

Independent Auditor's Review Report on unaudited consolidated financial results for the quarter ended 30 September 2025 and year to date results for the period from 01 April 2025 to 30 September 2025 of IL&FS Investment Managers Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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

Introduction

1. We have reviewed the accompanying statement of unaudited consolidated financial results of IL&FS Investment Managers Limited ('the Holding Company' or 'the Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its share of the net Profit after tax and total comprehensive income of its joint venture for the quarter ended 30 September 2025 and year to date results for the period from 01 April 2025 to 30 September 2025 ('the Statement'), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'). We have initialled the Statement for identification purpose only.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard ('Ind AS') 34 'Interim Financial Reporting' prescribed under section 133 of the Companies Act, 2013 ('the Act'), read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

Scope of Review

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements ('SRE') 2410 - 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India ('the ICAI'). A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular Issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.



kkc & associates llp

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

4. The Statement includes the result of the following entities:

Sr. No.	Name of the entity	Relationship
1	IL&FS Investment Managers Limited	Holding
2	IL&FS Urban Infrastructure Managers Limited	Subsidiary
3	Andhra Pradesh Urban Infrastructure Asset Management Limited	Subsidiary
4	IL&FS Infra Asset Management Limited	Subsidiary
5	IL&FS AMC Trustee Limited	Subsidiary
6	IL&FS Investment Advisors LLC ('IIAL')	Subsidiary
7	Saffron Investment Trust	Subsidiary of IIAL
8	IL&FS Milestone Realty Advisors Pvt Ltd	Joint venture

Basis for Qualified Conclusion

5. Attention is drawn to Note 4 of the Statement which describes the situation faced by the Group in view of the ongoing investigation by Serious Fraud Investigation Office of Ministry of Corporate Affairs ('SFIO') against Infrastructure Leasing & Financial Services Limited ('IL&FS' or 'the Ultimate Holding Company'), and its subsidiaries (including the Group). In view of the aforesaid ongoing investigations of the entire IL&FS Group by the SFIO, including the summary of charges received from Ministry of Corporate Affairs in October 2024 by the Ultimate Holding Company pertaining to the matters of the Group, we are unable to comment on the consequential impact(s) upon conclusion of the said investigation.
6. We draw attention to Note No. 9 to the Statement regarding unbilled revenue outstanding for more than one year in respect of one of the subsidiary companies, Andhra Pradesh Urban Infrastructure Asset Management Limited ('APUIAML'). As reported by the auditors of the said subsidiary, such unbilled revenue ought to have been reversed and non-reversal of the same may resulting in overstatement of revenue and contract asset balances (Unbilled revenue) in the accompanying Statement. Accordingly, in our view, revenue and contract assets (unbilled revenue) are overstated to that extent.

Qualified Conclusion

7. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review report of the other auditor and management certified financial results as referred to in paragraph 10 and 11 below, except for the matters described in the 'Basis for Qualified Conclusion' paragraph above, impact whereof, if any, not ascertainable presently, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS under section 133 of the Act as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Emphasis of Matter

8. Attention is drawn to Note 5 of the Statement regarding reduction in fee revenue of the Holding Company and few of its Subsidiaries significantly coupled with the lack of any immediate new fund raise resulting in the reduced estimates of future fee and project revenue, there is material uncertainty of the Group's continuity as going concern. However, considering management's expectations of Group's ability to, at least, meet its obligations over the next 12 months out of its earnings and liquid assets, the management believes that use of the 'going concern' assumption for preparation of the Statement is appropriate.



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9. Attention is drawn to Note 8 of the Statement which describes one of its Joint Venture entity, being consolidated, have ceased their operations and their respective financial results are not prepared on going concern basis but on realisable value basis.

Our conclusion on the statement is not modified in respect of the matters stated in Emphasis of Matters paragraphs 8 and 9.

Other Matters

10. We did not review the interim financial results of two subsidiaries included in the Statement, whose interim financial results, reflect total assets of Rs. 7,443.09 Lakhs as at 30 September 2025, reflect total revenues of Rs. 681.14 Lakhs and 1,312.70 Lakhs, total net profit after tax of Rs. 275.62 Lakhs and Rs. 260.24 Lakhs, total comprehensive income of Rs. 275.62 Lakhs and of Rs. 260.38 Lakhs, for the quarter ended 30 September 2025 and for the period from 01 April 2025 to 30 September 2025 respectively, and net cash outflows of Rs. 45.78 Lakhs for the period from 01 April 2025 to 30 September 2025 as considered in the Statement. These interim financial results have been reviewed by other auditors and their reports, vide which they have issued an unmodified conclusion have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matter.

11. The Statement includes the interim financial results of 2 subsidiaries which have not been reviewed by their auditors, whose interim financial results reflect total assets of Rs. 78.52 as at 30 September 2025, reflect total revenue of Rs. 3.33 Lakhs and Rs. 6.74 Lakhs, total net loss of Rs. 2.89 Lakhs and Rs. 5.96 Lakhs, total comprehensive loss of Rs. 2.34 Lakhs and Rs. 5.41 Lakhs for the quarter ended 30 September 2025 and for the period from 01 April 2025 to 30 September 2025 respectively, and net cash outflows of Rs. 4.06 Lakhs for the period from 01 April 2025 to 30 September 2025 as considered in the Statement. The Statement also includes the Group's share of net profit after tax of Rs. 9.39 Lakhs and Rs. 9.11 Lakhs and total comprehensive income of Rs. 9.39 Lakhs and Rs. 9.12 Lakhs for the quarter ended 30 September 2025 and for the period from 1 April 2025 to 30 September 2025 respectively, as considered in the Statement, in respect of one Joint Venture, based on their interim financial results which have not been reviewed by their auditors. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

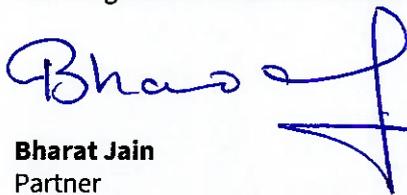
Our conclusion on the Statement is not modified in respect of the above matter

For **KKC & Associates LLP**

Chartered Accountants

(formerly Khimji Kunverji & Co LLP)

Firm Registration Number: 105146W/W100621



Bharat Jain

Partner

ICAI Membership No: 100583

UDIN: 261005831XMNNW6592

Place: Mumbai

Date: 13 February 2026



IL&FS INVESTMENT MANAGERS LIMITED

Registered Office : The IL&FS Financial Centre, Plot No. C-22, 'G' Block,

Bandra-Kurla Complex, Bandra (East), Mumbai 400 051

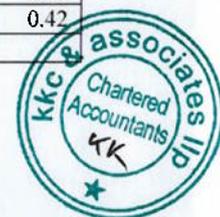
CIN : L65999MH1986PLC147981 Website : www.ilfslindia.comTel : 022 2653 3333 Email : investor.relations@ilfslindia.com**STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE
QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2025**

(Rs. in Lakhs)

	Particulars	Quarter Ended 30.09.2025 (Unaudited)	Quarter Ended 30.06.2025 (Unaudited)	Quarter Ended 30.09.2024 (Unaudited)	Half Year Ended 30.09.2025 (Unaudited)	Half Year Ended 30.09.2024 (Unaudited)	Year Ended 31.03.2025 (Audited)
	Revenue:						
	Revenue from Operations	716.61	579.74	520.38	1,296.35	1,297.72	2,907.57
	Other Income	386.68	309.29	345.01	695.97	563.85	1,756.40
1	Total Revenue	1,103.29	889.03	865.39	1,992.32	1,861.57	4,663.97
2	Expenses:						
	Employee benefits expense	219.19	201.40	286.32	420.59	603.26	1,094.82
	Depreciation and amortisation expense	4.32	5.25	6.23	9.57	13.58	24.75
	Rent expense	41.26	43.96	36.83	85.22	75.83	154.18
	Legal and Professional expense	464.84	335.08	305.95	799.92	698.45	1,443.87
	Expected Credit loss arising on Receivables	(340.38)	141.31	(292.93)	(199.07)	(203.29)	(285.75)
	Fair Value Loss on Investments	-	-	74.57	-	74.57	-
	Net Loss on sale of non-current Investments	84.57	-	(6.99)	84.57	198.38	198.38
	Other Expenses	138.29	118.72	130.13	257.01	272.68	581.66
	Total Expenses	612.09	845.72	540.11	1,457.81	1,733.46	3,211.91
3	Profit/(Loss) before exceptional item and tax (1-2)	491.20	43.31	325.28	534.51	128.11	1,452.06
4	Exceptional Item	-	-	-	-	-	-
5	Profit/(Loss) after exceptional item and before tax (3-4)	491.20	43.31	325.28	534.51	128.11	1,452.06
6	Tax expense/(benefit):						
	a) Current tax	55.35	55.07	93.11	110.42	162.84	285.58
	b) Deferred tax	91.79	(34.77)	85.33	57.02	190.44	(246.64)
	Total Net tax expense/(benefit)	147.14	20.30	178.44	167.44	353.28	38.94
7	Profit/(Loss) after Tax (5-6)	344.06	23.01	146.84	367.07	(225.17)	1,413.12
8	Share of profit/(loss) of Joint Venture	9.39	(0.27)	11.86	9.12	11.42	11.25



	Particulars	Quarter Ended 30.09.2025 (Unaudited)	Quarter Ended 30.06.2025 (Unaudited)	Quarter Ended 30.09.2024 (Unaudited)	Half Year Ended 30.09.2025 (Unaudited)	Half Year Ended 30.09.2024 (Unaudited)	Year Ended 31.03.2025 (Audited)
9	Profit/(Loss) after tax and share in profit/(loss) of Joint Venture (7+8)	353.45	22.74	158.70	376.19	(213.75)	1,424.37
	Profit attributable to:						
	Owners of the company	268.32	88.13	104.58	356.45	(236.39)	1,314.64
	Non-controlling interest	85.13	(65.39)	54.12	19.74	22.64	109.73
10	Other comprehensive income						
	Items that will not be reclassified to profit or loss:						
	Actuarial Gain of the defined benefit plans	(4.14)	7.39	(0.81)	3.25	18.91	1.92
	Income tax relating to items that will not be reclassified to profit or loss	0.63	(0.60)	(5.47)	0.03	101.23	1,057.26
	Items that will be reclassified to profit or loss:						
	Gain/(Loss) on Foreign currency translation reserve (net)	267.78	(3.11)	(86.59)	264.67	(74.77)	119.68
	Income tax relating to items that will be reclassified to profit or loss	-	-	22.65	-	18.82	(20.24)
	Total other comprehensive income	264.27	3.68	(70.22)	267.95	64.19	1,158.62
	Total other comprehensive income attributable to:						
	Owners of the company	264.27	3.61	(71.95)	267.88	62.83	1,156.61
	Non-controlling interest	-	0.07	1.73	0.07	1.36	2.01
11	Total Comprehensive Income (9+10)	617.72	26.42	88.48	644.14	(149.56)	2,582.99
	Owners of the company	532.59	91.74	32.63	624.33	(173.56)	2,471.25
	Non-controlling interest	85.13	(65.32)	55.85	19.81	24.00	111.74
12	Paid-up Equity Share Capital (Face Value of Rs. 2/- each)	6,280.85	6,280.85	6,280.85	6,280.85	6,280.85	6,280.85
	Other Equity						14,231.35
13	Earning per equity share (not annualised)						
	- Basic	0.09	0.03	0.03	0.11	(0.08)	0.42
	- Diluted	0.09	0.03	0.03	0.11	(0.08)	0.42



Consolidated Statement of Assets and Liabilities

Particulars		(Rs. in Lakhs)	
		As at September 30, 2025 (Unaudited)	As at March 31, 2025 (Audited)
ASSETS			
I	Financial Assets		
(a)	Cash and cash equivalents	3,155.26	902.01
(b)	Bank balance other than (a) above	8,030.91	12,702.07
(c)	Trade Receivables	1,077.04	1,358.47
(d)	Loans	8.61	9.27
(e)	Investments	4,993.70	5,041.40
(f)	Other Financial assets	4,343.74	2,067.50
Total Financial Assets		21,609.26	22,080.72
II	Non-financial Assets		
(a)	Deferred Tax Assets (net)	450.12	507.14
(b)	Income Tax Asset (net)	703.53	631.39
(b)	Property, Plant and Equipment	25.78	38.72
(c)	Other Intangible Assets	0.84	1.20
(d)	Other Non-financial Assets	952.70	675.68
Total Non-financial Assets		2,132.97	1,854.13
TOTAL ASSETS		23,742.23	23,934.85

Particulars		(Rs. in Lakhs)	
		As at September 30, 2025 (Unaudited)	As at March 31, 2025 (Audited)
LIABILITIES AND EQUITY			
LIABILITIES			
I	Financial Liabilities		
	Trade payables		
	(i) total outstanding dues of micro enterprises and small enterprises	18.32	17.99
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	684.69	627.16
Total Financial Liabilities		703.01	645.15
II	Non-financial Liabilities		
(a)	Deferred Tax Liabilities (Net)	-	-
(b)	Employee benefit obligations	189.19	219.64
(c)	Other Non-financial Liabilities	586.32	467.27
Total Non-financial Liabilities		775.51	686.91
III	Equity		
(a)	Equity Share Capital	6,280.85	6,280.85
(b)	Other Equity	13,872.46	14,231.35
Equity attributable to owners		20,153.32	20,512.20
Non-controlling interests		2,110.40	2,090.59
TOTAL EQUITY AND LIABILITIES		23,742.23	23,934.85



CONSOLIDATED CASH FLOW STATEMENT FOR THE HALF YEAR ENDED

(Rs. in Lakhs)

	Particulars	As at September 30, 2025 (Unaudited)	As at September 30, 2024 (Unaudited)
I.	Cash Flow from Operating Activities		
	Profit/(Loss) before Tax	543.62	139.53
	Adjustments For:		
	Depreciation and amortisation expense	9.57	13.58
	Provision for ECL for trade receivables	(199.07)	(203.29)
	FVTPL (Gain)/Loss on current investments	(88.01)	(255.40)
	FVTPL (Gain)/Loss on Non-current investments	(183.15)	329.97
	(Profit)/Loss on sale of Investments	40.35	13.76
	(Profit)/Loss on sale of Property, Plant and Equipment	2.94	(0.27)
	Interest Income	(340.26)	(377.18)
	Dividend Income	-	(0.07)
	Operating Profit/(Loss) Before Working Capital Changes	(214.01)	(339.37)
	Changes in working capital:		
	Adjustments for (increase)/decrease in operating assets:		
	Trade Receivables	480.50	1,063.38
	Other Financial Assets	(190.70)	(299.75)
	Other Non-Financial Asset	(102.50)	(90.86)
	Adjustments for increase/(decrease) in operating liabilities:		
	Trade Payables	57.86	(219.26)
	Provision for Employee benefit obligation (net of reversal)	(30.44)	(27.07)
	Other Non-financial liability	31.44	(145.05)
	Less: Taxes paid	(182.52)	(218.85)
	Net Cash generated from/(used in) from Operating Activities	(150.37)	(276.83)
II.	Cash Flow from Investing Activities		
	(Purchase)/Redemption in Mutual Funds (Net)	165.51	2,242.41
	Fixed Deposit (placed)/redeemed	2,401.33	(461.61)
	Increase / Decrease of Other Non-current Investments	113.03	(152.44)
	Proceeds from Sale of Property, Plant and Equipment	1.78	2.51
	Capital Expenditure on Property, Plant and Equipment	(0.99)	(7.27)
	Interest Income	441.51	445.80
	Net Cash generated from Investing Activities	3,122.17	2,069.40
III.	Cash Flow from Financing Activities		
	Dividend Paid (including taxes)	(983.21)	(2,198.23)
	Net Cash used in Financing Activities	(983.21)	(2,198.23)
IV.	Net (Decrease)/Increase in Cash and Cash Equivalent (I+II+III)	1,988.59	(405.66)
	Effect of exchange differences on Foreign Currency Translation	264.67	(55.95)
	Cash and Cash Equivalent at the beginning of the period	902.00	1,925.06
	Cash and Cash Equivalent at the end of the period	3,155.26	1,463.45
	Net (Decrease)/Increase in Cash and Cash Equivalent	2,253.26	(461.61)



NOTES :

- (1) The aforesaid consolidated financial results of IL&FS Investment Managers Limited (the "Holding Company" or "the Company"), its subsidiaries (the Holding Company and its subsidiaries together constitute the "Group") and jointly controlled entities for the quarter and half year ended September 30, 2025 along-with comparative period have been reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company at its meeting held on February 13, 2026 in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The consolidated financial results for the quarter and half year ended September 30, 2025 have been subjected to Limited Review by the Statutory Auditors of the Company
- (2) The consolidated financial results have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 – Interim Financial Reporting, notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended from time to time and other accounting principles generally accepted in India
- (3) 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 Group 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
- (4) 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 IL&FS or Ultimate Holding Company and its subsidiaries (including the Company) under Section 212(1) of the Companies Act, 2013. 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. The Company has received the "Summary of Charges" sent by the Ministry of Corporate Affairs through IL&FS, based on which the Ultimate Holding Company has submitted the necessary response
- (5) The terms of most of the existing funds managed or advised by the Holding Company and few of its subsidiaries are approaching the end of their extended terms in the near future. As a result, the Group did not generate significant fee income during the quarter and half year ended September 30, 2025, apart from project revenue from one subsidiary, which was relatively low

Management expects that the future income from the remaining funds under management and Project revenues, along with the liquid assets held by the Group as of September 30, 2025, will be adequate to meet the Group's current and future obligations over the next 12 months. Based on this expectation, management believes that the use of the going concern assumption in preparing the Group's consolidated financial results remains appropriate

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. In this regard, the IL&FS Board has on December 21, 2023 invited a public Expression of Interest (EOI) for sale of its entire stake in the Company. In response to the EOI, few prospective bidders have shown interest and the process is underway

- (6) The summarised unaudited standalone financial results of the Holding Company are as below. The detailed standalone financial results of the Holding Company are available on the Holding Company's website www.iimlindia.com

		(Rs. in Lakhs)					
	Particulars	Quarter Ended 30.09.2025 (Unaudited)	Quarter Ended 30.06.2025 (Unaudited)	Quarter Ended 30.09.2024 (Unaudited)	Half Year Ended 30.09.2025 (Unaudited)	Half Year Ended 30.09.2024 (Unaudited)	Year Ended 31.03.2025 (Audited)
1	Total Revenue	3,056.37	144.67	200.96	3,201.04	297.85	904.78
2	Profit before tax	2,781.79	(22.69)	(99.91)	2,759.10	(411.43)	(156.37)
3	Profit after tax	2,781.79	(22.69)	(90.05)	2,759.10	(424.11)	(217.71)



- (7) The Group has 6 Subsidiaries and 1 Jointly Controlled Entities as at September 30, 2025
- (8) The financial statements of its Joint Venture IL&FS Milestone Realty Advisors Private Limited has been prepared on the basis that it does not continue as a going concern
- (9) The Holding Company Management is currently in the process of reviewing and assessing the recoverability of unbilled revenue pertaining to one of the Company's subsidiaries, Andhra Pradesh Urban Infrastructure Asset Management Limited ("APUIAML"), in consultation with the subsidiary's management and based on ongoing communications with the concerned parties. Appropriate actions, including recognition of any provision or write-off, if required, will be undertaken by the Subsidiary management upon completion of this assessment at the earliest
- (10) Previous year numbers are regrouped/reclassified wherever necessary

By Order of the Board



Chitranjan Singh Kahlon
Chairman

Mumbai, February 13, 2026

