit Committee Chairman: <i>[Signature]</i></p> <p>Statutory Auditor : For BSR & Associates LLP. Chartered Accountants, Firm Regn No. 116231W/W-100024</p> <p><i>[Signature]</i> N. Sampath Ganesh Partner, M.No. 042554</p> <p>Place: Mumbai Date: May 30, 2019</p>

