ANNUAL REPORT 2025-26

IL&FS | Private Equity

IL&FS Investment Managers Limited

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CORPORATE INFORMATION

BOARD OF DIRECTORS	**Mr Chitranjan Singh Kahlon (Chairman)** **Mr Munish Kumar Saraogi** **Mr Kaushik Modak (Resigned w.e.f. February 20, 2026)** **Ms Jayashree Ramaswamy (Appointed w.e.f. February 13, 2026)** **Ms Lubna Usman** **Ms Priya Shetty** **Mr Gaurav Khungar**
CHIEF EXECUTIVE OFFICER & CHIEF FINANCIAL OFFICER	**Ms Lubna Usman**
COMPANY SECRETARY & COMPLIANCE OFFICER	**Mr Prasad Chaoji**
BANKERS	**HDFC Bank Limited**
STATUTORY AUDITORS[1]	**M/s. KKC & Associates LLP** Chartered Accountants Firm Registration No. 105146W/W100621
SECRETARIAL AUDITORS	**M/s Mehta & Mehta** Company Secretaries
INTERNAL AUDITORS	**M/s N A Shah Associates LLP** Chartered Accountants
REGISTRARS & SHARE TRANSFER AGENTS	**MUFG Intime India Private Limited** C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, India Tel : + 91 8108116767 Fax : +91 22 4918 6060
REGISTERED OFFICE	The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, India, Tel : +91 22 2653 3333
CIN	L65999MH1986PLC147981

[1]*Subsequent to the date of the Board's Report, M/s KKC & Associates LLP resigned as Statutory Auditors of the Company with effect from August 13, 2026. For details, please refer to the section titled* ***"Subsequent Development after the Date of the Board's Report"*** *appearing after the Board's Report.*

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Fortieth Annual Report along with the Audited Financial Statements for the year ended March 31, 2026.

(I) RESULTS OF OPERATIONS AND THE STATE OF THE COMPANY'S AFFAIRS

The highlights of the Company's financial performance for the financial year ended March 31, 2026 are set out below:

(Amount in ₹ lakhs)

Particulars	Standalone FY2025-26	Standalone FY2024-25	Consolidated FY2025-26	Consolidated FY2024-25
Total Income	5,528.76	904.78	6,553.18	4,663.97
Profit/(Loss) before Taxation	4,791.30	(156.37)	900.10	1,463.31
Tax Expense	0	61.34	421.35	38.94
Net Profit/(Loss) after Taxation	4,791.30	(217.71)	478.75	1,424.37
Total Comprehensive Income/(Loss)	4,811.81	(211.64)	1,103.15	2,582.99
Amount Transferred to General Reserves	NIL	NIL	NIL	NIL
Dividend per Equity Share (Face Value ₹ 2/- each)	0.70	0.28	0.70	0.28
Total Dividend Amount	2,198.23	879.29	2,198.23	879.29

Financial Performance Review

During the financial year under review, on a standalone basis, the Company recorded a **Total Income of ₹ 5,528.76 lakhs** as against **₹ 904.78 lakhs** in the previous financial year. The **Profit Before Tax** stood at **₹ 4,791.30 lakhs** as compared to a **Loss Before Tax of ₹ 156.37 lakhs** in the previous financial year. The Company reported a **Net Profit after Tax of ₹ 4,791.30 lakhs** for the financial year as against a **Net Loss after Tax of ₹ 217.71 lakhs** in the previous financial year.

On a consolidated basis, the Group recorded a **Total Income of ₹ 6,553.18 lakhs** as against **₹ 4,663.97 lakhs** in the previous financial year. The **Profit Before Tax** stood at **₹ 900.10 lakhs** as compared to **₹ 1,463.31 lakhs** in the previous financial year, while the **Net Profit after Tax** stood at **₹ 478.75 lakhs** as against **₹ 1,424.37 lakhs** in the previous financial year.

The financial statements of the Company have been prepared in accordance with the applicable provisions of the Companies Act, 2013, the Indian Accounting Standards (Ind AS) and other applicable accounting principles.

Dividend

During the financial year under review, the Board of Directors declared an interim dividend of **₹ 0.50 (Fifty Paise) per equity share** on equity shares of face value **₹ 2 each**, which was duly paid to the Members.

Further, the Board of Directors has recommended a final dividend of **₹ 0.70 (Seventy Paise)** per equity share of **face value ₹ 2 each**, aggregating to **₹ 2,198.23 lakhs**, for the financial year ended March 31, 2026. The proposed dividend is subject to the approval of the Members at the ensuing Annual General Meeting and, if declared, shall be paid in accordance with the applicable provisions of the Companies Act, 2013. The payment of dividend shall be subject to deduction of tax at source, as applicable under the provisions of the Income-tax Act, 1961.

(II) REVIEW OF OPERATIONS

The global economy witnessed a mixed growth environment during the financial year, influenced by geopolitical developments, inflationary trends and evolving monetary policies across major economies. While continued investments in technology, supportive policy measures and improving business sentiment supported economic activity in several jurisdictions, geopolitical tensions, particularly in the Middle East, contributed to volatility in commodity markets, inflationary pressures and relatively tighter financial conditions. Although recent developments indicate signs of gradual stabilisation, the global economic outlook continues to remain sensitive to geopolitical and macroeconomic developments.

Against this backdrop, the Indian economy demonstrated resilience, supported by robust domestic demand, sustained public capital expenditure and continued structural reforms. Notwithstanding external risks arising from global volatility, commodity price movements and capital flow fluctuations, India's stable macroeconomic fundamentals and policy support continued to reinforce its position as a structurally attractive long-term investment destination.

The investment environment is expected to remain cautiously optimistic. Stable domestic economic conditions, coupled with increasing investor interest in technology-led and AI-enabled opportunities, are expected to support investment activity. However, global uncertainty and relatively tighter liquidity conditions may continue to result in a selective and disciplined approach towards capital deployment. At the same time, prevailing market conditions are expected to provide opportunities for divestments and value realisation, thereby enabling fund managers to achieve exits at appropriate valuations and maximise investor returns from the remaining portfolio assets under management.

DIRECTORS' REPORT

The Company operates in a single business segment, namely fund management and related advisory services, and is currently operating in a stabilisation phase while continuing to manage its existing fund management business in view of the ongoing resolution process of the IL&FS Group.

During the year under review, the fund management team continued to focus on portfolio divestments with a view to facilitating timely return of capital to investors. The team also actively pursued resolution of pending legal proceedings and other matters to facilitate monetisation and create further exit opportunities across the investment portfolio.

The developments relating to Infrastructure Leasing & Financial Services Limited ("IL&FS") and its group entities have had an adverse impact on the Company's business environment, growth opportunities and strategic initiatives. IL&FS has re-initiated the process for divestment of its shareholding in the Company, and the process is currently underway.

On the debt platform, the Company, through its subsidiary, continues to manage the Infrastructure Debt Fund ("IDF"), comprising five closed-ended schemes, which are at various stages of maturity and resolution, with continued focus on orderly wind-down, value preservation and maximisation of investor recoveries.

The Company's joint venture with the Government of Andhra Pradesh continues to secure mandates and is actively engaged in the execution of multiple infrastructure projects across the State.

(III) ACTIVE FUNDS UNDER MANAGEMENT

The Company manages the following active funds, with brief status updates provided below:

(1) IFIN Realty Trust (IRT) :

(a) IIML is the Fund Manager and also an investor in this Fund.

(b) Fund life has been extended up to **March 31, 2027.**

(c) The Fund currently has **11 outstanding investments** with an aggregate NAV of approximately **₹ 3.7 crore.**

(d) During FY2026, IRT along with its offshore fund generated exits aggregating to approximately **₹ 170 crore** (IFIN share: 3%).

(e) The Fund distributed approximately **₹ 3.75 crore** to investors, comprising IFIN (92%) and IIML (8%) from the above exits.

(f) The Fund Manager continues to actively pursue exit of remaining investments through litigation and/or negotiated settlement mechanisms.

(2) IL&FS Realty Fund :

(a) IIML is the Fund Manager and also an investor in this Fund.

(b) Extension of fund life up to **March 31, 2027** has been sought; currently **3 investors representing 43.5% voting rights** have provided consent, against the required threshold of 66.67%.

(c) The Fund has **2 outstanding investments** with an aggregate NAV of approximately **₹ 12.5 crore.**

(d) During FY2026, the Fund distributed approximately **₹ 15.8 crore** to investors; IIML share in the distribution was approximately 3.23%.

(e) The remaining investments are under advanced stages of litigation, and the Fund is currently awaiting judicial outcomes to progress toward final exit.

(3) Tara III Funds :

(a) IIML is the Fund Manager for this Fund structure.

(b) The Tara III umbrella comprises three funds, and the fund life expired on **March 31, 2026**, with no further extension proposed.

(c) The two India-based Funds, namely **Tara India Fund III Trust** and **Tara India Fund III Domestic Trust**, have been fully divested.

(d) The offshore Fund, namely **Tara India Fund III LLC**, is awaiting receipt of the final tranche of approximately **₹ 1.8 crore**, expected in June 2026, for completion of full divestment.

(IV) MATERIAL CHANGES AND COMMITMENTS

There have been no material changes or commitments affecting the financial position of the Company that have occurred from the end of the financial year to which the financial statement relate and date of this Report.

(V) SUBSIDIARIES AND JOINT VENTURES

The Company has four domestic subsidiaries, namely, IL&FS Urban Infrastructure Managers Limited, Andhra Pradesh Urban Infrastructure Asset Management Limited, IL&FS Infra Asset Management Limited and IL&FS AMC Trustee Limited, and one offshore subsidiary, IL&FS Investment Advisors LLC, Mauritius.

The Company also has one joint venture, namely, IL&FS Milestone Realty Advisors Private Limited.

DIRECTORS' REPORT

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has prepared consolidated financial statements incorporating the financial statements of its subsidiaries, which form part of this Annual Report.

The audited annual accounts and other related documents of the Company's subsidiaries are available for inspection by the Members at the Registered Office of the Company during business hours. Any Member desirous of obtaining a copy of the audited financial statements of any subsidiary may write to the Company Secretary in this regard. The audited financial statements of the subsidiaries are also available on the Company's website at **https://iimlindia.com/subsidiary-accounts/**.

A statement containing the salient features of the financial statements of the Company's subsidiaries and joint venture in Form AOC-1, as required under Section 129(3) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, forms part of the Standalone Financial Statements.

Performance and Financial Position of Subsidiaries and Joint Venture

IL&FS Urban Infrastructure Managers Limited

IL&FS Urban Infrastructure Managers Limited ("IUIML") functions as the Asset Manager for the Pooled Municipal Debt Obligations ("PMDO") Facility, which provides long-term financing for urban infrastructure projects across cities in India.

During FY 2025-26, IUIML reported a total income of ₹ 167.46 lakhs (including other income of ₹ 25.75 lakhs). Total expenses for the year were ₹ 243.86 lakhs, resulting in a total comprehensive loss of ₹ 73.44 lakhs.

IL&FS Investment Advisors LLC, Mauritius

IL&FS Investment Advisors LLC ("IIAL"), Mauritius acts as the Investment Manager to Tara India Fund III LLC.

During FY 2025-26, IIAL reported a total income of US$3.40 lakhs. Total expenses for the year were US$50.35 lakhs, resulting in a loss of US$46.95 lakhs.

Andhra Pradesh Urban Infrastructure Asset Management Limited

Andhra Pradesh Urban Infrastructure Asset Management Limited ("APUIAML") was established jointly with the Government of Andhra Pradesh, with the Company and the Government holding 51% and 49% of the equity share capital, respectively. APUIAML undertakes integrated urban infrastructure project development, programme management and financing solutions for Urban Local Bodies in the State of Andhra Pradesh.

During FY 2025-26, APUIAML reported a total income of ₹ 4,476.51 lakhs (including other income of ₹ 12.13 lakhs). Total expenses for the year were ₹ 4,202.89 lakhs, resulting in a total comprehensive income of ₹ 37.04 lakhs.

IL&FS Infra Asset Management Limited

IL&FS Infra Asset Management Limited ("IIAML") acts as the Asset Manager of the IL&FS Infrastructure Debt Fund established under the SEBI (Mutual Funds) Regulations.

During FY 2025-26, IIAML reported a total income of ₹ 1,132.94 lakhs (including other income of ₹ 257.36 lakhs). Total expenses for the year were ₹ 406.77 lakhs, resulting in a total comprehensive income of ₹ 538.83 lakhs.

IL&FS AMC Trustee Limited

IL&FS AMC Trustee Limited ("IATL") acts as the Trustee of the IL&FS Infrastructure Debt Fund.

During FY 2025-26, IATL reported a total income of ₹ 13.96 lakhs (including other income of ₹ 4.84 lakhs). Total expenses for the year were ₹ 14.67 lakhs, resulting in a total comprehensive loss of ₹ 0.71 lakhs.

IL&FS Milestone Realty Advisors Private Limited

IL&FS Milestone Realty Advisors Private Limited is the Company's joint venture established for raising and managing funds investing in income-generating real estate assets. Since inception, the joint venture has successfully divested all investments made through its three funds. However, the funds are yet to be formally wound up due to the pendency of certain income-tax matters before the Hon'ble High Court of Bombay.

(VI) DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Gaurav Khungar (DIN: 10802649), Director, retires by rotation at the ensuing 40th Annual General Meeting ("AGM") and, being eligible, has offered himself for re-appointment. Accordingly, his re-appointment is proposed for the approval of the shareholders at the ensuing AGM.

2. Ms. Jayashree Ramaswamy (DIN: 02235205) was appointed as an Additional Director in the category of Nominee Director (Non-Executive) by the Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, with effect from February 13, 2026, pursuant to Section 161 of the Companies

DIRECTORS' REPORT

Act, 2013, upon nomination received from the Holding Company, Infrastructure Leasing & Financial Services Limited. In accordance with Section 161 of the Companies Act, 2013, Ms. Jayashree Ramaswamy holds office up to the date of the ensuing AGM of the Company and, being eligible, her appointment as a Director of the Company is proposed for the approval of the shareholders at the ensuing AGM.

3. Mr. Kaushik Modak (DIN: 01266560) resigned from the position of Nominee Director (Non-Executive) of the Company with effect from February 20, 2026.

4. Mr. Harish Agrawal, Company Secretary and Key Managerial Personnel of the Company, resigned from the services of the Company with effect from September 30, 2025.

5. Mr. Prasad Chaoji was appointed as the Company Secretary and Compliance Officer of the Company with effect from October 1, 2025.

6. The continuation of the appointment of Mr. Chitranjan Singh Kahlon (DIN: 02823501) as a Non-Executive Independent Director of the Company upon attaining the age of 75 years was approved by the Members of the Company by way of a Special Resolution passed through Postal Ballot on February 18, 2026.

Save as stated above, there were no other changes in the composition of the Board of Directors or the Key Managerial Personnel of the Company during the financial year under review.

(VII) BOARD INDEPENDENCE

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Based on the declarations received and the assessment carried out by the Board, the Board is of the opinion that all the Independent Directors possess the requisite integrity, expertise, experience, fulfil the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and are independent of the Management. During the financial year under review, there has been no change in the circumstances affecting their status as Independent Directors of the Company.

(VIII) NUMBER OF MEETINGS OF THE BOARD

The Board of Directors met eight times during the Financial Year ended March 31, 2026 and the gap between two meetings did not exceed 120 days. The meetings were held during the financial year on April 23, 2025, May 29, 2025, July 18, 2025, August 14, 2025, September 29, 2025, November 13, 2025, January 15, 2026 and February 13, 2026.

The details of the composition of the Board Committees and attendance of the Directors at the Board meetings/Committee meetings are given in the Corporate Governance Report.

(IX) SELECTION CRITERIA FOR APPOINTMENT OF DIRECTORS

The Board has framed a selection criteria for determining the necessary qualifications and attributes for appointment of Directors and also to ensure Board diversity. The details of the same are provided in the Corporate Governance Report.

(X) COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company has in place a Nomination and Remuneration Policy formulated by the Nomination Remuneration Committee and Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Policy lays down the criteria for appointment, re-appointment and removal of Directors, Key Managerial Personnel and Senior Management Personnel, including the criteria for determining qualifications, positive attributes, independence of Directors and matters relating to their remuneration. The Policy aims to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors and employees of the quality required to successfully manage the affairs of the Company.

The Policy is available on the website of the Company at: https://iimlindia.com/policies-guidelines/ and the brief details thereof are given in the Corporate Governance Report.

(XI) BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, that of its Committees and the individual Directors for the financial year under review.

The performance evaluation was carried out in accordance with the criteria and framework approved by the Nomination & Remuneration Committee. The manner in which the annual performance evaluation has been carried out is set out in the Corporate Governance Report, which forms part of this Annual Report.

DIRECTORS' REPORT

(XII) COMMITTEES OF THE BOARD

As on March 31, 2026, the Board has four Committees, namely the Audit Committee, the Nomination & Remuneration Committee, the Stakeholders' Relationship Committee and the Corporate Social Responsibility Committee.

Details of the composition of the Board and its Committees, their terms of reference and the meetings held during the financial year are provided in the Corporate Governance Report forming part of this Annual Report.

(XIII) DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, your Directors state that:

(a) in the preparation of the Annual Accounts for the financial year ended March 31, 2026, the applicable Accounting Standards have been followed along with proper explanations relating to material departures, if any;

(b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the profit/loss of the Company for the financial year ended on that date;

(c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Directors have prepared the annual accounts on a going concern basis;

(e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

(XIV) STATUTORY AUDITORS*

M/s KKC & Associates LLP, Chartered Accountants (Firm Registration No. 105146W/W100621), were appointed as the Statutory Auditors of the Company at the 38th Annual General Meeting ("AGM") held on August 30, 2024, to hold office for a term of five consecutive years from the conclusion of the 38th AGM until the conclusion of the 43rd AGM of the Company to be held in the year 2029.

* *"For subsequent developments relating to the Statutory Auditors after the date of the Board's Report, please refer to the section titled **"Subsequent Development after the Date of the Board's Report"** appearing after the Board's Report"*.

(XV) SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24(A) of SEBI (LODR) Regulation 2015, the members had appointed M/s Mehta & Mehta, Company Secretaries, to conduct the Secretarial Audit of the Company for the consecutive five financial years from April 1, 2025 to March 31, 2030.

Accordingly, The Secretarial Audit Report issued by M/s Mehta & Mehta for the financial year ended March 31, 2026 forms part of this Report as **Annexure 1(I)**.

In accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Audit Reports of Andhra Pradesh Urban Infrastructure Asset Management Limited and IL&FS Infra Asset Management Limited, being the material unlisted subsidiaries of the Company, form part of this Report as **Annexure 1(II)** and **Annexure 1(III)**, respectively.

(XVI) REPORTING OF FRAUDS BY AUDITORS

During the financial year under review, the Statutory Auditors and Secretarial Auditor have not reported any instance of fraud under Section 143(12) of the Companies Act, 2013 requiring disclosure under Section 134(3)(ca) of the Act.

(XVII) QUALIFICATIONS IN THE AUDITORS' REPORT AND BOARD'S EXPLANATIONS

The Statutory Auditors, M/s KKC & Associates LLP, have issued qualified opinions on the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2026.

Pursuant to Section 134(3)(f) of the Companies Act, 2013, the explanations/comments of the Board on the qualifications contained in the Statutory Auditors' Report are set out below:

A. Standalone Financial Statements:

Qualification :

The standalone financial results which describes the situation faced by the Company 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 Holding Company'), and its subsidiaries (including the Company). In view of the aforesaid ongoing

DIRECTORS' REPORT

investigations of the entire IL&FS Group by the SFIO, including the summary of charges received from Ministry of Corporate Affairs in October 2024 pertaining to the matters of the Company, the Auditors are unable to comment on the consequential impact(s) upon conclusion of the said investigation.

Explanation:
The Company, based on its current understanding, believes that the above would not have a material impact on the financial statements. The implications, if any, arising from the aforesaid developments would be known only after the aforesaid investigation is concluded.

B. Consolidated Financial Statements:

Qualification :

The Consolidated Financial Results 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 pertaining to the matters of the Group, the Auditors are unable to comment on the consequential impact(s) upon conclusion of the said investigation.

Explanation :

The Company, based on its current understanding, believes that the above would not have a material impact on the consolidated financial statements. The implications, if any, arising from the aforesaid developments would be known only after the aforesaid investigation is concluded.

C. Qualification in the Audit Report of Component Auditor – Andhra Pradesh Urban Infrastructure Asset Management Limited ("APUIAML")

(a) Qualification :

Unbilled Revenue Balances aggregating to Rs. 1,036.61 lakhs (net off of Rs. 921.02 lakhs as at March 31, 2026, of which Rs. 600.81 lakhs has remained outstanding for more than one year and remains unbilled as on that date. Due to the absence of adequate supportings, documentations and supporting appropriate Audit Evidence, the Auditors are unable to determine whether any adjustments may be required to the carrying amount of unbilled revenue.

Explanation :

The Subsidiary Company has written off un-billed revenue aggregating to Rs. 921.02 lakhs during the year and the same has been charged to the Statement of Profit and Loss. The Management of APUIAML has evaluated the recoverability of the remaining unbilled revenue.

(b) Qualification :

The Company has not recognised a provision for penalties and other consequences arising from non-conducting of Board Meetings in compliance with the provisions of the Companies Act, 2013. This has been presented as a contingent liability in the financial statements. Based on our understanding of the applicable provisions and accounting framework, the obligation existed as at the reporting date and may have met the criteria for recognition. Consequently, in our view, other expenses and related liabilities may be understated to the extent of the unrecognised obligation.

Explanation :

The Subsidiary Company has not received any notice or penalty intimation for non-compliance of Board Meetings. Therefore, the penalty or fines in this regards is not provided for. However, as a prudent principle, the penalty or consequential impact of not conducting of Board Meetings is disclosed as Contingent Liabilities in the Financial Statements.

(c) Qualification :

The Company has not recognised a provision for penalties and other consequences arising from the delay in appointment of the Chief Financial Officer, as required under Section 203(1) of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. This has been presented as a contingent liability in the financial statements. Based on our understanding of the applicable provisions and accounting framework, the obligation existed as at the reporting date and may have met the criteria for recognition. Consequently, in our view, other expenses and related liabilities may be understated to the extent of the unrecognised obligation.

Explanation :

The Subsidiary Company has not received any notice or penalty intimation for non-compliance of Appointment of Chief Financial Officer. Therefore, the penalty or fines in this regards is not provided for. However, as a prudent principles, the penalty or consequential impact of not appointing of Chief Financial Officer is disclosed as Contingent Liabilities in the Financial Statements.

DIRECTORS' REPORT

(d) Qualification

The Company has not recognised a provision for gratuity in respect of employees who resigned during the financial year 2024-2025, which is required under Section 4(1) of the Payment of Gratuity Act, 1972 and Ind AS 19 – Employee Benefits. This has been presented as a contingent liability in the financial statements. Based on our understanding of the applicable regulations and standards, the obligation existed as at the reporting date and met the criteria for recognition. Consequently, in our view, employee benefit expenses and related liabilities may be understated to the extent of the unrecognised gratuity obligation.

Explanation :

Since the Gratuity has not been paid/provided for few employees who have resigned for Financial Year 2024-2025, the Management of the Subsidiary Company has as a prudent principle disclosed the Gratuity payable as contingent liability.

(XVIII) SECRETARIAL AUDIT REPORT AND BOARD'S EXPLANATIONS

The Secretarial Auditors, M/s. Mehta & Mehta, have made certain observations in their Secretarial Audit Report for the financial year ended March 31, 2026.

Pursuant to Section 134(3)(f) of the Companies Act, 2013, the explanations/comments of the Board on the observations contained in the Secretarial Audit Report are set out below:

(a) Observation:

There is delayed submission of Consolidated Financial Results for the quarters ended June 30, 2025 and September 30 2025, primarily due to delay in receipt of limited reviewed financial results from subsidiary company, Andhra Pradesh Urban Infrastructure Asset Management Limited (APUIAML). The waiver application submitted before the National Stock Exchange was not acceded to and the applicable fine has been paid by the Company, while the outcome of the waiver application submitted before BSE Limited is still awaited till the date of signing of this report.

Explanation:

The delay in submission of the Consolidated Financial Results for the quarters ended June 30, 2025 and September 30, 2025 under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was primarily on account of delay in receipt of limited reviewed financial results from one of the subsidiary companies, namely Andhra Pradesh Urban Infrastructure Asset Management Limited ("APUIAML"). The delay arose due to non-availability of the Directors of APUIAML, who are holding positions as Chief Secretary and Principal Secretary to the Government of Andhra Pradesh, which impacted the finalisation and approval process at the subsidiary level. The Company had duly informed the Stock Exchanges regarding the aforesaid circumstances. Further, the Company had submitted detailed representations/waiver applications before the Stock Exchanges explaining the reasons for the delay along with supporting documents. While the waiver application submitted before the National Stock Exchange of India Limited was not acceded to and the applicable fine has since been paid by the Company, the outcome of the waiver application submitted before BSE Limited is awaited as on the date of this Report. The delay arose due to exceptional circumstances relating to the governance and approval process at the subsidiary level and was not attributable to any deficiency in the preparation of the Company's financial results and also arose due to circumstances beyond the direct control of the Company. The Board is of the view that the delay did not affect the accuracy or completeness of the financial information ultimately disclosed. The Company remains committed to ensuring timely compliances with all applicable regulatory requirements.

(b) Observation:

Regulation 20(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Chairperson of the Stakeholders' Relationship Committee to be present at the Annual General Meeting. However, the Chairperson of the Stakeholders' Relationship Committee ("SRC"), was unable to attend the adjourned Annual General Meeting held during the financial year 2025-2026.

Explanation:

The observation relating to non-attendance of the Chairperson of the Stakeholders' Relationship Committee ("SRC") at the adjourned Annual General Meeting held during the financial year 2025–2026 pertains to a procedural requirement under Regulation 20(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The absence of the Chairperson of the Stakeholders' Relationship Committee did not impede the orderly conduct of the Annual General Meeting. Other Directors and members of the senior management were present and available to address shareholders' queries and facilitate the proceedings. The Company has taken note of the observation and shall endeavour to ensure compliance with Regulation 20(3) of the SEBI LODR Regulations in future. The Company considers the matter to be procedural and governance-oriented in nature, without any impact on shareholder

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interests or regulatory disclosures. The Company remains committed to ensuring compliance with applicable provisions of the SEBI LODR Regulations and has taken note of the observation for future adherence.

(c) Observation:

The Company had not recorded the changes pertaining to the Key Managerial Personnel ("KMP") and dividend-related events in the Structured Digital Database ("SDD") maintained under the applicable provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Explanation:

The Company acknowledges the observation. The relevant events were disclosed to the Stock Exchanges within the prescribed timelines and there was no instance of leakage of Unpublished Price Sensitive Information or any allegation of insider trading. The Company has reviewed its internal processes governing maintenance of the Structured Digital Database and has implemented appropriate measures, including enhanced monitoring and periodic compliance reviews, to ensure timely recording of all events required under the SEBI (Prohibition of Insider Trading) Regulations, 2015

(d) Observation:

The Company delayed the disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the notice received from the Stock Exchanges dated June 27, 2025, July 14, 2025, September 15, 2025 regarding non-compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation:

The notices received from the Stock Exchanges were consequential to the earlier delay in submission of the Consolidated Financial Results under Regulation 33 of the SEBI LODR Regulations, in respect of which the Company had already made appropriate disclosures and submitted waiver applications. Upon receipt of the notices, the matter was placed before the Audit Committee and the Board in accordance with the directions of the Stock Exchanges, and the Board's comments were subsequently submitted. The Company has reviewed the compliance process relating to disclosures under Regulation 30 and has strengthened its internal monitoring mechanisms to ensure timely compliance with the applicable provisions of the SEBI LODR Regulations. The Board believes that the observation does not involve any substantive non-compliance affecting investor interests or transparency of disclosures made by the Company.

(XIX) RELATED PARTY TRANSACTIONS

All Related Party Transactions entered into during the financial year were in the ordinary course of business and on an arm's length basis and were in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the financial year under review, the Company has neither entered into any material Related Party Transactions nor entered into any transactions which are not at arms' length basis. Accordingly, the disclosure of Related Party Transactions in Form AOC-2 is not applicable.

The details of the Related Party Transactions entered into during the financial year are disclosed in the Financial Statements forming part of this Annual Report.

The Company has adopted a Related Party Transactions Policy and a Related Party Transactions Framework for identification, review, approval and monitoring of Related Party Transactions in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy is available on the Company's website at **https://iimlindia.com/policies-guidelines/**.

(XX) CORPORATE SOCIAL RESPONSIBILITY

The Company has adopted a Corporate Social Responsibility ("CSR") Policy in accordance with the provisions of Section 135 of the Companies Act, 2013. The Policy aims to contribute towards sustainable socio-economic development through initiatives in areas such as education, healthcare, livelihood generation, environmental sustainability and other activities specified in Schedule VII to the Companies Act, 2013. The CSR Policy is available on the Company's website at **https://iimlindia.com/policies-guidelines/**.

The composition of the Corporate Social Responsibility Committee is provided in the Corporate Governance Report forming part of this Annual Report.

During the financial year under review, the provisions relating to Corporate Social Responsibility expenditure under Section 135 of the Companies Act, 2013 were not applicable to the Company. Accordingly, the Company was not required to incur any CSR

DIRECTORS' REPORT

expenditure during the financial year 2025-26. The Company had **NIL CSR obligation**, **NIL CSR expenditure** and **no unspent CSR amount** during the year under review. Further, the provisions relating to impact assessment were not applicable to the Company.

The Annual Report on Corporate Social Responsibility Activities pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 forms part of this Report as **Annexure 2**.

(XXI) POLICY FOR PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company is committed to providing a safe, secure and conducive work environment that is free from discrimination, harassment and intimidation.

The Company has adopted a Policy on Prevention of Sexual Harassment of Women at Workplace in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). The Policy aims to provide protection against sexual harassment at the workplace and lays down the mechanism for the prevention, prohibition and redressal of complaints.

In accordance with the provisions of the POSH Act, the Company complies with the requirements relating to redressal of complaints through the Internal Committee constituted at the IL&FS Group level.

During the financial year under review, no complaint of sexual harassment was received in relation to the Company. Accordingly, no complaint was pending for disposal as on March 31, 2026, and no complaint remained pending for more than ninety days during the year.

(XXII) MATERNITY BENEFIT ACT, 1961

The provisions of the Maternity Benefit Act, 1961 were not applicable to the Company during the financial year under review.

(XXIII) WHISTLE BLOWER POLICY/VIGIL MECHANISM

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism through its Whistle Blower Policy to enable directors and employees to report genuine concerns, including instances of unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Conduct.

The Company affirms that no person has been denied access to the Chairperson of the Audit Committee during the financial year under review.

Details of the Vigil Mechanism/Whistle Blower Policy are provided in the Corporate Governance Report forming part of this Annual Report and are also available on the Company's website at **https://iimlindia.com/policies-guidelines/**.

(XXIV) RISK MANAGEMENT & INTERNAL CONTROL SYSTEMS

Risk management forms an integral part of the Company's business operations. The Company has established a Risk Management Framework to facilitate the timely identification, assessment, monitoring and mitigation of risks. The Framework encompasses all significant business activities of the Company, including the funds under its management, and seeks to ensure that material risks capable of affecting the Company's business objectives are identified and appropriately managed.

The Company has established an internal control framework commensurate with the nature, size and complexity of its business to support effective and efficient operations, compliance with applicable laws and regulations, safeguarding of assets and the reliability of financial and operational information.

The internal audit function is carried out by an independent firm of Chartered Accountants. The scope of internal audit is approved by the Audit Committee, and the internal audit reports together with the management's responses are periodically reviewed by the Audit Committee. Appropriate corrective actions are taken, wherever considered necessary, based on the audit observations.

(XXV) INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

The Company has in place adequate internal financial controls commensurate with the nature, size and complexity of its business for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

(XXVI) PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans given, guarantees provided, securities furnished and investments made, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are disclosed in the Notes to the Standalone Financial Statements forming part of the Annual Report.

DIRECTORS' REPORT

(XXVII) PARTICULARS OF EMPLOYEES

The disclosures relating to remuneration and other particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1), of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Report as Annexure 3.

Having regard to the provisions of the second proviso to Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to the Members of the Company excluding the statement containing the particulars of employees required under Rule 5(2) and Rule 5(3) of the aforesaid Rules. Any Member interested in obtaining a copy of the said statement may send a request to the Company at investor.relations@ilfsindia.com. The statement will be made available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the ensuing Annual General Meeting.

(XXVIII) ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The disclosures required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are set out below:

(a) Conservation of Energy

The Company is engaged in the business of fund management and related advisory services and does not carry on any manufacturing activity. Accordingly, the particulars relating to conservation of energy prescribed under Rule 8(3)(A) of the Companies (Accounts) Rules, 2014 are not applicable to the Company.

(b) Technology Absorption

Considering the nature of the Company's business activities, the particulars relating to technology absorption prescribed under Rule 8(3)(B) of the Companies (Accounts) Rules, 2014 are not applicable. Nevertheless, the Company continues to leverage appropriate information technology systems and digital solutions in its business operations to enhance efficiency, governance and operational effectiveness.

(c) Foreign Exchange Earnings and Outgo

The foreign exchange earnings and outgo during the financial year, in terms of actual inflows and outflows, are as follows:

	USD	INR (in ₹)
Outflow	NIL	NIL
Inflow	49,80,000	45,02,93,800

(XXIX) DEPOSITS

During the financial year under review, the Company did not accept any deposits within the meaning of Chapter V of the Companies Act, 2013 and the rules made thereunder.

(XXX) COST RECORDS

Maintenance of cost records as specified by the Central Government under Section 148(1) of the Act are not required to be maintained by the Company and accordingly such accounts and records are not maintained for FY 2025-26.

(XXXI) CHANGE IN SHARE CAPITAL

There was no change in the authorised, issued, subscribed and paid-up equity share capital of the Company during the financial year under review.

(XXXII) UNPAID AND UNCLAIMED DIVIDEND

Pursuant to the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends remaining unpaid or unclaimed for a period of seven consecutive years are required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF"). The corresponding equity shares in respect of which dividend has remained unclaimed for seven consecutive years are also liable to be transferred to the IEPF in accordance with the applicable provisions of the Act and the Rules made thereunder.

Members who have not encashed their dividend warrants or have not claimed their dividend are requested to contact the Company's Registrar and Share Transfer Agent ("RTA") at the earliest to claim the same.

DIRECTORS' REPORT

The dividend declared for the financial year 2018-19 is due for transfer to the IEPF on or before **November 30, 2026**. Members who have not yet claimed the said dividend are requested to lodge their claims with the Company's RTA immediately to avoid transfer of the unclaimed dividend and the corresponding equity shares, wherever applicable, to the IEPF.

The dividend declared for the financial year 2019-20 will become due for transfer to the IEPF during the next financial year in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

During the year, the Company has transferred the unclaimed and unpaid dividends of ₹ 28,84,391.40 for the year 2017-2018 to IEPF. The details of the outstanding unclaimed dividend and corresponding due dates for transfer to IEPF as on March 31, 2026 are as under :

Sr. No.	Particulars of Dividend	Amount (in ₹)	Due Date for transfer to IEPF
1	Final Dividend 2018-2019	14,20,435.50	November 30, 2026
2	Final Dividend 2019-2020	23,91,290.40	January 14, 2028
3	Final Dividend 2020-2021	13,39,657.70	December 3, 2028
4	Final Dividend 2021-2022	17,00,864.72	November 11, 2029
5	Final Dividend 2022-2023	32,08,048.08	October 26, 2030
6	Final Dividend 2023-2024	36,22,431.66	October 31, 2031
7	Final Dividend 2024-2025	13,82,738.76	November 26, 2032
8	Interim Dividend 2025-2026	28,34,087.00	January 13, 2033

(XXXIII) ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2026 is available on the Company's website at: https://iimlindia.com/annual-reports-2/

(XXXIV) SECRETARIAL STANDARDS

The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India

(XXXV) DISCLOSURE REQUIREMENTS

Pursuant to Regulation 34(3) of the SEBI LODR, Related Party Disclosures, Management Discussion and Analysis, Disclosure of Accounting treatment, Report on Corporate Governance have been included in this Annual Report as separate sections

(XXXVI) SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

(1) NCLT passed an Order on October 1, 2018 under the provisions of Sections 241 and 242 of the Companies Act, 2013 for suspending the existing Board of Directors of IL&FS, the Holding Company and new members were inducted on the Board of IL&FS.

The NCLT based on a petition by IL&FS vide its Order dated April 26, 2019, granted its exemption to IL&FS and its Group Companies from appointing Independent Directors and Woman Directors on the Board of IL&FS and its Group Companies.

The NCLT by an Order passed on February 11, 2019 has categorized 169 IL&FS Group Entities incorporated within the territorial jurisdiction of India into (a) "Green Entities" (b) "Amber Entities" (c) "Red Entities". Your Company and its subsidiaries have been categorised as Green Entities - meaning one which can continue to meet all its payment obligation (both financial and operational) as and when they become due.

(2) The Company had filed an application with SEBI seeking extension of time for submission of the Consolidated Financial Results for the quarter and year ended March 31, 2025. However, SEBI, vide its order dated July 10, 2025, did not accede to the said request. Subsequently, the Company submitted waiver applications before the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") seeking waiver of the penalties levied for delayed submission of the aforesaid financial results. The waiver applications were approved by NSE on September 17, 2025 and by BSE on October 16, 2025.

(3) Further, the Company had also submitted waiver applications with NSE and BSE in respect of penalties levied for delayed submission of the Financial Results for the quarter ended June 30, 2025 and the quarter and half year ended September 30, 2025. The waiver applications submitted before NSE were not acceded to and accordingly, the Company has paid the applicable penalty amounts. The response from BSE in respect of the waiver applications is awaited.

DIRECTORS' REPORT

(XXXVII) GENERAL DISCLOSURES

The Chairman of the Company did not receive any remuneration or commission from any subsidiary company during the financial year under review.

Your Directors state that no disclosure or reporting is required in respect of the following items, as there were no transactions or events of such nature during the year under review:

(i) Issue of equity shares with differential rights as to dividend, voting or otherwise.

(ii) Issue of Shares (Including Sweat Equity Shares) to employees of your Company under any scheme.

(iii) Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and your Company's operation in future.

(iv) Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by your Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Act).

(v) Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.

(vi) One time settlement of loan obtained from the Banks or Financial Institutions.

(vii) Revision of financial statements and Directors' Report of your Company.

(XXXVIII) ACKNOWLEDGEMENT

The Board of Directors take this opportunity to place on record its sincere appreciation for the continued support and co-operation received from the investors of the funds under management, shareholders, employees, bankers, the Reserve Bank of India, the Securities and Exchange Board of India and other regulatory authorities.

The Board also expresses its gratitude to all stakeholders for their continued confidence in and support of the Company and looks forward to their continued patronage and encouragement in all its future endeavours.

For and on behalf of the Board

For IL&FS INVESTMENT MANAGERS LIMITED

Sd/-

CHITRANJAN SINGH KAHLON

CHAIRMAN

DIN: 02823501

Place : Mumbai
Date : May 30, 2026

SUBSEQUENT DEVELOPMENT AFTER THE DATE OF THE BOARD'S REPORT

Subsequent to the date of the Board's Report, M/s KKC & Associates LLP, Chartered Accountants, Statutory Auditors of the Company, tendered their resignation with effect from August 13, 2026.

The Board of Directors, at its meeting held on August 21, 2026, upon the recommendation of the Audit Committee, appointed M/s C N K & Associates LLP, Chartered Accountants (Firm Registration No. 101961W / W-100036), as the Statutory Auditors of the Company to fill the casual vacancy arising from such resignation, to hold office until the conclusion of the ensuing 40th Annual General Meeting.

The Board has further recommended to the Members the appointment of M/s C N K & Associates LLP as the Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting, subject to approval of the Members at the ensuing 40th Annual General Meeting.

Annexure 1(I) to the Directors' Report

FORM No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026
{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,
The Members,
IL&FS Investment Managers Limited,
The IL&FS Financial Centre,
Plot No. C - 22, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai -400051.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **IL&FS Investment Managers Limited,** (hereinafter called "**the Company**"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / statutory compliance and expressing our opinion thereon.

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the **IL&FS Investment Managers Limited** books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2026**, complied with the statutory provisions listed here under and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **IL&FS Investment Managers Limited** for the financial year ended on **March 31, 2026**, according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of ~~Foreign Direct Investment~~, Overseas Direct Investment ~~and External Commercial Borrowings;~~

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(during the period under review not applicable to the Company)**;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(during the period under review not applicable to the Company)**;
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(during the period under review not applicable to the Company)**;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(during the period under review not applicable to the Company);**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(during the period under review not applicable to the Company)**;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(during the period under review not applicable to the Company)**;

Annexure 1(I) to the Directors' Report

We have examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India;

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except

a. There is delayed in submission of consolidated Financial Results for the quarter ended June 30, 2025 and September 30 2025, primarily due to delay in receipt of limited reviewed financial results from subsidiary company, Andhra Pradesh Urban Infrastructure Asset Management Limited (APUIAML). The waiver application submitted before the National Stock Exchange was not acceded to and the applicable fine has been paid by the Company, while the outcome of the waiver application submitted before BSE Limited is still awaited till the date of signing of this report.

b. Regulation 20(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Chairperson of the Stakeholders' Relationship Committee to be present at the Annual General Meeting. However, the Chairperson of the Stakeholders' Relationship Committee ("SRC"), was unable to attend the adjourned Annual General Meeting held during the financial year 2025-2026.

c. The Company had not recorded the changes pertaining to the Key Managerial Personnel ("KMP") and dividend-related events in the Structured Digital Database ("SDD") maintained under the applicable provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

d. The Company delayed the disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to the notice received from the Stock Exchanges dated June 27, 2025, July 14, 2025, September 15, 2025 regarding non-compliance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that the intimation pertaining to the appointment of Secretarial Auditor was submitted to the Stock Exchanges in PDF format within the prescribed timelines; however, the XBRL filing was submitted beyond the timeline prescribed under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of the Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review, were carried out in compliance with the provisions of the Act and the Listing Regulations.

Adequate notices are given to all Directors to schedule the Board / Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, (except in few cases where meetings were convened at a shorter notice for which necessary approvals obtained as per applicable provisions) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Board / Committee decisions were carried through requisite majority while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had the following specific event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

1. The Board of Directors at its meeting held on May 29, 2025 proposed the final dividend for the financial year 2024-25 at the rate of ₹ 0.28 paise per share of Face Value of Rs. 2/- each which was subsequently approved by the Members of the Company at their Annual General Meeting held on September 26, 2025.
2. The Board of Directors at its meeting held on September 29, 2025 approved appointment of Mr. Prasad Prakash Chaoji as the Company Secretary and Compliance Officer of the Company with effect from October 1, 2025
3. The Board of Directors at its meeting held on November 13, 2025 approved an Interim Dividend for the financial year 2025-26 at the rate of ₹ 0.50 per equity share of Face Value of Rs 2/- each.

For **Mehta & Mehta,**
Company Secretaries
(ICSI Unique Code P1996MH007500)

sd/-
Atul Mehta
Partner

FCS No: 5782	Place: Mumbai	UDIN: F005782H000540107
CP No.: 2486	Date: 29/05/2026	
PR No.: 7281/2025		

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

Annexure 1(I) to the Directors' Report

Annexure A

To,
The Members,
IL&FS Investment Managers Limited,
The IL&FS Financial Centre,
Plot No. C - 22, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai -400051.

Our Secretarial Audit Report for the financial year ended March 31, 2026 of even date is to be read along with this letter.

1) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5) The compliance of the provisions of corporate laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6) As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred in Secretarial Audit Report in Form MR-3, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.

7) The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Mehta & Mehta,**
Company Secretaries
(ICSI Unique Code P1996MH007500)

Sd/-
Atul Mehta
Partner

FCS No: 5782	Place: Mumbai	UDIN: F005782H000540107
CP No.: 2486	Date: 29/05/2026	
PR No.: 7281/2025		

Annexure 1(II) to the Directors' Report

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members**,**
ANDHRA PRADESH URBAN INFRASTRUCTURE ASSET MANAGEMENT LIMITED
CIN: U65999AP2016PLC103663
D.NO: 4TH FLOOR, NTR ADMINISTRATIVE BLOCK,
RTC HOUSE PANDIT NEHRU BUS STATION,
VIJAYAWADA, NTR DISTRICT, AP 520013

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ANDHRA PRADESH URBAN INFRASTRUCTURE ASSET MANAGEMENT LIMITED** having CIN **U65999AP2016PLC103663** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also on the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2026** complied with the statutory provisions listed hereunder & also that the company had initiated proper Board-processes and compliance mechanism in place; to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; - Not applicable to the Company

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') ---- Not applicable to the Company

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not applicable to the Company
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; Not applicable to the Company
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not applicable to the Company
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not applicable to the Company
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not applicable to the Company
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Company has appointed Registrar & Share Transfer Agent
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not applicable to the Company
- (h) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; Not applicable to the Company
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Not applicable to the Company

(vi) Insurance Regulatory and Development Authority of India (Payment of Commission) Regulations, 2023

Annexure 1(II) to the Directors' Report

(vii) IRDAI (Registration of Corporate Agents) Regulations, 2015

(viii) The statutory payments such as GST, IT (TDS, TCS) and other applicable dues were paid in timely manner and the company had not paid any kind of penalties & no dues were there as per the provided records and verified.

(ix) As per the MSME act all the due to the vendors was cleared on timely basis which were recorded

(x) The management has identified and confirmed the following other laws as specifically applicable to the company.

(a) The Payment of Wages Act, 1936;

(b) The Minimum Wages Act, 1948;

(c) Employees' State Insurance Act, 1948;

(d) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952;

(e) The Payment of Bonus Act, 1965;

(f) The Payment of Gratuity Act, 1972;

(g) The Contract Labour (Prohibition & Regulation) Act, 1970;

(h) The Maternity Benefit Act, 1961;

(i) The Child Labour (Prohibition & Regulation) Act, 1986;

(j) The Employees' Compensation Act, 1923;

(k) Equal Remuneration Act, 1923;

(l) Right to Information Act, 2005;

(m) And other applicable commercial, statutory & regulatory laws

As per the management representation and the department NOC I can find that all the statutory dues had been cleared intime and no penalties has been imposed against the company. The company had developed a suitable HR practices and systems of practice to comply the applicable labour and general laws. The company had made an extra initiative to appoint a consultant to provide a detailed report of applicable laws and the compliance procedure and time-lines of compliance. As the study was under process based on the final report, the company was ready to develop the system in modern method to comply with all applicable laws further.

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards with regard to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

  During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

i) During the year under review, the Board of Directors met three (3) times. However, the gap between consecutive Board Meetings exceeded 120 days on certain occasions, which is not in compliance with Section 173(1) of the Companies Act, 2013 read with Secretarial Standard – 1 (SS-1) on Meetings of the Board of Directors.

ii) During the year under review, the office of the Chief Financial Officer fell vacant and was not filled within the stipulated period as required under Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Company subsequently regularized the vacancy by appointing Mr. Venu Velpuri as the whole-time Chief Financial Officer with effect from June 9, 2025

We further report that:

a) Adequate notices given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least Seven Days in advance either by way of hand delivery or through e-Mail communication, and a system exists for seeking and obtaining further information and clarifications on the Agenda Items before the meeting and for meaningful participation at the meeting.

b) As per the Minutes of the Meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous/ with requisite majority and no dissenting views have been recorded.

c) We report that there are adequate systems and processes in the Company to be commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We have relied on the representation made by the Company and its Officers for systems and mechanisms formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

Annexure 1(II) to the Directors' Report

We further report that the Company has obtained the IRDAI permission by complying the provision for being as the corporate agent for the insurance company. The Company has altered its articles in FY 2022-23 and then the company has obtained the Certificate of Registration (CoR) from Insurance Regulatory and Development Authority of India (IRDAI) vide **CoR No: CA0851** to act as Corporate (Composite) Agent for a period from March 28, 2023 to March 27, 2026.

As per IRDAI norms, Half Yearly /Yearly Return(s) to the IRDAI need to be submitted within one month from the date of closure of Half Year / Financial Year. The Company has completed all filings and complied with the IRDAI norms and procedures prescribed. It is informed by the management that during the year the Company has not made any new insurance business as a corporate agent. Company has submitted request for surrender of its Certificate of Registration vide CoR No: CA0851 to act as Corporate (Composite) Agent and the same is acknowledged by IRDAI on March 6, 2025. Hence, request for surrender of Certificate of Registration of the Company is under process with IRDAI with effect from March 6, 2025.

Place: Vijayawada
Date: 27/05/2026

UDIN : A035463H000512566

CS. HEMACHAND KODE
COMPANY SECRETARY IN PRACTICE
ACS: 35463
CPNO: 13416

This report is to be read with our letter of even date which is annexed as **Annexure-1** and forms an integral part of this report.

Annexure 1(II) to the Directors' Report

ANNEXURE-1

To,
The Members**,**
ANDHRA PRADESH URBAN INFRASTRUCTURE ASSET MANAGEMENT LIMITED
CIN: U65999AP2016PLC103663
D.NO: 4TH FLOOR, NTR ADMINISTRATIVE BLOCK,
RTC HOUSE PANDIT NEHRU BUS STATION,
VIJAYAWADA, NTR DISTRICT, AP 520013

Auditor's responsibility
Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. I conducted audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company and for which I relied on the report of statutory auditor.

4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Vijayawada
Date: 27/05/2026

UDIN : A035463H000512566

CS. HEMACHAND KODE
COMPANY SECRETARY IN PRACTICE
ACS: 35463
CPNO: 13416

Annexure 1(III) to the Directors' Report

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
IL&FS Infra Asset Management Limited,
The IL&FS Financial Centre, 8th Floor,
Plot C-22, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

I have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to the good corporate practices by **IL&FS Infra Asset Management Limited (CIN: U65191MH2013PLC239438)** (hereinafter called "the **Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verifications of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026 (hereinafter called the '**Audit Period**'), complied with the statutory provisions listed here under and also that the Company has proper Board processes and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the Rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder.

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: **Not Applicable to the Company during the Audit Period**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

  i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011: - **Not Applicable to the Company during the Audit Period**

  ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

  iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: - **Not Applicable to the Company during the Audit Period**

  iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 w.e.f. October 28, 2014: - **Not Applicable to the Company during the Audit Period**

  v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: - **Not Applicable to the Company during the Audit Period**

  vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client: - **Not Applicable to the Company during the Audit Period**

  vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and - **Not Applicable to the Company during the Audit Period**

  viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not Applicable to the Company during the Audit Period**

(vi) The Company has identified the following laws and regulations as specifically applicable to the Company:

  (a) The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996

Annexure 1(III) to the Directors' Report

(b) The Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012 – The Company is yet to commence the business of Alternative Investments Funds

(vii) I have also examined compliances with the applicable clauses of the following:

(i) Secretarial Standards issued by the Institute of Company Secretaries of India.

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable.

I further report that

- The Board of Directors of the Company was duly constituted during the year with the proper balance of Executive, Non-Executive and Independent Directors. For a public limited company, it is mandatory to have minimum 3 Directors. To this extent the Company was compliant with the said provision. There were certain changes in the composition of the Board of Directors that took place during the period under review and they were carried out in compliance with the provisions of the Act as mentioned below. The remunerations details paid to the Directors and the KMP's have been properly disclosed.

  Ms. Lubna Ahmad Usman who has been appointed as Additional Nominee Director w.e.f 23.01.2025 was reappointed as Nominee Director in the AGM held on 25-07-2025. Vishwanath Giriraj was re-appointed as Independent Director for second term of 5 years in AGM 25-07-25 A final dividend was proposed in April, 2025 which was approved in shareholder AGM in July 2025.

- Pursuant to para VII (1) of Schedule IV to the Act, the Independent Directors are required to hold at least one meeting without the attendance of Non-Independent Directors and members of management. The process and provisions were duly complied
- Adequate notices were given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance for meetings, and a system exist for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at the Board Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.
- The Company has obtained the approval of the shareholders at the Annual General Meeting held on 25th July, 2025 as required.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date: 24th April, 2026
Place: Kolkata

Nupur Mimani
Practicing Company Secretary
ACS No. 37847
CP No. 16805 UDIN: A037847H000195831

Note: This report is to be read with my letter of even date which is annexed as '**Annexure-A**' and forms an integral part of this report.

Annexure 1(III) to the Directors' Report

'Annexure-A'

To,
The Members,
IL&FS Infra Asset Management Limited,
The IL&FS Financial Centre, 8th Floor,
Plot C-22, G Block, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

My report of even date is to be read with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Wherever required, I have obtained Management Representation about the compliance laws, rules and regulations, and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 24th April, 2026
Place: Kolkata

Nupur Mimani
Practicing Company Secretary
ACS No. 37847
CP No. 16805
UDIN: A037847H000195831

Annexure 2 to the Directors' Report

Annual Report on CSR Activities

(1) A brief outline of the Company's CSR Policy :

The Company has adopted a Corporate Social Responsibility (CSR) Policy, which aims at nurturing socio-economic development, livelihood creation, quality education, empowerment of people, etc., with the primary goal of ensuring that benefits reach the targeted beneficiaries. The Company contributes to the social welfare schemes and/or Funds promoted by the Central or State Government(s)

(2) The Composition of the CSR Committee :

The Board of Directors constituted the CSR Committee with the below mentioned three Directors pursuant to the provisions of Section 135(1) of the Companies Act, 2013 and Rules made thereunder :

Sr. No.	Name of the Director	Designation/Nature of Directorship	Position in the Committee	No. of Meetings of CSR Committee held during the year	No. of Meetings of CSR Committee attended during the year
(a)	Mr Chitranjan Singh Kahlon	Non-Executive Independent Director	Chairman	1	1
(b)	Mr Munish Kumar Saraogi	Non-Executive Independent Director	Member	1	1
(c)	Mr Kaushik Modak @	Non-Executive Director	Member	1	1
(d)	Ms Jayashree Ramaswamy @	Non-Executive Director	Member	1	N.A.

Note :

@ *Mr Kaushik Modak resigned as a Member of the Committee w.e.f. February 20, 2026. Ms Jayashree Ramaswamy has been appointed as a Member of the Committee w.e.f. February 13, 2026*

(3) The web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company :

The Composition of CSR Committee - https://iimlindia.com/board-committee/

The CSR Policy - https://iimlindia.com/policies-guidelines/

CSR projects approved by the Board - Not Applicable

(4) Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable :

Not Applicable

(5) Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off the financial year, if any : NIL

SR. No.	Financial Year	Amount available for set-off from preceding financial year (in Rs.)	Amount required to be set-off for the financial year, if any (in Rs.)
1	-	-	-
2	-	-	-
3	-	-	-
	TOTAL	NIL	NIL

(6) Average net profit of the company as per section 135 (5) : -1,18,39,245/-

(7) (a) Two percent of average net profit of the company as per sub-section (5) of section 135 : NIL

(b) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: NIL

(c) Amount required to be set-off for the financial year, if any : NIL

(d) Total CSR obligation for the financial year [7a+7b-7c] : NIL

Annexure 2 to the Directors' Report

(8) (a) CSR amount spent or unspent for the financial year :

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
NIL	NIL	N.A.	N.A.	N.A.	N.A.

(b) Details of CSR amount spent against ongoing projects for the financial year : NIL

(c) Details of CSR amount spent against other than ongoing projects for the financial year : NIL

(d) Amount spent in Administrative Overheads : NIL

(e) Amount spent on Impact Assessment, if applicable : NIL

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : NIL

(g) Excess amount for set-off, if any **: NA**

Sr. No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	N.A.

(9) (a) Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years :

Sr. No.	Preceding Financial Year(s)	Amount ransferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs)	Amount Spent in the reporting Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding Financial Years (in Rs)
				Name of the Fund	Amount (in Rs)	Date of Transfer	
(a)	FY-1 (FY 2022-23)	NIL	₹ 13,37,000	-	NIL	-	NIL
(b)	FY-2 (FY 2023-24)	NIL	₹ 5,82,400	-	NIL	-	NIL
(c)	FY-3 (FY 2024-25)	NIL	₹ 8,82,200	-	NIL	-	NIL

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) : NIL

(10) In case of creation or acquisition of capital assets, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (Asset wise details) : **NIL**

(a) Date of creation or acquisition of capital asset(s)

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)

(11) Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135 : **Not Applicable**

Sd/-
Chitranjan Singh Kahlon
Chairman (CSR Committee)

Place : Mumbai

Date : May 30, 2026

Annexure 3 to the Directors' Report

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :

Sr. No.	Requirements	Disclosure	
(1)	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	Managing Director (MD)	NA
		Whole-time Director (WTD)	15.02%
(2)	The percentage increase in remuneration of each Director, Chief Financial Officer (CFO), Chief Executive Officer (CEO), Company Secretary (CS) in the financial year	MD	-
		CEO & CFO (Note 5)	15.02%
		CS (Note 5)	NIL
(3)	The percentage increase in the median remuneration of employees in the financial year	5.00%	
(4)	The number of employees on the rolls of the Company	13 (Note 7)	
(5)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	% increase in remuneration other than MD & WTD	5.00%
		% increase in remuneration of MD & WTD	15.02%
(6)	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, it is confirmed	

Note :

(1) Sitting Fees and Commission paid to the Non-Executive Directors are not considered for the purpose of the above disclosure

(2) The salary cost does not include leave encashment paid

(3) The Salary of Executive Director, Chief Executive Officer, Chief Financial Officer superannuated / resigned during the previous / current year has not been included

(4) Policy with Life Insurance Corporation of India has been taken to cover the liability of payment of Gratuity to employees. The gratuity including differential payment on account of salary revision is excluded in calculating above details

(5) During the previous financial year, the CEO-CFO had superannuated and CS had resigned. Consequently, a new CEO-CFO and CS were appointed in the previous financial year. During the financial year, the CS resigned with effect from September 30, 2025 and subsequently, a new CS has been appointed with effect from October 1, 2025

(6) During the year, the actual salary paid to the employees resigned during the year is considered for calculation of percentage increase in the median remuneration of employees in the financial year as well as Average percentile increase already made in the salaries of employees other than the managerial personnel

(7) The 13 employees of the Company includes 12 permanent employees and 1 appointed on a contractual basis

For and on behalf of the Board of Directors of

IL&FS INVESTMENT MANAGERS LIMITED

Sd/-

Chitranjan Singh Kahlon
Chairman

Place : Mumbai

Date : May 30, 2026

MANAGEMENT DISCUSSION AND ANALYSIS

(I) INDUSTRY STRUCTURE AND BUSINESS ENVIRONMENT

(1) Global Economy

Global economic momentum moderated in early 2026 after a period of steady growth in the previous year. Growth has been supported by continued technology investment, relatively accommodative financial conditions, and policy support across major economies. However, geopolitical tensions in the Middle East, persistent inflationary pressures, and volatility in energy and commodity markets have introduced uncertainty into the global outlook.

Supply chain disruptions are expected to gradually ease during 2026; however, global growth is projected to moderate to around 3.1% in 2026 before improving marginally to 3.2% in 2027. Inflation is expected to remain elevated in the near term at approximately 4.4% in 2026 before moderating thereafter.

Overall, the global outlook remains cautiously balanced but tilted to the downside, with risks arising from prolonged geopolitical tensions, tightening financial conditions, and commodity price volatility.

(2) Indian Economy

India continues to remain one of the fastest-growing major economies globally, supported by strong domestic demand, macroeconomic stability, and sustained government capital expenditure.

The Reserve Bank of India has projected GDP growth of around 6.9% for FY2026–27, reflecting continued resilience despite global headwinds. Inflation has remained broadly within the RBI's tolerance band, although food and energy price volatility has exerted intermittent upward pressure.

The monetary policy stance has remained neutral and data-driven, with repo rates maintained at 5.25%, reflecting a balance between supporting growth and controlling inflationary risks.

Structural reforms, infrastructure investments, and strong services sector performance continue to support India's medium-term growth trajectory.

(3) Private Equity/ Fund Management Industry

The Indian private equity and venture capital industry witnessed moderation in deal values in 2025, with total investments declining approximately 17% to about USD 36 billion. The decline was primarily driven by reduced large-cap transactions, while venture capital and growth-stage investments remained relatively resilient.

Investors have increasingly shifted toward selective, smaller, and value-driven investments, focusing on operational efficiency, governance improvements, and long-term value creation rather than leverage-led returns.

Despite global uncertainty and liquidity constraints, India continues to attract sustained investor interest due to its structural growth story, particularly in sectors such as consumer, manufacturing, technology, and infrastructure.

The outlook for the industry remains cautiously positive, though investment activity is expected to remain disciplined in the near term.

(II) REVIEW OF OPERATIONS

Global economic growth moderated in early 2026 following a period of relatively stable expansion in the preceding year. Economic activity has been supported by continued investment in technology, accommodative financial conditions, and policy support across major economies. However, geopolitical tensions in the Middle East have led to renewed uncertainty, resulting in volatility in commodity markets, inflationary pressures, and relatively tighter financial conditions. While recent developments indicate signs of gradual stabilisation, the global outlook continues to remain sensitive to geopolitical and macroeconomic developments.

Against this backdrop, the Indian economy has demonstrated resilience, supported by strong domestic demand, sustained public capital expenditure, and ongoing structural reforms. While external risks arising from global volatility, commodity price movements, and capital flow fluctuations persist, India's stable macroeconomic fundamentals and policy support continue to support growth, reinforcing its position as a structurally attractive long-term investment destination.

The investment environment is expected to remain cautiously optimistic. Stable domestic economic conditions, along with increasing interest in technology-led and AI-enabled opportunities, are expected to support investment activity. However, global uncertainty and tighter liquidity conditions may continue to result in a selective and disciplined approach toward capital deployment. At the same time, prevailing market conditions may create opportunities for divestments and value realisation, thereby supporting fund managers in achieving exits at appropriate valuations and maximising investor returns from the remaining portfolio assets under management.

The Company operates in a single business segment, namely fund management and related advisory services, and is currently operating in a stabilisation and maintenance phase in view of the ongoing resolution process of its parent group.

As in the past, the Fund management team continued to focus on undertaking portfolio divestments, thereby enabling return of capital to Fund investors. The teams also actively pursued resolution of underlying litigations, thereby paving the way for

MANAGEMENT DISCUSSION AND ANALYSIS

further monetisation and exit opportunities across portfolio investments.

The developments at Infrastructure Leasing & Financial Services Limited ("IL&FS") and its group entities have had an adverse impact on the Company, including its business outlook and brand perception. These developments have significantly affected long-term revenue growth prospects and strategic continuity. The newly constituted IL&FS Board has re-initiated the process for divestment of its holding in IIML, and the process is currently underway.

On the debt platform, IIML, through its subsidiary, continues to manage the Infrastructure Debt Fund ("IDF"), comprising five closed-ended schemes, which are in various stages of maturity and resolution, with a continued focus on orderly wind-down, value preservation, and maximisation of investor recoveries.

IIML's joint venture with the Government of Andhra Pradesh continues to secure mandates and is actively engaged in the execution of multiple infrastructure projects across the State.

(III) ACTIVE FUNDS UNDER MANAGEMENT

The Company manages the following active funds, with brief status updates provided below :

(1) IFIN Realty Trust (IRT) :

(a) IIML is the Fund Manager and also an investor in this Fund.

(b) Fund life has been extended up to **March 31, 2027.**

(c) The Fund currently has **11 outstanding investments** with an aggregate NAV of approximately **₹ 3.7 crore.**

(d) During FY2026, IRT along with its offshore fund generated exits aggregating to approximately **₹ 170 crore** (IFIN share: 3%).

(e) The Fund distributed approximately **₹ 3.75 crore** to investors, comprising IFIN (92%) and IIML (8%) from the above exits.

(f) The Fund Manager continues to actively pursue exit of remaining investments through litigation and/or negotiated settlement mechanisms.

(2) IL&FS Realty Fund :

(a) IIML is the Fund Manager and also an investor in this Fund.

(b) Extension of Fund life up to **March 31, 2027** has been sought; currently **3 investors representing 43.5% voting rights** have provided consent, against the required threshold of 66.67%.

(c) The Fund has **2 outstanding investments** with an aggregate NAV of approximately **₹ 12.5 crore.**

(d) During FY2026, the Fund distributed approximately **₹ 15.8 crore** to investors; IIML share in the distribution was approximately **3.23%.**

(e) The remaining investments are under advanced stages of litigation, and the Fund is currently awaiting judicial outcomes to progress toward final exit.

(3) Tara III Funds :

(a) IIML is the Fund Manager for this Fund structure.

(b) The Tara III umbrella comprises three funds, and the fund life expired on **March 31, 2026**, with no further extension proposed.

(c) The two India-based funds, namely **Tara India Fund III Trust** and **Tara India Fund III Domestic Trust**, have been fully divested.

(d) The offshore Fund, namely **Tara India Fund III LLC**, is awaiting receipt of the final tranche of approximately **₹ 1.8 crore**, expected in June 2026, for completion of full divestment

(IV) FINANCIAL PERFORMANCE REVIEW

On a standalone basis, the Total Income of the Company for FY 2025-26 is Rs. 5528.76 lakhs. The Total Expenses on a standalone basis is Rs. 737.46 lakhs. The resultant Profit Before Tax and Exceptional Items on a standalone basis for FY 2025-26 is Rs. 4791.30 lakhs.

On a consolidated basis, the Total Income of the Company for FY 2025-26 is Rs. 6553.18 lakhs. The Total Expenses on a consolidated basis is Rs. 5662.86 lakhs. The resultant Profit Before Tax and Exceptional Items on a consolidated basis for FY 2025-26 is Rs. 900.10 lakhs.

MANAGEMENT DISCUSSION AND ANALYSIS

(V) OUTLOOK

The outlook for the Company is closely linked to the ongoing resolution process of its parent group and the monetisation of existing assets.

The IL&FS resolution process continues to progress under the newly constituted Board, which is undertaking asset monetisation and value realisation initiatives. The proposed divestment of the holding in IIML is also underway.

In the near term, the Company is expected to continue operating in a maintenance and value preservation mode, focusing on:

(a) Realisation of investments

(b) Protection and maximisation of stakeholder value

The timing and outcome of divestment and resolution processes remain dependent on external factors and regulatory developments.

(VI) OPPORTUNITIES AND THREATS

(1) Opportunities:

(a) Continued investor interest in India's long-term growth story

(b) Value unlocking through structured asset monetisation

(c) Opportunities arising from resolution-driven investment exits

(d) Stable domestic macroeconomic environment supporting investor confidence

(2) Threats:

(a) Prolonged global geopolitical instability affecting capital flows

(b) Volatility in financial markets impacting valuation and exits

(c) Legal and regulatory uncertainties in ongoing resolution processes

(d) Dependency on key personnel in a lean operating structure

(e) Execution risk in asset monetisation and divestment processes

(VII) BUSINESS SEGMENT AND HUMAN RESOURCES

The Company presently operates in one business segment – fund management and related services

The adverse developments at IL&FS have had an adverse impact on employee morale and the Company has witnessed significant number of employee departures along with the Key Managerial Personnel of IIML. Thus, there is now change in the top executive team of IIML. IIML is in the fiduciary business of managing third party money and therefore human capital is key to monitoring and continuing the business model and further its sustainability

The Company presently has 13 employees

(VIII) INTERNAL CONTROL SYSTEMS

The Company has an adequate system of internal controls to ensure accuracy of accounting records, compliance with all laws and regulations and compliance with all rules, processes and guidelines prescribed by the Management

An extensive internal audit is carried out by an independent firm of Chartered Accountants. Post audit reviews are also carried out to ensure follow up on the observations made. The scope of the internal audit is determined by the Audit Committee and the internal audit reports are reviewed by the Audit Committee on a regular basis. The suggestions and recommendations by the Internal Auditors are implemented in a time bound manner to ensure that the internal controls and systems are adequate

The Internal Auditors also review all Related Party Transactions of the Company and provide the necessary reports to the Audit Committee on a periodic basis

(IX) RISKS AND CONCERNS

Given the Company is currently operating in maintenance mode pursuant to the resolution process of its parent group, it is not undertaking any new business activities. Accordingly, the risk profile remains largely unchanged from prior periods and primarily includes compliance, legal, and employee continuity risks. The Company continues to monitor applicable regulatory developments and maintains a framework to mitigate operational and fiduciary risks in line with its limited ongoing operations.

(X) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established adequate internal control systems commensurate with its size and nature of operations.

Key features include :

(a) Independent internal audit conducted by external Chartered Accountants

(b) Regular review of internal audit reports by the Audit Committee

(c) Follow-up mechanism for implementation of audit recommendations

MANAGEMENT DISCUSSION AND ANALYSIS

(d) Review of related party transactions as part of internal audit scope

(e) Controls ensuring accuracy of financial reporting and statutory compliance

The internal financial control framework is considered adequate and operating effectively.

(XI) SIGNIFICANT CHANGES

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, is as follows :

		March 31, 2026 (Rs. in lakhs)	March 31, 2025 (Rs. in lakhs)	Explanation
(i)	**Debtors Turnover**			
	Trade Receivables	0	0	Trade receivables are NIL
	Turnover	5,528.76	904.78	
	Ratio	N.A.	N.A.	
(ii)	**Inventory Turnover**	N.A.	N.A.	
(iii)	**Interest Coverage Ratio**	N.A.	N.A.	
(iv)	**Current Ratio**			
	Current Asset	7,170.82	4,628.88	
	Current Liability	248.02	271.99	
	Ratio	28.91	17.02	The current ratio has increased due to increase in Mutual Funds investments during the year
(v)	**Debt Equity Ratio**	N.A.	N.A.	
(vi)	**Operating Profit Margin (%)**			
	PBT	4,791.30	(156.37)	
	Turnover	5,528.76	904.78	
	Ratio	86.66%	(17.28%)	Operating Margin has increased as there is a dividend income during the year from Subsidiary Companies
(vii)	**Net Profit Margin (%)**			
	PAT	4,791.30	(217.71)	
	Turnover	5,528.76	904.78	
	Ratio	86.66%	(24.06%)	Net Profit Margin in the previous year has increased as there is a dividend income from Subsidiary Companies during the year
(viii)	**Return on Net Worth (%)**			
	Net worth	11,417.50	9,055.15	There is increase in ratio as Net profit in current year is increased
	PAT	4,791.30	(217.71)	
	Ratio	41.96%	(2.40%)	

(XII) CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations, or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations.

Actual results could differ materially from those expressed or implied due to various factors including :

(a) Changes in economic conditions

(b) Regulatory or legal developments

(c) Market and financial volatility

(d) Outcomes of ongoing resolution processes

The Company undertakes no obligation to publicly update any forward-looking statements.

CORPORATE GOVERNANCE REPORT

(A) COMPANY PHILOSOPHY

The Company practices highest level of ethics, observes principles of transparency and fairness in all its dealings. The Company is committed to operating in a regulated manner and maximising shareholders' value

(B) BOARD OF DIRECTORS

(1) Composition :

(a) As at March 31, 2026, the Board of Directors of the Company had six Directors comprising of a Non-Executive Independent Chairman, one Non-Executive Independent Director ("NEID"), three Non-Executive Promoter Nominee Directors ("NED") and one Executive Director ("ED")

(b) There have been few changes in the composition of the Board of Directors of the Company as below during the year under review :

(i) Mr Kaushik Modak resigned as Nominee Director (Non-Executive) with effect from February 20, 2026

(ii) Ms Jayashree Ramaswamy has been appointed as Nominee Director (Non-Executive) on the Board of the Company with effect from February 13, 2026, nominated by Infrastructure Leasing and Financial Services Limited (IL&FS), the Holding Company.

(c) None of the directors of the Company hold directorships of more than ten Indian Public Companies and more than twenty Indian Companies

(d) None of the directors serve as directors of more than seven listed entities and serve as Independent Director in more than seven listed entities. None of the directors who are serving as a Whole-Time Director/Managing Director in any listed entity serve as an Independent Director in more than three listed entities

(e) None of the directors hold chairmanship in more than five committees or membership in more than ten committees of public limited companies and the directors are compliant with the requirements of Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

(2) The category of Directors, their attendance record at the Board Meetings held during the Financial Year ended March 31, 2026 and at the previous Annual General Meeting ("AGM") :

Name of the Director	Category of Director @	No. of Board Meetings attended	Attendance at the last AGM held on September 26, 2025
Mr Chitranjan Singh Kahlon DIN 02823501	NEID	8	Yes
Mr Munish Kumar Saraogi DIN 10422742	NEID	8	Yes
Mr Kaushik Modak# DIN 01266560	NED	7	No
Ms Priya Prempal Shetty DIN 08858814	NED	8	Yes
Mr Gaurav Khungar DIN 10802649	NED	8	Yes
Ms Jayashree Ramaswamy* DIN 02235205	NED	1	Not Applicable
Ms Lubna Usman DIN 08299976	ED	8	Yes

@ *NEID – Non-Executive Independent Director, NED – Non-Executive Director, ED – Executive Director*

Mr Kaushik Modak resigned as an NED of the Company w.e.f. February 20, 2026

* *Ms Jayashree Ramaswamy has been appointed as an NED of the Company w.e.f. February 13, 2026*

CORPORATE GOVERNANCE REPORT

(3) The Memberships/Chairmanships of th Board of Directors on the Board Committees of all Companies as on March 31, 2026 are as follows :

Name of the Director	Total No. of Directorships *	Committee Memberships #	Committee Chairmanships#
Mr Chitranjan Singh Kahlon	1	2	0
Mr Munish Kumar Saraogi	1	1	1
Ms Priya Prempal Shetty	9	1	0
Ms Lubna Usman	10	2	0
Mr Gaurav Khungar	2	0	0
Ms Jayashree Ramaswamy$	11	4	1

* *The number of Directorships excludes Directorships of Foreign Companies, if any*

\# *The Committee Memberships & Committee Chairmanships comprise of only two Committees i.e. Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies as required under Regulation 26 of the SEBI LODR*

$ *Mr Kaushik Modak resigned w.e.f February 20, 2026 and Ms Jayashree Ramaswamy was appointed as on February 13, 2026*

(4) Directorship of Directors in other Listed Companies as on March 31, 2026 :

Name of the Director	Name of the Listed Company	Category of Directorship
Mr Chitranjan Singh Kahlon	-	-
Mr Munish Kumar Saraogi	-	-
Ms Priya Prempal Shetty	-	-
Mr Gaurav Khungar	-	-
Ms Jayashree Ramaswamy	Noida Toll Bridge Company Limited	Nominee Director
Ms Lubna Usman	IL&FS Engineering and Construction Company Limited	Nominee Director

(5) Meetings of the Board of Directors :

The Board of Directors met eight times during the Financial Year ended March 31, 2026 and the gap between two meetings did not exceed 120 days. The meetings were held during the year on April 23, 2025, May 29, 2025, July 18, 2025, August 14, 2025, September 29, 2025, November 13, 2025, January 15, 2026 and February 13, 2026

(6) Relationship between Directors inter-se :

None of the Directors of the Company are related to each other, other than Ms Priya Prempal Shetty, Mr Gaurav Khungar and Ms Jayashree Ramaswamy being Nominee Directors of Infrastructure Leasing & Financial Services Limited ("IL&FS")

(7) Familiarisation Programme for Independent Directors :

Familiarisation is an ongoing process and the existing Independent Directors are briefed on the developments in the industry and the Company in detail at all Board Meetings. The Independent Directors are briefed on the regulatory and legal developments impacting the Company along with operational aspects and also on their role as Independent Directors as and when the need arises. Further details of the Familiarisation Programme for Independent Directors are available on the Company's website at : https://iimlindia.com/familiarisation- programme/

(8) Competence of the Board of Directors :

The list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board :

(a) The Board has adopted a selection criteria for hiring of Members of the Board. The candidate is expected to meet one of the following criteria :

CORPORATE GOVERNANCE REPORT

(i) Must have been a Chief Executive Officer ("CEO") or a Business Head of an organisation in the past

(ii) Must have expertise in a specific area like Legal, Tax, HR, Marketing etc.

(iii) Business Head role or General Management role in the financial services space

(iv) An independent, eminent specialist or professional

(b) Board Diversity :

(i) The Company is sensitive to the need for a robust Board process that enables different views to be expressed, heard and considered. The Company believes that Board members armed with divergent skills, expertise, experience and knowledge will make the Company's Board more effective. A Board comprising of members from divergent backgrounds helps combat common limitations

(ii) The Company is desirous of having suitable Board Diversity in terms of skills, educational and professional background, industry experience and accordingly, the Company's selection criteria of new Directors be guided by these principles

Directors on Board who have such skills/expertise/competence :

Name of Director	Skills/expertise/competence
Mr Chitranjan Singh Kahlon	Served as a member of Central Board of Direct Taxes, Government of India, an Executive Director of Securities & Exchange Board of India and has worked in various capacities in the Indian Revenue Service Experience in the field of Capital Markets and is familiar with Tax administration in India particularly with regard to Tax policy Mr Kahlon has been a member of the 'Speculative Transactions Committee' constituted by the Finance Minister of India and Member of the Committee to draft the Prevention of Money Laundering Act
Mr Munish Kumar Saraogi	Is a qualified Chartered Accountant and was National Director Price Waterhouse for more than 3 years, Director with Deloitte and worked with EY for more than 20 years Has specialization in Audit as per IAS & IGAAP, Expert Knowledge of both GAAP & GAAS related standards along with Technical Expertise over Accounting Standards & Auditing Standards
Ms Priya Prempal Shetty	Ms Priya Prempal Shetty was an Associate Director at Lazard India Limited where she was a senior member of Lazard's advisory practice Ms Shetty was also an Executive Director heading Advisory and Capital Markets practice in Financial Services and Healthcare Sectors at Kotak Mahindra Capital Company Limited At IL&FS group Ms Shetty was Head - Corporate Advisory Services at IL&FS Financial Services Ltd Currently Ms Shetty is deputed as CEO of IL&FS Securities Services Limited and is actively involved in the resolution process undertaken by the current Board of IL&FS
Mr Gaurav Khungar	Mr Gaurav Khungar joined Infrastructure Leasing & Financial Services Limited in August 2018. Mr Khungar's current role requires operations and asset management of a portfolio of IL&FS entities. He has over 27 years of experience in managing all aspects of a business/portfolio of investments with an enhanced ability and motivation to create wealth through operational and financial management of businesses Prior to his current role, Mr Khungar held very senior positions with the Big Four Firms and Financial Services Companies. He held the position of Senior Partner PWC, Managing Director at O3 Capital, Managing Director at Religare Capital Markets, Senior Partner at KPMG and Head of Strategic Advisory and M&A at Rabo Bank. He has experience in Capital raises through Initial Public Offerings, Private Equity, Venture Capital and Debt, Investment Banking and M&A Gaurav has completed his Masters of Business Administration (Post Graduation) from the University of North Carolina at Greensboro, USA

CORPORATE GOVERNANCE REPORT

Name of Director	Skills/expertise/competence
Ms Jayashree Ramaswamy	Jayashree is currently the Group Chief Financial Officer of IL&FS and also holds the CFO position in IL&FS Financial Services Limited. She is responsible for helping the Board in finance matters while it undertakes the resolution activities. She joined IL&FS Group in September 2019. Jayashree has over 36 years of experience in leading the finance function across diverse industries including IT, Financial Services, Information Services. In her earlier stints, she has served companies like Bharat Heavy Electricals Limited, India Securities Limited, Credit Suisse First Boston India Ltd, TCG Ivega Information Technologies Limited, Cargill Capital Financial Services and Dun & Bradstreet Information Services Limited. She has functioned as a Chief Financial Officer and has led the finance function for more than two decades in the organisations that she has served. Jayashree is a Fellow Member of the Institute of Chartered Accountants of India, an Associate Member of the ICMA, an Associate Member of the Institute of Company Secretaries of India and a Certified Public Accountant from State of Delaware, USA
Ms Lubna Usman	Ms Lubna is a senior management professional with more than 22 years' experience in providing strategic leadership, project finance, restructuring and treasury management across banking and non-banking finance companies She worked for 11 years with IDBI Bank in various leadership roles and has led the Bank's client coverage - sourcing, structuring & syndication business for North & East region At IL&FS, her key responsibilities includes structuring, project finance and corporate fund raising initiatives across infrastructure verticals. Since October 2018, she is a key member of the core leadership team working on the resolution of the IL&FS group, under the supervision of the new Board appointed by the Government of India

(9) Terms of Appointment of Independent Directors :

The terms of appointment of Independent Directors are posted on the website of the Company and are available at : https://iimlindia.com/term-of-appointment-of-independent-directors/

(10) Independent Directors' Confirmation :

The Board of Directors confirm that in the opinion of the Board, the Independent Directors are independent and fulfil the conditions specified in the SEBI LODR and are independent of the management

(11) Independent Directors' Meeting :

The Independent Directors met on March 27, 2026, inter alia :

(a) To review the performance of the Non-Independent Directors and the Board as a whole

(b) To review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors

(c) Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties

(C) AUDIT COMMITTEE

(1) Terms of Reference :

Pursuant to the provisions of Section 177 of the Companies Act, 2013 ("Act") and Regulation 18 of the SEBI LODR, the terms of reference of the Audit Committee, include the following :

(a) Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible

(b) Recommend to the Board, the appointment, remuneration and terms of appointment of the Auditors of the Company

(c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors

(d) Examination/Review with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to :

CORPORATE GOVERNANCE REPORT

(i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act

(ii) Changes, if any, in accounting policies and practices and reasons for the same

(iii) Major accounting entries involving estimates based on the exercise of judgment by the Management

(iv) Significant adjustments made in the Financial Statements arising out of audit findings

(v) Compliance with the listing and other legal requirements relating to the Financial Statements

(vi) Disclosure of any related party transactions

(vii) Modified opinion(s) in the draft audit report

(e) Review with the Management, the quarterly financial statements before submission to the Board for approval

(f) Review the financial statements, in particular, the investments made by the unlisted subsidiary

(g) Review with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter

(h) Review and monitor the Auditor's independence and performance and effectiveness of the audit process

(i) Audit Committee shall define "material modifications to existing Related Party Transactions" and disclose it as part of the policy on materiality of related party transactions and on dealing with related party transactions

(j) All Related Party Transactions and subsequent material modifications thereof, shall require prior approval of the Audit Committee of the Company. Further, only those members of the Audit Committee, who are Independent Directors, shall approve related party transactions

Prior approval of the Audit Committee of the Company shall also be required for :

(i) a related party transaction to which the subsidiary of a Company is a party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover, as per the last audited financial statements of the Company

(ii) a related party transaction to which the subsidiary of the Company is a party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual standalone turnover, as per the last audited financial statements of the subsidiary

(k) Approval or any subsequent modifications of transactions of the Company with related parties :

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the Company subject to following conditions :

(i) The Audit Committee shall, specify the criteria for making the omnibus approval which shall include the following, namely :

- maximum value of the transactions, in aggregate, which can be allowed under the omnibus route in a year;
- the maximum value per transaction which can be allowed;
- extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;
- review, at such intervals as the Audit Committee may deem fit, related party transaction entered into by the Company pursuant to each of the omnibus approval made;
- transactions which cannot be subject to the omnibus approval by the Audit Committee

(ii) The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely :

- repetitiveness of the transactions (in past or in future);
- justification for the need of omnibus approval

(iii) The Audit Committee shall satisfy itself on the need for omnibus approval for transactions of repetitive nature and that such approval is in the interest of the Company

CORPORATE GOVERNANCE REPORT

(iv) The omnibus approval shall contain or indicate the following :

- name of the related parties;
- nature and duration of the transaction;
- maximum amount of transaction that can be entered into;
- the indicative base price or current contracted price and the formula for variation in the price, if any; and
- any other information relevant or important for the Audit Committee to take a decision on the proposed transaction

Provided that where the need for related party transaction cannot be foreseen and aforesaid details are not available, Audit Committee may make omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction

(v) Omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year

(vi) Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company

(vii) Any other conditions as the Audit Committee may deem fit

Provided further that in case of transaction, other than transactions referred to in Section 188 of the Act, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a Director or Officer of the Company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee and if the transaction is with the related party to any Director or is authorised by any other Director, the Director concerned shall indemnify the Company against any loss incurred by it

Provided also that the aforementioned provisions shall not apply to a transaction, other than a transaction referred to in Section 188 of the Act, between the Company and its wholly owned subsidiary company

(l) Scrutiny of inter-corporate loans and investments

(m) Valuation of undertakings or assets of the Company, wherever it is necessary

(n) Evaluation of internal financial controls and risk management systems

(o) Monitoring the end use of funds raised through public offers and related matters

(p) Review with the Management, performance of statutory and internal auditors and adequacy of the internal control systems

(q) Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit

(r) Discussion with Internal Auditors of any significant findings and follow up there on

(s) Review the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board

(t) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern

(u) Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors

(v) Review the functioning of the Whistle Blower Policy/Vigil Mechanism

(w) Approval of appointment of Chief Financial Officer ("CFO") after assessing the qualifications, experience and background, etc. of the candidate

(x) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee

(y) Reviewing the utilisation of loans and/or advances from/investment by the holding company in the subsidiary exceeding Rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/investments

CORPORATE GOVERNANCE REPORT

(z) To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders

(aa) Committee shall mandatorily review the following information :

(i) Management discussion and analysis of financial condition and results of operations

(ii) Management letters/letters of internal control weaknesses issued by the statutory auditors

(iii) Internal Audit Reports relating to internal control weaknesses; and

(iv) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee

(v) Statement of deviations :

- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1)
- annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7)

(bb) The Audit Committee may seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise and have full access to information contained in the records of the Company

(cc) The Audit Committee at its discretion may invite the finance director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee

(2) <u>Composition, Meetings and Attendance of the Audit Committee</u> :

The Audit Committee presently comprises of two Non-Executive Independent Directors and one Non-Executive Director. The Chairman of the Committee is a Non-Executive Independent Director. All the members of the Audit Committee are financially literate. Mr Munish Kumar Saraogi, the Chairman of the Committee has immense experience and expertise in the field of audit and finance

The Audit Committee met five times during the Financial Year ended March 31, 2026 on May 29, 2025, July 18, 2025, August 14, 2025, November 13, 2025 and February 13, 2026

The composition of the Audit Committee along with the attendance record of the members of the committee are as follows :

Name of the Director	Designation	Number of Meetings Held	Number of Meetings Attended
Mr Munish Kumar Saraogi	Chairman	5	5
Mr Chitranjan Singh Kahlon	Member	5	5
Mr Kaushik Modak #	Member	5	5
Ms Jayashree Ramaswamy *	Member	5	1

Mr Kaushik Modak resigned as an NED with effect from February 20, 2026

* *Ms Jayashree Ramaswamy was appointed as a Member with effect from February 13, 2026*

The Statutory Auditors, the Internal Auditors, the Chief Executive Officer & Chief Financial Officer and the Company Secretary are in attendance or invitees to attend the meetings. The Audit Committee also invites such other senior executives and Board member as it considers appropriate to be present at its meetings

(D) NOMINATION & REMUNERATION COMMITTEE

(1) <u>Terms of Reference</u> :

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of the SEBI LODR, the terms of reference of the Nomination & Remuneration Committee (“NRC”), include the following :

(a) The Committee shall identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual Directors to be carried out either by the Board, by the NRC or by an independent external agency and review its implementation and compliance

CORPORATE GOVERNANCE REPORT

(b) Formulation of the Policy/criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees

(c) For every appointment of an Independent Director, the N&RC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description

For the purpose of identifying suitable candidates, the Committee may :

(i) use the services of external agencies, if required;

(ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and

(iii) consider the time commitments of the candidates

(d) The N&RC shall, while formulating the policy/criteria shall ensure that

(i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals

(e) Formulation of criteria for evaluation of Independent Directors and the Board

(f) Devise a Policy on Board Diversity

(g) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal

(h) Approve criteria and quantum of compensation for Whole-time Directors

(i) Recruitment of key management employees and their compensation

(j) Determination of the annual increments and performance related pay of the employees

(k) Administration of the various Employee Stock Option Plans of the Company

(l) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors

(m) To recommend to the Board, all remuneration, in whatever form, payable to Senior Management

(n) Such other matters as the Board may from time to time request the Committee to examine, recommend and approve

(2) **<u>Composition, Meetings and Attendance of the Nomination & Remuneration Committee</u> :**

The N&RC presently comprises of two Non-Executive Independent Directors and one Non-Executive Director. The Chairman of the Committee is a Non-Executive Independent Director

The N&RC met four times during the Financial Year ended March 31, 2026 on May 29, 2025, September 29, 2025, January 15, 2026 and February 13, 2026

The composition of the N&RC along with the attendance record of the members of the committee are as follows :

Name of the Director	Designation	Number of Meetings Held	Number of Meetings Attended
Mr Munish Kumar Saraogi	Chairman	4	4
Mr Chitranjan Singh Kahlon	Member	4	4
Mr Kaushik Modak #	Member	4	4
Ms Jayashree Ramaswamy *	Member	4	1

Mr Kaushik Modak resigned as an NED with effect from February 20, 2026

* *Ms Jayashree Ramaswamy was appointed as a Member with effect from February 13, 2026*

CORPORATE GOVERNANCE REPORT

(3) <u>Performance evaluation criteria for Independent Directors</u> :

The Independent Directors of the Company are evaluated on following parameters :

(a) Contribution/Guidance on business strategy

(b) Well informed about the Company and external environment in which it operates

(c) Exercising independent judgement

(d) Scrutinizes the performance of management in meeting agreed goals and objectives

(e) Upholding the statutory compliance/corporate governance standards

(f) Ensuring integrity of financial controls/risk management measures

(g) Fulfillment of the independence criteria as specified under the SEBI LODR

(h) Independence from the management

(i) Availability and Attendance

(j) Management and Contribution at Committees (of which he/she is a member)

(k) Effective deployment of expertise in furthering business

(E) STAKEHOLDERS' RELATIONSHIP COMMITTEE

(1) <u>Terms of Reference</u> :

Pursuant to the provisions of Section 178 of the Act and Regulation 20 of the SEBI LODR, the terms of reference of the Stakeholders' Relationship Committee ("SRC"), include the following :

(a) Looking at various aspects of interest of shareholders, debenture holders and other security holders

(b) Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(c) Review of measures taken for effective exercise of voting rights by shareholders

(d) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent ("RTA")

(e) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company

(f) Such other matters as the Board may from time to time request the Committee to examine, recommend and approve

(2) <u>Composition, Meetings and Attendance of the Stakeholders' Relationship Committee</u> :

The SRC presently comprises of two Non-Executive Independent Directors and one Non-Executive Director. The Chairman of the Committee is a Non-Executive Director

The SRC met once during the Financial Year ended March 31, 2026. The meeting was held on February 13, 2026

The composition of the SRC along with the attendance record of the members of the committee are as follows :

Name of the Director	Designation	Number of Meetings Held	Number of Meetings Attended
Mr Kaushik Modak#	Member	1	1
Mr Chitranjan Singh Kahlon	Member	1	1
Mr Munish Kumar Saraogi	Member	1	1
Ms Jayashree Ramaswamy *	Chairperson	1	N.A.

* *Ms Jayashree Ramaswamy was appointed as the Chairperson with effect from February 13, 2026*

\# *Mr Kaushik Modak was appointed as a Member of the Stakeholders' Relationship Committee with effect from February 13, 2026 and resigned as a Member of the Committee on February 20, 2026*

CORPORATE GOVERNANCE REPORT

(3) Mr Harish Agrawal resigned as the Company Secretary of the Company with effect from September 30, 2025. Mr Prasad Chaoji has been appointed as the Company Secretary & Compliance Officer of the Company with effect from October 1, 2025

(4) During FY2026 the Company received 3 complaints from shareholders. All the complaints received during the year FY2026 were solved satisfactorily and no complaints were pending at the end of the year

(5) The Share Transfer Committee consists of officers of the Company as its members for issuance of duplicate certificates and rematerialisation of shares, approving transfer (due to name deletion), transmission and transposition of shares and deletion of name in the Register of shareholders. The Committee presently comprises of Ms Lubna Usman (Chairman) and Mr Prasad Chaoji (Member)

The meetings of the Share Transfer Committee were held on April 25, 2025, May 27, 2025, June 12, 2025, July 25, 2025, August 4, 2025, September 12, 2025, October 9, 2025, November 12, 2025, December 8, 2025, December 29, 2025 and February 9, 2026

The attendance at the meetings held during the year are given below :

Name of the Member	Number of Meetings Held	Number of Meetings Attended
Ms Lubna Usman – Chairman	11	11
Mr Harish Agrawal[1]	11	6
Mr Prasad Chaoji[2]	11	5

Note :

1. *Mr Harish Agrawal - Resigned w.e.f. September 30, 2025*
2. *Mr Prasad Chaoji – Appointed w.e.f. October 01, 2025*

(F) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

(1) Terms of Reference :

The Company has constituted a Corporate Social Responsibility (“CSR”) Committee pursuant to the provisions of the Act. The Committee has been constituted to :

(a) Formulate and recommend to the Board of the Company the CSR Policy which shall indicate the CSR activities to be undertaken by the Company in areas or subject, specified in Schedule VII of the Act

(b) Identify the focus areas for the CSR activities on a yearly basis and review the same on a periodic basis

(c) Recommend the amount of expenditure to be incurred on the CSR activities

(d) Monitor the CSR Policy of the Company from time to time

(e) Institute a transparent monitoring mechanism for the implementation of the CSR Agenda

(f) Action Plan : The CSR Committee shall formulate and recommend to the Board, an annual action plan which shall include the following, namely :

(i) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;

(ii) the manner of execution of such projects or programmes;

(iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;

(iv) monitoring and reporting mechanism for the projects or programmes; and

(v) details of need and impact assessment, if any, for the projects undertaken by the Company

The CSR Committee may recommend to the Board alteration to Action Plan based on the reasonable justification, at any time during the financial year

(2) Composition, Meetings and Attendance of the CSR Committee :

The CSR Committee presently comprises of two Non-Executive Independent Directors and one Non-Executive Director. The Chairman of the Committee is a Non-Executive Independent Director

The CSR Committee met once during the Financial Year ended March 31, 2026 on May 29, 2025

CORPORATE GOVERNANCE REPORT

The composition of the CSR Committee along with the attendance record of the members of the committee are as follows :

Name of the Director	Designation	Number of Meetings Held	Number of Meetings Attended
Mr Chitranjan Singh Kahlon	Chairman	1	1
Mr Munish Kumar Saraogi	Member	1	1
Mr Kaushik Modak	Member	1	1
Ms Jayashree Ramaswamy	Member	1	N.A.

Mr Kaushik Modak resigned as Member with effect from February 20, 2026

* *Ms Jayashree Ramaswamy was appointed as a Member with effect from February 13, 2026*

(G) SENIOR MANAGEMENT

Ms Lubna Usman, continues to hold her position of Whole Time Director and Chief Executive Officer and Chief Financial Officer. Mr Harish Agrawal resigned w.e.f September 30, 2025 from the position of Company Secretary of the Company and Mr Prasad Chaoji, Company Secretary & Compliance Officer was appointed to fill his place w.e.f. October 1, 2025

(H) REMUNERATION OF DIRECTORS

(1) There are no pecuniary relationships or transactions of the Non-Executive Directors and the Company other than the receipt of sitting fees for attending the meetings of the Board and Board Committees.

(2) Disclosures with respect to remuneration : The remuneration is paid to the Directors as per the terms of the Managerial Remuneration Policy of the Company. The Managerial Remuneration Policy is uploaded on the website of the Company and is available at : https://iimlindia.com/policies-guidelines/

The salient features of the policy are enumerated below :

(a) Elements of Remuneration Package :

(i) Remuneration structure of the Whole-time Directors :

- Fixed Remuneration : Monthly salary based on seniority and experience
- Performance linked incentives : Variable component determined by the NRC based on performance
- Issue of ESOPs from time to time : At the discretion of the NRC
- Retiral Benefit : Paid post separation from the Company as per the Rules of the Company and the relevant statutory provisions
- Perquisites and Benefits : All other benefits including perquisites are as per the Rules of the Company

(ii) Remuneration structure of the Key Management Personnel :

- Fixed Remuneration : This includes a Monthly Salary such as Consolidated Pay, Special Allowance, Other Allowances and Perquisites as per the Rules of the Company
- Variable Remuneration : This is based on the Company's and the individual's performance
- Retiral Benefits : This includes contribution to the Provident Fund, Gratuity and Superannuation Fund

(iii) Remuneration structure of the Senior Management :

- Fixed Remuneration : This includes a Monthly Salary such as Consolidated Pay, Special Allowance, Other Allowances and Perquisites as per the Rules of the Company
- Variable Remuneration : This is based on the Company's and the individual's performance
- Retiral Benefits : This includes contribution to the Provident Fund, Gratuity and Superannuation Fund

(3) Details of Remuneration :

(a) Remuneration to the Whole-time Directors : The Company did not have any Whole-time Director till quarter III of the FY2025. Ms Lubna Usman was re-designated as Executive Director of the Company in category of Whole-time Director for the period of 3 years from January 1, 2025 till December 31, 2027

(b) Remuneration to the Non-Executive Directors :

(i) The Company does not pay any remuneration to the Non-Executive Directors of the Company except sitting fees for attending the Board Meetings and the Committee Meetings of the Company

CORPORATE GOVERNANCE REPORT

(ii) Performance criteria for making payment to the Non-Executive Directors : The criteria considered for making payment of commission to Non-Executive Directors are level of involvement of the Director in the affairs of the Company, tenure of the Director in the Company and number of Committees membership/chairmanship held by the Director in the Company. The Company did not pay any commission to any Director during the period April 1, 2025 to March 31, 2026

(iii) The Non-Executive Directors were paid sitting fees as below during the period April 1, 2025 to March 31, 2026

Name of Meeting	Sitting Fees paid for each meeting
Board Meeting	₹ 20,000/-
Audit Committee Meeting	₹ 15,000/-
Nomination & Remuneration Committee Meeting	₹ 10,000/-
Corporate Social Responsibility Committee Meeting	₹ 10,000/-
Stakeholders' Relationship Committee Meetings	₹ 10,000/-

(iv) Details of Sitting Fees to the Non-Executive Directors for FY2026 are as below :

Name of the Non-Executive Director	Sitting Fees (₹)
Mr Chitranjan Singh Kahlon	2,95,000
Mr Munish Kumar Saraogi	2,95,000
Mr Kaushik Modak	2,65,000
Ms Priya Prempal Shetty	1,60,000
Mr Gaurav Khungar	1,60,000
Ms Jayashree Ramaswamy	20,000
Total	**11,95,000**

(v) No Options were granted by the Company during the year to the Non-Executive Directors of the Company

(vi) There are no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company

(I) BOARD EVALUATION

(1) The Company has adopted the Policy on the Performance Evaluation of the Board of Directors pursuant to the provisions of the Act. The Performance Evaluation is required to be done at three levels, namely by the Independent Directors, by the N&RC and finally by the Board of Directors. The Policy on Performance Evaluation of the Board of Directors is uploaded on the website of the Company at : https://iimlindia.com/policies-guidelines/

(2) Based on the same, the Performance Evaluation was undertaken by Independent Directors at their meeting and the N&RC and the Board at their respective meetings

(3) The evaluation was done by way of filling up of forms

(4) The process for performance evaluation at different forums was as follows :

(a) Independent Directors Meeting :

(i) Scope : To review the performance of the Chairman, Non Independent Directors and the performance of the Board as a whole

(ii) Process : The evaluation forms for the Chairman and the Non Independent Directors were circulated to the Independent Directors prior to the meeting and were filled up by each Independent Director prior to the Independent Directors meeting and the performance was discussed at the meeting

(iii) Board as a Whole : The Independent Directors were required to evaluate the performance of the Board as a whole. A few parameters were put down for evaluation of the Board as a whole on the basis of the SEBI Guidance Note on Board Evaluation. The Independent Directors were requested to evaluate the performance of the Board as a whole on the said parameters

(b) Nomination & Remuneration Committee Meeting :

(i) Scope : To review the performance of all the directors

(ii) Process : The relevant evaluation forms circulated to the members of the N&RC were filled up and signed by each of the members of the N&RC prior to the N&RC Meeting and the performance of each director was discussed at the meeting

CORPORATE GOVERNANCE REPORT

(c) Board Meeting :

(i) Scope : To evaluate the performance of Independent Directors, Non Independent Directors and Board Committees provided that in the above evaluation, the Directors who were subject to evaluation did not participate

(ii) Process :

- The relevant evaluation forms circulated to the Board Members were filled up and signed prior to the Board Meeting
- The Chairman of the Meeting collated the findings of the Board and requested the views of the Board Members and the same was discussed at the meeting
- Board Committees : The Board also evaluated all Board Committees sans N&RC, on certain parameters put forth for the evaluation of Board Committees on the basis of the SEBI Guidance Note on Board Evaluation

(J) GENERAL BODY MEETINGS

(1) The details of the last three AGMs are as follows :

Date	Time	Location/Venue	Special Resolutions passed
September 26, 2025	11.00 a.m.	By Video Conferencing/ Other Audio Visual Means at the registered office of the Company	No Special Resolution was passed
August 30, 2024	12.00 noon	By Video Conferencing/ Other Audio Visual Means at the registered office of the Company	No Special Resolution was passed
August 24, 2023	3.00 p.m.	By Video Conferencing/ Other Audio Visual Means at the registered office of the Company	Re-appointment of Mr Chitranjan Singh Kahlon as NEID for a second term of five years

(2) Special Resolutions passed through Postal Ballot :

(a) None of the resolutions approved at the last AGM required postal ballot approval

(b) During the year the Company has passed one Special Resolution through postal ballot

(c) The resolution pertaining to the following business was passed by the shareholders of the Company, through postal ballot :

(i) Continuation of Mr Chitranjan Singh Kahlon (DIN : 02823501) as Independent Non-Executive Director of the Company beyond the age of 75 years

(K) MEANS OF COMMUNICATION

(1) **Financial Results** : The Company's quarterly/half-yearly/annual financial results are sent to the Stock Exchanges and normally published in the Financial Express and Navshakti. Simultaneously, they are also put on the Company's website and can be accessed at : https://iimlindia.com/quarterly-financials/ and https://iimlindia.com/newspaper-publications/

(2) **Website** : The Company has a functional website https://iimlindia.com/ pursuant to Regulation 46 of the SEBI LODR which has a separate section 'Shareholders' which provides the information on Financials, Annual Reports, Press Releases, Analyst Interaction & Presentation, Policies adopted by the Company, Information on Unclaimed Dividend and Shares transferred to IEPF etc. Information on various announcements made by the Company are posted under 'Notices & Updates' and all newspaper publications are posted under a separate head on the Company's website. Quarterly Compliance Reports on Corporate Governance and Shareholding Pattern are also placed under 'Shareholders' section on the Company's website

(3) **Press Releases and Presentations** : Press Releases are sent to the Stock Exchanges and are uploaded on the Company's website at : https://iimlindia.com/press-release/. Analyst Interaction & Presentation are uploaded on the Company's website at : https://iimlindia.com/analyst-interaction-presentation/. There were no press releases and presentations during the year under review

(4) **Reminder to Shareholders** : Reminders for unclaimed shares and unpaid dividend are sent every year to the shareholders whose shares/dividend has remained unpaid or unclaimed as per the records of the Company

(5) **Designated email-ID for shareholders** : The Company has a designated email id : investor.relations@ilfsindia.com exclusively for servicing the shareholders

CORPORATE GOVERNANCE REPORT

(L) GENERAL SHAREHOLDERS' INFORMATION

(1)	**Annual General Meeting Day, Date and Time**	:	Tuesday, September 22, 2026, at 11:00 am
(2)	**Annual General Meeting Venue**	:	Registered Office (Deemed Venue)
(3)	**Financial Year**	:	The Company follows April-March as its Financial Year
(4)	**Dividend Payment**	:	Within 30 days from the date of declaration of dividend.
(5)	**Record Date**	:	September 15, 2026
(6)	**Listing on Stock Exchanges**	:	The Equity Shares of the Company are listed on the BSE Limited ("BSE"), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 and the National Stock Exchange of India Limited ("NSE"), Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051 The Company has paid the annual listing fees for the Financial Year 2025-26 to BSE and NSE as well as custodian fees to the depositories, National Securities Depository Limited ("NSDL") and Central Depository Services India Limited ("CDSL") within the prescribed time
(7)	**Security Identification Number (ISIN)**	:	INE050B01023
(8)	**Scrip Code/Symbol**	:	BSE : 511208, NSE : IVC
(9)	**Corporate Identification Number (CIN)**	:	L65999MH1986PLC147981
(10)	**Outstanding warrants/ADRs/GDRs/ Convertible instruments**	:	Not Applicable
(11)	**Board Meeting to be held for approving financial statements for the quarter ending**	:	
	June 30, 2026	:	As prescribed by law on or before August 14, 2026
	September 30, 2026	:	As prescribed by law on or before November 14, 2026
	December 31, 2026	:	As prescribed by law on or before February 14, 2027
	March 31, 2027	:	As prescribed by law on or before May 30, 2027

(12) The securities of the Company were not suspended from trading during the year under review

(13) REGISTRAR AND SHARE TRANSFER AGENT

MUFG Intime India Private Limited
(Formerly known as Link Intime India Private Limited)
C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083

Tel. No. : +91 8108116767
Fax No. : +91 22 49186060
E-mail id : nayna.wakle@in.mpms.mufg.com, investor.helpdesk@in.mpms.mufg.com
Website : https://in.mpms.mufg.com

(14) SHARE TRANSFER SYSTEM

According to the SEBI directive, securities of listed companies can be transferred only in the dematerialised form, with effect from April 1, 2019. Accordingly, the shareholders holding shares in physical form are requested to dematerialise their shareholding and thereafter update their bank account with their respective Depository Participants

Shares held in the dematerialised form are electronically transferred on the Depositories. The RTA of the Company periodically receives the beneficiary holdings from the Depositories which enables the RTA to update their records for sending all corporate communications, dividend warrants, etc.

Physical shares received for dematerialisation are processed within a period of 21 days from the date of receipt, provided they are in order in every respect

CORPORATE GOVERNANCE REPORT

(15) CATEGORY WISE SHAREHOLDING AS AT MARCH 31, 2026

Sr. No.	Category	No. of Shares held	Percentage
1.	Promoter	158,333,152	50.42
2.	Mutual Funds	4,215	0.00
3.	Banks/Financial Institutions	13,216	0.00
4.	Foreign Portfolio Investors (Corporate)	--	0.00
5.	Individuals Public	136,252,394	43.39
6.	Investor Education and Protection Fund	4,508,247	1.44
7.	Non Resident Indians	5,081,374	1.62
8.	Hindu Undivided Family	5,920,863	1.88
9.	Directors	--	0.00
10.	Key Managerial Personnel	--	0.00
11.	Bodies Corporate	3,585,700	1.14
12.	Others	333,579	0.11
	Total	**314,032,740**	**100.00**

(16) DISTRIBUTION OF SHAREHOLDING AS AT MARCH 31, 2026

No. of Equity Shares	No. of Shareholders	% of Total	No. of Shares	% of Total
1 – 500	75922	71.8550	8,189,442	2.6078
501 – 1000	11392	10.7818	9,475,409	3.0173
1001 – 2000	7799	7.3812	12,149,918	3.8690
2001 – 3000	3316	3.1384	8,389,315	2.6715
3001 – 4000	1481	1.4017	5,306,530	1.6898
4001 – 5000	1506	1.4253	7,145,209	2.2753
5001 – 10000	2284	2.1617	17,255,993	5.4950
10001 – above	1960	1.8550	246,120,924	78.3743
Total	**105660**	**100.00**	**314,032,740**	**100.00**

(17) DEMATERIALISATION OF SHARES

As on March 31, 2026, the Share Capital of the Company held in dematerialised form with NSDL was 234,915,473 (74.80%) and CDSL 76,079,842 (24.22%) totaling to 310,995,315 (99.02%) and only 3,037,425 (0.97%) shares were being held in physical form

(18) LIQUIDITY

The Company's Equity Shares are traded on the BSE and the NSE. Relevant Data for the Average Daily Turnover for FY2026 are given below :

Particulars	NSE	BSE	Total
Average No. of Shares	3,22,510	57,792	**3,80,302**
Average Value (₹)	27,97,474	5,02,399	**32,99,873**

(19) OUTSTANDING INSTRUMENTS AND THEIR IMPACT ON EQUITY

The Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on March 31, 2026

(20) COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company engages in hedging activities to adequately safeguard against foreign exchange risks

(21) PLANT LOCATION

The Company does not have any plant or facility

CORPORATE GOVERNANCE REPORT

(22) ADDRESS FOR CORRESPONDENCE

For any assistance regarding dematerialisation of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares :

MUFG Intime India Private Limited

(Formerly known as Link Intime India Private Limited)

C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083

Tel. No. : +91 8108116767

Fax No. : +91 22 49186060

E-mail id : nayna.wakle@in.mpms.mufg.com, investor.helpdesk@in.mpms.mufg.com

Website : https://in.mpms.mufg.com

For general correspondence :

IL&FS Investment Managers Limited

The IL&FS Financial Centre, Plot No. C-22, G Block Bandra-Kurla Complex, Bandra (East) Mumbai 400 051

Tel. No. : +91 22 2653 3333

Email : investor.relations@ilfsindia.com

Website : https://iimlindia.com/

(23) The Company does not have any debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad and accordingly no credit ratings are obtained by the Company

(M) OTHER DISCLOSURES

(1) The Management Discussion & Analysis forms part of this Annual Report

(2) There were no materially significant related party transactions entered during the year by the Company that may have potential conflict with the interest of the Company

(3) The Company has complied with various rules and regulations prescribed by the Stock Exchanges and SEBI relating to the capital markets during the last three years. No penalties and/or strictures were imposed by the Stock Exchange or SEBI or any statutory authority on the Company except penalty levied by Stock Exchanges for delay in submission of Financial Results for the quarter ended June 30, 2025 and quarter and half year ended September 30, 2025

The securities of the Company were never suspended from trading from any Stock Exchange(s)

(4) The Company has adopted Whistle Blower Policy/Vigil Mechanism, which aims to provide an avenue for Employees and Directors of the Company to raise serious and sensitive concerns that could have an adverse impact on the operations and performance of the Company. The Audit Committee is entrusted with implementing and monitoring the Whistle Blower Policy/Vigil Mechanism of the Company. It is affirmed that no personnel has been denied access to the Audit Committee. The Whistle Blower Policy/Vigil Mechanism details the procedure for inquiry and investigation of complaints, provides for adequate safeguard for protection of the whistle blower against adverse personal action and calls for disciplinary action against those who abuse the policy. The Policy is posted on the website of the Company at : https://iimlindia.com/policies-guidelines/

(5) The Company has three material subsidiaries, namely, IL&FS Investment Advisors LLC, Andhra Pradesh Urban Infrastructure Asset Management Limited and IL&FS Infra Asset Management Limited. The Company has adopted a policy on Material Subsidiaries and the same is available on the Company's website at : https://iimlindia.com/policies-guidelines/

(6) The Company has adopted a Policy on dealing with related party transactions and the said policy is available on the website of the Company at : https://iimlindia.com/policies-guidelines/

(7) The Company has not raised any funds through preferential allotment or qualified institutions placement and accordingly the disclosure under the Regulation 32(7A) of the SEBI LODR is not applicable

(8) A certificate from M/s Kaushal Dalal & Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by SEBI/Ministry of Corporate Affairs or any such statutory authority is attached as Annexure 1

(9) The Board has accepted all the recommendations of all the mandatory Board Committees in FY 2026

CORPORATE GOVERNANCE REPORT

(10) The total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is as below :

Particulars	₹ in lakhs
Statutory Audit	17.00
Limited review of quarterly results	9.75
For other services, certification etc.	3.75
Total	**30.50**

(11) The Company has always been committed to providing a safe and dignified work environment for its employees which is free of discrimination, intimidation and abuse. The Company has adopted a Policy for Prevention of Sexual Harassment of Women at Workplace under the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The objective of this policy is to provide protection against sexual harassment of women at workplace and for redressal of complaints of any such harassment. The IL&FS Group has also constituted an Internal Complaints Committee ("ICC") for all the Group Companies to redress the complaints under the Act. During the year, no complaints pertaining to the Company were received by the ICC

(12) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount – NIL

(13) Details of material subsidiaries :

Name of the material subsidiary	Date and place of incorporation	Name of statutory auditor(s)	Date of appointment
IL&FS Infra Asset Management Limited	January 08, 2013 - Mumbai, Maharashtra	Shah Modi Katudia & Co. LLP	July 3, 2023
Andhra Pradesh Urban Infrastructure Asset Management Limited	July 15, 2016 - Andhra Pradesh	M/s. A B V P & Associates	November 29, 2021
IL&FS Investment Advisors LLC	January 31, 2006 - Mauritius	HLB Audit Practice (Mauritius)	November 21, 2019

(14) The Company has followed all relevant Accounting Standards while preparing the Financial Statements

(15) The Chief Executive Officer & Chief Financial Officer of the Company has furnished the requisite certificate to the Board of Directors under Regulation 17(8) of the SEBI LODR

(16) The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans

(N) The Company has adopted the following discretionary requirements as specified in Part E of Schedule II of the SEBI LODR

(1) The Board : The Company maintains neither the Chairman's office at the expense of the Company nor reimburses the expenses incurred by the Chairman in performance of his duties

(2) Shareholder Rights : The Company does not send any half-yearly report on financial performance of the Company to the Shareholders

(3) Modified opinion(s) in audit report : The Company endeavours to obtain financial statements with unmodified audit opinion

(4) Chairperson and the Chief Executive Officer : The Company has appointed separate persons to the post of the Chairperson and the CEO. The Chairperson of the Company is an Independent Non-Executive Director and not related to the CEO

(5) Reporting of Internal Auditor : The Internal Auditor reports directly to the Audit Committee

(6) Independent Directors : During the year under review, a meeting of the Independent Directors was held on March 27, 2026, without the presence of the Non-Independent Directors and members of the Management. All the Independent Directors were present at the meeting

(7) Risk Management : During the year under review, a Risk Management Committee was not constituted

(O) The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI LODR, as applicable, with regard to corporate governance as stipulated in the SEBI LODR

(P) CODE OF CONDUCT

The Board has laid down a Code of Conduct for all its Board members and the Senior Management of the Company. The Code of Conduct includes the Code for the Independent Directors pursuant to Schedule IV to the Act. The Code of Conduct

CORPORATE GOVERNANCE REPORT

as laid down by the Board has already been posted on the Company's website. The Company has obtained the confirmation of compliance with the Code from all members of the Board and Senior Management of the Company for FY2026. As required by the SEBI LODR, the declaration on compliance of the Company's Code of Conduct signed by the CEO is attached as Annexure 2

(Q) COMPLIANCE CERTIFICATE

The Compliance Certificate from M/s Mehta & Mehta, Company Secretaries in Practice regarding compliance of conditions of corporate governance is attached to the Corporate Governance Report as Annexure 3

(R) DISCLOSURE UNDER SCHEDULE V(F) OF THE SEBI LODR IN RESPECT OF UNCLAIMED SHARES

In FY 2020-21 the Company opened a demat account titled 'IL&FS Investment Managers Limited - Unclaimed Shares Suspense Account' with IL&FS Securities Services Limited pursuant to Regulation 39(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Subsequently, the said demat account has been transferred to Axis Bank Limited

During the year, the Company has not transferred any additional unclaimed shares to the said Unclaimed Shares Suspense Account. The voting rights of shares held under the said Unclaimed Shares Suspense Account stand frozen from the date of transfer and shall remain frozen till the rightful owner claims shares pursuant to the SEBI LODR

The details of the unclaimed shares are as follows :

Particulars	No. of shareholders	No. of Shares
Balance as on April 1, 2025	210	2,11,275
Add : Shares transferred to Unclaimed Suspense Account	0	0
Less : Shareholders to whom shares were transferred from Unclaimed Suspense Account	2	3,652
Less : Shares transferred to IEPF Account	42	28,098
Balance as on March 31, 2026	166	1,79,525

ANNEXURE 1 TO CORPORATE GOVERNANCE REPORT

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
IL&FS INVESTMENT MANAGERS LIMITED
The IL & FS Financial Centre,
Plot No C-22, G Block, Bandra Kurla Complex,
Bandra, Mumbai- 400051

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **IL&FS INVESTMENT MANAGERS LIMITED** (hereinafter called "the Company") having CIN: **L65999MH1986PLC147981** and registered office at The IL & FS Financial Centre, Plot No C-22, G Block, Bandra Kurla Complex, Bandra, Mumbai- 400051 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2026**, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in the Company
1.	Chitranjan Singh Kahlon$	02823501	28th August, 2018
2.	Priya Prempal Shetty	08858814	11th November, 2020
3.	Lubna Ahmad Usman	08299976	12th February, 2021
4.	Gaurav Khungar	10802649	14th November, 2024
5.	Munish Kumar Saraogi	10422742	01st April, 2024
6.	Ms. Jayashree Ramaswamy *	02235205	13th February, 2026
7.	Mr. Kaushik Modak **	01266560	06th December, 2018

** Ms Jayashree Ramaswamy (DIN: 02235205) was appointed as Additional Non-Executive Director in capacity of Nominee of Infrastructure Leasing and Financial Services Limited w.e.f 13th February, 2026*

***Mr Kaushik Modak (DIN: 01266560) ceased to be Director w.e.f. 20th February, 2026*

$ Continuation of the appointment of Mr Chitranjan Singh Kahlon (DIN: 02823501) beyond the age of 75 years was approved by the Shareholders by passing Special Resolution by way of Postal Ballot on 18th February, 2026

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Kaushal Dalal & Associates
Practicing Company Secretaries

Sd/-
Kaushal Dalal
Proprietor
M. No: FCS 7141
CP No: 7512
PR NO.: 7692/2026
UDIN: F007141H000503032

Date: 27th May, 2026
Place: Mumbai

ANNEXURE 2 TO CORPORATE GOVERNANCE REPORT

CODE OF CONDUCT CERTIFICATE

I, Lubna Usman, Whole time Director and Chief Executive Officer & Chief Financial Officer of the Company, hereby declare that the Board of Directors have laid down a Code of Conduct for the Board Members and Senior Management of the Company and the Board Members and Senior Management have affirmed compliance with the said Code of Conduct

For IL&FS Investment Managers Limited

Sd/-
Lubna Usman
Whole Time Director and Chief Executive Officer &
Chief Financial Officer

Place : Mumbai
Date : May 30, 2026

ANNEXURE 3 TO CORPORATE GOVERNANCE REPORT

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
IL&FS Investment Managers Limited,
The IL&FS Financial Centre,
Plot No. C - 22, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai -400051.

We have examined the compliance of conditions of Corporate Governance by **IL&FS Investment Managers Limited** (hereinafter referred as "Company") for the Financial year ended March 31, 2026 as prescribed under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paras C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations").

We state that compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as prescribed under Listing Regulations ***except the following observations:***

a. Regulation 20(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Chairperson of the Stakeholders' Relationship Committee to be present at the Annual General Meeting. However, the Chairperson of the Stakeholders' Relationship Committee ("SRC"), was unable to attend the adjourned Annual General Meeting held during the financial year 2025-2026

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with Listing Regulations and may not be suitable for any other purpose.

For **Mehta & Mehta,**
Company Secretaries
(ICSI Unique Code P1996MH007500)

Sd/-
Atul Mehta, Partner
FCS No: 5782
CP No.: 2486
PR No.: 7281 / 2025

Place: Mumbai
Date : 29 May 2026
UDIN: F005782H000539909

STANDALONE FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S REPORT

To

The Members of

IL&FS Investment Managers Limited

Report on the audit of the Standalone Financial Statements

Qualified Opinion

1. We have audited the accompanying Standalone Financial Statements of IL&FS Investment Managers Limited ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2026, and the Standalone Statement of Profit and Loss including Other Comprehensive Income, Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year ended on that date, and notes to the Standalone Financial Statements, including a summary of material accounting policies and other explanatory information ('the Standalone Financial Statements').

2. In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the "Basis for Qualified Opinion" paragraph below, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the State of Affairs of the Company as at 31 March 2026, and its Profit and Other Comprehensive Income, Changes in Equity and its Cash Flows for the year ended on that date.

Basis for Qualified Opinion

3. Attention is invited to Note 32 of the Standalone Financial Statement which describes the situation faced by the Company 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 Holding Company'), and its subsidiaries (including the Company). 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 pertaining to the matters of the Holding Company and its domestic subsidiaries, we are unable to comment on the consequential impact(s) upon conclusion of the said investigation.

4. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those SAs 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 ('ICAI') together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act, 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 qualified opinion on the Standalone Financial Statements.

Material Uncertainty relating to Going Concern

5. We draw attention to Note 33 of the Standalone Financial Statement, which explains that the extended term of the existing funds managed/advised by the Company ended during the year, resulting in the no fee income for the company during the year. These factors indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, based on management's assessment of the Company's ability to meet its obligations over the next 12 months through its existing earnings and available liquid assets, the management is of the view that the going concern assumption used in the preparation of the Standalone financial statement is appropriate. Our opinion is not modified in respect of this matter.

Key Audit Matters

6. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current year. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In our professional judgment, we have determined that there is no key audit matter to be communicated in our report.

Other Information

7. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the Standalone Financial Statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.

8. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

9. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially

INDEPENDENT AUDITOR'S REPORT

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.

10. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

11. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the State of Affairs, Loss and Other Comprehensive Income, Changes in Equity and Cash Flows of the Company in accordance with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. 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 of the appropriate accounting software for ensuring compliance with applicable laws and regulations including those related to retention of audit logs; 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

12. In preparing the Standalone Financial Statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

13. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Standalone Financial Statements

14. Our objectives are to obtain reasonable assurance about whether the Standalone 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 Standalone Financial Statements.

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

    15.1. Identify and assess the risks of material misstatement of the Standalone 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.

    15.2. 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) the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.

    15.3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

    15.4. Conclude on the appropriateness of the 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. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

    15.5. Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

16. 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.

INDEPENDENT AUDITOR'S REPORT

17. 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.

18. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

19. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

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

    20.2. Except for the possible effects of the matters described in para 3 above, in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.

    20.3. The standalone balance sheet, the standalone statement of profit and loss including other comprehensive income, the standalone statement of changes in equity and the standalone cash flow statement dealt with by this Report are in agreement with the books of account.

    20.4. In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act read with the relevant rules thereunder.

    20.5. On the basis of the written representations received from the directors as on 01 April 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

    20.6. With respect to the adequacy of the internal financial controls with reference to standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.

    20.7. In our opinion and according to the information and explanations given to us, the company has not paid/ provided remuneration to its directors during the current year. Accordingly, provisions of Section 197 of the Act is not applicable to the company.

21. 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

    21.1. The Company has disclosed the impact of pending litigations as at 31 March 2026 on its financial position in its Standalone Financial Statements – Refer Note 16 to the Standalone Financial Statement.

    21.2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

    21.3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

    21.4. The Management has represented , to best of their knowledge and belief, that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

    21.5. The Management has represented, to best of their knowledge and belief, that no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

    21.6. Based on such audit procedures, that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under sub clause (i) and (ii) of Rule 11(e), as provided under para 21.4 and 21.5 above, contain any material misstatement.

INDEPENDENT AUDITOR'S REPORT

21.7. In our opinion according to the information and explanations given to us, the dividend paid during the year by the Company and proposed final dividend declared which is subject to approval of the members at the ensuing Annual General Meeting, is in compliance with Section 123 of the Act to the extent applicable.

21.8. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Bharat Jain
Partner
ICAI Membership No: 100583
UDIN: 26100583RZESEH1570

Place: Mumbai
Date: 29 May 2026

Annexure 'A' to the Independent Auditor's Report on the Standalone Financial Statements of IL&FS Investment Managers Limited for the year ended 31 March 2026

(Referred to in paragraph 19 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment ('PPE').

The Company does not have any intangible assets.

(b) The Company physically verifies its PPE at the end of each year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. During the year, 100% of the PPE were physically verified by the Management. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The company does not have any immovable properties and hence reporting under clause 3 (i)(c) of the Order is not applicable to the company.

(d) In our opinion and according to the information and explanations given to us, the Company has not revalued its PPE during the year. The Company does not have any intangible assets.

(e) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on Clause 3(ii)(a) of the Order is not applicable to the Company.

(b) In our opinion and according to the information and explanation given to us, the Company has not been sanctioned any working capital limits at any point of time during the year, from banks or financial institutions.

iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investment or given any security or guarantee or loans or advance in nature of loans to companies, firms, limited liability partnership or any other parties during the year. The Company has granted unsecured loans, to other parties in previous years in respect of which the requisite information is as mentioned below.

(a) In our opinion and according to the information and explanations given to us, the Company has granted unsecured loans to other parties in previous years, and the details are mentioned in the following table

Particulars	Loans (₹ In Lakhs)
Aggregate amount granted during the year	
Other (Employee)	Nil
Balance outstanding as at balance sheet date in respect of above cases	
Other (Employee)	3.55

(b) In our opinion and according to the information and explanations given to us and based on the audit procedures conducted by us, the terms and conditions of the grant of all loans are not prejudicial to the Company's interest. The Company has not made investments provided any guarantee or security or advances in the nature of loans during the year.

(c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the record of the Company, in respect of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular during the year.

(d) In our opinion, according to the information and explanations given to us and on the basis of our examination of the record of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) In our opinion and according to the information and explanations given to us and on the basis of our examination of the record of the Company, neither loans or advances in nature of loans have been renewed or extended nor any fresh loans have been granted to settle the overdue of existing loans.

(f) In our opinion and according to the information and explanations given to us and on the basis of our examination of the record of the Company, the Company has not granted any loans or advances in the nature of loans to Promoters/ Related Parties (as defined in section 2(76) of the Act which are either repayable on demand or without specifying any terms or period of repayment.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act with respect to the loans given, investments made, guarantees given and security provided.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year in terms of directives issued by the Reserve Bank

Annexure 'A' to the Independent Auditor's Report on the Standalone Financial Statements of IL&FS Investment Managers Limited for the year ended 31 March 2026

of India or the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

vi. The Company is not required to maintain cost records under Section 148(1) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and hence reporting under paragraph 3(vi) of the Order is not applicable to the Company.

vii. (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST. In our opinion and according to the information and explanations given to us, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, Goods and Services Tax, duty of customs, cess and other material statutory dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable.

(b) In our opinion and according to the information and explanations given to us, there are no dues of provident fund, employees' state insurance, duty of customs, cess and any other statutory dues, which have not been deposited to/with the appropriate authority on account of any dispute. The Particulars of dues of Goods and Service Tax and Income Tax which have not been deposited to/with the appropriate authority on account of any dispute are as follows:

Name of Statue	Nature of Dues	Gross Liability Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Finance Act 1994	Service Tax	918.60	FY 2011-12 to 2014 – 15	Customs, Excise and Service Tax Appellate Tribunal.	₹ 34.45 Lakhs paid under dispute.
Finance Act 1994	Service Tax	266.62	FY 2015 – 16 to 2017- 18	Customs, Excise and Service Tax Appellate Tribunal.	₹ 18.18 Lakhs paid under dispute.
Goods and Service Tax Act 2017	GST Tax	46.45	FY 2021 - 22	Appellate Authority	Pre-deposit of Rs 2.31 Lakhs for filling appeal
Income Tax Act 1961	Income Tax	3.63	FY 2010 - 11	Commissioner of Income Tax (Appeals)	Refund of ₹ 2.33 Lakhs adjusted against the demand

viii. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) The Company has not borrowed any loans from any lender. Hence, reporting under clause 3(ix)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority or any other lender.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.

(d) The Company has not raised any loans on short term basis and hence, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and joint ventures.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries and joint ventures.

x. a) The Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.

Annexure 'A' to the Independent Auditor's Report on the Standalone Financial Statements of IL&FS Investment Managers Limited for the year ended 31 March 2026

xi. (a) In our opinion and according to the information and explanations given to us, there has been no fraud by the Company or any fraud on the Company that has been noticed or reported during the year.

(b) In our opinion and according to the information and explanations given to us, no report under sub section (12) of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the Management, there are no whistle blower complaints received by the Company during the year.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date, for the period under audit.

xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

xvi. (a) Based on the management representation stating that, although the Company satisfies the financial asset and income criteria prescribed under Section 45-IA of the Reserve Bank of India Act, 1934, it is neither carrying on nor proposing to carry on the business of a Non-Banking Financial Company ("NBFC") as its principal business, and according to the information and explanations provided to us, in our opinion, the Company is not required to obtain registration under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a) and 3(xvi)(b) of the Companies (Auditor's Report) Order, 2020 is not applicable to the Company.

(b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India.

(c) The Group has one Core Investment Company (CIC) as part of the Group.

xvii. The Company has not incurred any cash losses in the current financial year and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly paragraph 3(xviii) of the Order is not applicable to the Company.

xix. We draw attention to paragraph 5 of the Independent Auditor's Report and Note 33 to the Financial Statements, regarding management's assessment that despite no revenue from operations the Company will be able to meet its obligations over the next 12 months out of its earnings and liquid assets; and thus the management believes that the use of going concern basis is appropriate in the circumstances. Accordingly, based on the information and explanations given to us and our procedures thereon, including an evaluation of financial ratios, ageing analysis of financial assets and liabilities, and consideration of management's plans, nothing has come to our attention that causes us to believe that any material uncertainties would preclude the Company from meeting its obligations within the next year. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Also, refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in Annual report is expected to be made available to us after the date of this auditor's report.

xx. In our opinion and according to the information and explanations given to us, the provisions of section 135 of the act are not applicable to the company. Hence, reporting under clause 3(xx)(a) of the Order is not applicable.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Bharat Jain
Partner
ICAI Membership No: 100583
UDIN: 26100583RZESEH1570

Place: Mumbai
Date: 29 May 2026

Annexure 'B' to the Independent Auditors' report on the Standalone Financial Statements of IL&FS Investment Managers Limited for the year ended 31 March 2026

(Referred to in paragraph '20.6' under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to the aforesaid Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act').

Opinion

1. We have audited the internal financial controls with reference to the Standalone Financial Statements of IL&FS Investment Managers Limited ('the Company') as at 31 March 2026 in conjunction with our audit of the standalone Financial Statements of the Company for the year ended on that date.

2. In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to the Standalone Financial Statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('the Guidance Note').

Management's responsibility for Internal Financial Controls

3. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 the 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 Act.

Auditor's responsibility

4. Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('SA '), prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Standalone Financial Statements. Those SAs and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Standalone Financial Statements were established and maintained and whether such controls operated effectively in all material respects.

5. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to the standalone Financial Statements, 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 judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

6. 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 with reference to the Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to the Standalone Financial Statements

7. A company's internal financial controls with reference to the Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the Standalone Financial Statements include 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 Standalone 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 Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to the Standalone Financial Statements

8. Because of the inherent limitations of internal financial controls with reference to the Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or

Annexure 'B' to the Independent Auditors' report on the Standalone Financial Statements of IL&FS Investment Managers Limited for the year ended 31 March 2026

fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Standalone Financial Statements to future periods are subject to the risk that the internal financial controls with reference to the Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Bharat Jain
Partner
ICAI Membership No: 100583
UDIN: 26100583RZESEH1570

Place: Mumbai
Date: 29 May 2026

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2026

Amount (₹) in Lakhs

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
Financial Assets			
Cash and cash equivalents	3	63.77	384.36
Bank balance other than above	3	178.99	175.04
Trade Receivables	4	-	-
Loans	5	3.56	4.77
Investments	6	10,662.19	7,981.55
Other financial assets	7	2.40	21.68
Total Financial Assets		**10,910.91**	**8,567.40**
Non-Financial Assets			
Income Tax Asset (net)	8	272.56	250.65
Deferred Tax Assets (net)	9	-	-
Property, Plant and Equipment	10	1.13	0.95
Other Non-Financial Assets	11	519.11	528.38
Total Non-Financial Assets		**792.80**	**779.98**
TOTAL ASSETS		**11,703.71**	**9,347.38**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Payables			
Trade payables			
total outstanding dues of micro enterprises and small enterprises	12	15.52	17.50
total outstanding dues of creditors other than micro enterprises and small enterprises	12	9.75	29.98
Total Financial liabilities		**25.27**	**47.48**
Non-Financial liabilities			
Employee benefit obligations	13	38.18	20.26
Other Non-Financial Liabilities	14	222.76	224.51
Total Non-Financial liabilities		**260.94**	**244.77**
Equity			
Equity Share Capital	15	6,280.85	6,280.85
Other Equity	15	5,136.65	2,774.28
Equity attributable to owners		**11,417.50**	**9,055.13**
TOTAL LIABILITIES AND EQUITY		**11,703.71**	**9,347.38**
Summary of material accounting policies	2		

The accompanying Notes 1 to 40 form an integral part of the Standalone Financial Statements

In terms of our report attached of even date

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration No. 105146W/W100621

Bharat Jain
Partner
Membership No. 100583

Place : Mumbai
Date : May 29, 2026

For and on behalf of the Board of Directors

Chitranjan Singh Kahlon
Chairman
DIN : 02823501

Lubna Usman
Whole-time Director and CEO & CFO
DIN : 08299976

Prasad Chaoji
Company Secretary
Membership No. A29864

Place : Mumbai
Date : May 29, 2026

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2026

Amount (₹) in Lakhs

Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue :			
Revenue from Operations	17	-	75.00
Other Income	18	5,528.76	829.78
Total Revenue		**5,528.76**	**904.78**
Expenses :			
Employee benefit expense	19	381.95	539.07
Depreciation and amortisation expense	10	1.12	2.91
Other Administrative and Operating Expenses	20	354.39	519.17
Total Expenses		**737.46**	**1,061.15**
Profit before tax		**4,791.30**	**(156.37)**
Tax expense :	26		
- Current tax		-	(0.05)
- Deferred tax	9	-	61.39
Total tax expense		**-**	**61.34**
Net Profit after Tax		**4,791.30**	**(217.71)**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Actuarial Gain/(loss) of the defined benefit plans		20.51	8.11
Deferred tax asset/(Liability) on actuarial gain defined benefit plans		-	(2.04)
Items that will be reclassified to profit or loss		**-**	**-**
Total Other Comprehensive income for the year		**20.51**	**6.07**
Total Comprehensive income for the year		**4,811.81**	**(211.64)**
Earnings per equity share :			
(Equity shares of Face value (₹) 2/- each)			
- Basic	21	1.53	(0.07)
- Diluted	21	1.53	(0.07)
Summary of material accounting policies	2		

The accompanying Notes 1 to 40 form an integral part of the Standalone Financial Statements

In terms of our report attached of even date

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration No. 105146W/W100621

Bharat Jain
Partner
Membership No. 100583

Place : Mumbai
Date : May 29, 2026

For and on behalf of the Board of Directors

Chitranjan Singh Kahlon
Chairman
DIN : 02823501

Lubna Usman
Whole-time Director and CEO & CFO
DIN : 08299976

Prasad Chaoji
Company Secretary
Membership No. A29864

Place : Mumbai
Date : May 29, 2026

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2026

a. Equity Share Capital

	Note	(Amount (₹) in Lakhs)
Balance as at April 1, 2024	15	**6,280.85**
Changes in Equity Share Capital due to prior period errors		-
Restated balance at the beginning of the reporting period		6,280.85
Changes in equity share capital		-
Balance as at March 31, 2025	15	**6,280.85**
Changes in Equity Share Capital due to prior period errors		-
Restated balance at the beginning of the reporting period		6,280.85
Changes in equity share capital		-
Balance as at March 31, 2026	15	**6,280.85**

b. Other equity

Amount (₹) in Lakhs

	Securities Premium Reserve	General Reserve	Capital Redemption Reserve	Capital Reserve	Retained Earnings	Total
Balance as at April 1, 2024	**227.59**	**2,103.86**	**200.00**	**(290.58)**	**2,943.27**	**5,184.14**
Changes in Accounting policy/prior period errors	-	-	-	-	-	**-**
Restated balance at the beginning of the previous reporting year	227.59	2,103.86	200.00	(290.58)	2,943.27	**5,184.14**
Total Comprehensive Income for the year						
Profit for the year ended March 31, 2025	-	-	-	-	(217.71)	**(217.71)**
Other Comprehensive Income*	-	-	-	-	6.07	**6.07**
Dividend paid during the year	-	-	-	-	(2,198.22)	**(2,198.22)**
Balance as at March 31, 2025	**227.59**	**2,103.86**	**200.00**	**(290.58)**	**533.41**	**2,774.28**
Changes in Accounting policy/prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting year	227.59	2,103.86	200.00	(290.58)	533.41	**2,774.28**
Total Comprehensive Income for the year						
Profit for the year ended March 31, 2026	-	-	-	-	4,791.30	**4,791.30**
Other Comprehensive Income*	-	-	-	-	20.51	**20.51**
Dividend paid during the year	-	-	-	-	(2,449.44)	**(2,449.44)**
Balance as at March 31, 2026	**227.59**	**2,103.86**	**200.00**	**(290.58)**	**2,895.78**	**5,136.65**

* Represents Remeasurement of Defined Benefit Plan

Summary of material accounting policies 2

The accompanying Notes 1 to 40 form an integral part of the Standalone Financial Statements

In terms of our report attached of even date

For and on behalf of the Board of Directors

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration No. 105146W/W100621

Chitranjan Singh Kahlon
Chairman
DIN : 02823501

Bharat Jain
Partner
Membership No. 100583

Lubna Usman
Whole-time Director and CEO & CFO
DIN : 08299976

Prasad Chaoji
Company Secretary
Membership No. A29864

Place : Mumbai
Date : May 29, 2026

Place : Mumbai
Date : May 29, 2026

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2026

Amount (₹) in Lakhs

	Particulars	Year ended March 31, 2026	Year ended March 31, 2025
(A)	**CASH FLOW (USED IN)/GENERATED FROM OPERATING ACTIVITIES**		
	PROFIT BEFORE TAX	4,791.30	(156.37)
	Adjustments for :		
	Depreciation and Amortization	1.12	2.91
	(Gain)/Loss on fair valuation of Mutual Funds	(150.57)	(78.38)
	(Gain)/Loss on fair valuation of Venture Capital Funds	(91.50)	(474.71)
	Provision for diminution in value of investment	-	(884.46)
	(Profit)/Loss on sale of non-current investments	(10.05)	1,085.53
	(Profit)/Loss on sale of current investments	(88.87)	(223.69)
	(Profit)/Loss on sale of Property, Plant and Equipment (Net)	-	(4.96)
	Interest Income	(12.51)	(47.89)
	Dividend Income from non-current investments	(5,175.27)	(0.15)
	Operating Profit before working capital changes	**(736.35)**	**(782.17)**
	Changes in working capital :		
	Adjustments for (increase)/decrease in operating assets :		
	Other Financial Assets	19.84	41.37
	Other Non-Financial Assets	29.77	(55.73)
	Adjustments for increase/(decrease) in operating liabilities :		
	Trade Payables	(22.21)	11.39
	Provision for Employee Benefits (Net of reversal)	17.92	(22.53)
	Other Non-Financial Liabilities	(5.71)	28.02
	Cash generated from Operations	**(696.74)**	**(779.65)**
	Less: Taxes (paid)/refund received (Net)	(17.50)	(4.74)
	Net Cash generated from / (used in) Operating Activities (A)	**(714.24)**	**(784.39)**
(B)	**CASH FLOW FROM INVESTING ACTIVITIES**		
	(Purchase) / Sale of Venture Capital Funds (Net)	307.98	355.32
	(Purchase) / Sale of Mutual Funds (Net)	(2,647.62)	1,553.69
	Dividend Income Received	5,175.27	0.15
	Purchase of Property, Plant and Equipment	(1.31)	-
	Proceeds from Sale of Property, Plant and Equipment	-	4.96
	Interest received	8.78	78.62
	NET CASH GENERATED FROM INVESTING ACTIVITIES (B)	**2,843.10**	**1,992.74**

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2026

Amount (₹) in Lakhs

	Particulars	Year ended March 31, 2026	Year ended March 31, 2025
(C)	**CASHFLOW FROM FINANCING ACTIVITIES**		
	Dividend paid on Equity Shares	(2,449.45)	(2,198.23)
	NET CASH USED IN FINANCING ACTIVITIES (C)	**(2,449.45)**	**(2,198.23)**
(D)	**Net Increase/(Decrease) in Cash and Cash Equivalents (A+B +C)**	**(320.59)**	**(989.88)**
	Add: Cash and Cash Equivalent at the beginning of the year (Refer Note 3)	384.36	1,374.24
	Cash and Cash Equivalent at the end of the year (Refer Note 3)	**63.77**	**384.36**

Components of cash and cash equivalents and reconciliation with the amount reported in the Balance Sheet :

Particulars	As at March 31, 2026	As at March 31, 2025
Cash in hand	0.17	0.21
Bank Balance in current accounts	63.60	53.83
In fixed deposits account with maturity less than 3 months	-	330.32
Total cash and cash equivalents	**63.77**	**384.36**

Note : Cash Flow Statement has been prepared under the Indirect method as set out in Ind AS – 7 specified under Section 133 of the Act

Summary of material accounting policies 2

The accompanying Notes 1 to 40 form an integral part of the Standalone Financial Statements

In terms of our report attached of even date

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration No. 105146W/W100621

Bharat Jain
Partner
Membership No. 100583

Place : Mumbai
Date : May 29, 2026

For and on behalf of the Board of Directors

Chitranjan Singh Kahlon
Chairman
DIN : 02823501

Lubna Usman
Whole-time Director and CEO & CFO
DIN : 08299976

Prasad Chaoji
Company Secretary
Membership No. A29864

Place : Mumbai
Date : May 29, 2026

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

1) Corporate Information :

IL&FS Investment Managers Limited ("IIML" or "the Company") is a Public Limited Company domiciled in India and its registered office is situated at The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051. The Company has been incorporated under the Companies Act, 1956 on February 10, 1986 and is a domestic private equity fund management company which manages funds on behalf of leading Indian and International Institutions

As at March 31, 2026, Infrastructure Leasing & Financial Services Limited, the holding company owned 50.42% of the Company's equity share capital.

2) Material accounting policies :

(a) Statement of compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as per the Companies (Indian Accounting Standards) Rules 2015 notified under Section 133 of the Companies Act, 2013 (CA 2013) and other relevant provisions of the CA 2013 as amended from time to time. These financial statements were approved by the Board of Directors and authorised for issue on May 29, 2026

(b) Basis of preparation and presentation

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities that are measured at fair value

(c) Fair Value Measurement

Measurement of fair values

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows :

- Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 : inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3 : inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement

Further information about the assumptions made in measuring fair values is included in the note 27(b) – financial instruments

(d) Financial instruments

(i) Recognition and initial measurement

- All financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. Trade receivables are initially measured at their transaction price as defined in Ind AS 115
- All other financial assets or financial liabilities are initially measured at fair value plus, for an item not at fair value through profit and loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue

(ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified and measured at :

- amortised cost
- fair value through other comprehensive income ("FVOCI")
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition except if in the period the Company changes its business model for managing the financial assets

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL :

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

A financial asset is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL :

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL

Subsequent measurement and gains and losses are recognised as :

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss

(iii) Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss

(iv) Derecognition

- Financial Asset

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised

- Financial Liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value.

The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss

(v) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

(vi) Cash and cash equivalents

Cash comprises of demand deposits with banks. Cash equivalents are short-term balances, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term balance, as defined above as they are considered an integral part of the Company cash management

(e) Property, Plant and Equipment

Property, plant and equipment acquired by the Company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any

The acquisition cost includes the purchase price (excluding refundable taxes) and expenses, directly attributable to bringing the asset to the site and in working condition for its intended use

Intangible Assets are reported at acquisition value with deductions for accumulated amortisation and impairment losses, if any

Depreciation on asset is provided pro-rata from the date on which asset is ready to be put to use for its intended purpose on Straight-Line Method based on the estimated useful life of the assets, which are as follows :

Category of Asset	Estimated Useful Life (in years)
Assets :	
Furniture and Fixtures	5
Data Processing Equipments (Servers & Networking)	4
Data Processing Equipments (Others)	3
Office Equipments	4
Vehicles	4
Asset given to employees	3
Intangible Assets :	
Computer Software	3

As per CA 2013, depreciation of assets is required to be provided based on estimated useful life as per Schedule II of the CA 2013. However, there are certain categories of assets where the useful life of assets have been assessed as under, taking into consideration the nature of the asset, the estimated usage of the asset , the operating conditions of the asset, the past history of replacement, anticipated technological changes etc. Pursuant to the foregoing, it is proposed to continue with the existing policy of accelerated depreciation on following category of assets :

(i) Mobile Phones and iPad/Tablets 100% depreciated during the year of capitalisation due to extensive usage and technological obsolescence

(ii) Vehicles as per the current policy of 4 years as against the useful life of 8 years provided in the CA 2013

(iii) Furniture and Fixtures as per current policy of 5 years as against the useful life of 10 years provided in the CA 2013

(iv) Office Equipment as per current policy of 4 years as against the useful life of 5 years provided in the CA 2013

(v) Data Processing Equipment - Servers & Networking as per current policy of 4 years as against the useful life of 6 years provided in the CA 2013

(vi) Assets provided to Employees as perquisites would be depreciated over a period of 3 years in line with the rules set in the Employee Hand Book

(vii) Individual assets costing ₹ 5,000/- or less in the year of capitalisation shall be depreciated 100% for all the categories of assets

Residual value of all assets is retained at ₹ 1/- till they are disposed/written off

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying of the asset and is recognised in profit or loss

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

(f) Revenue recognition

(i) Rendering of services

The Company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115, Revenue from Contracts with Customers to determine when to recognise revenue and at what amount

Revenue is measured based on the consideration specified in the contract with a customer. Revenue from contracts with customers is recognised when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur

If the consideration promised in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for rendering the promised services to a customer. The amount of consideration can vary because of discounts, rebates, refunds, credits, price concessions, incentives, performance bonuses, or other similar items. The promised consideration can also vary if an entitlement to the consideration is contingent on the occurrence or non-occurrence of a future event

The Company principally generates revenue by providing investment management/ advisory services to various funds

Services	Nature, timing of satisfaction of performance obligations and significant payment terms
Investment Management/Advisory Services	The Company provides investment management/ advisory services to various funds over the life of those funds and is entitled to management/ advisory fees. Management/advisory fees are calculated on the applicable rates and bases as stipulated in the investment management/ advisory agreement between the Company and the funds. As the services are to be provided over the life of the funds, this implies that performance obligation is satisfied over time The transaction price of the management/ advisory fees is based on the disposition proceeds, Net invested capital, Net capital commitment, and outstanding capital as applicable (variable consideration-based), however, this is not constrained since it can easily and accurately be calculated The Company determines that it can allocate the entire amount of management/advisory fees because the management/advisory fees relate specifically to the service provided during life of the funds Therefore, revenue in the form of management/ advisory fees is recognised over time

(ii) Recognition of dividend income, interest income from financial instruments

- Dividend income is recognised in the Statement of Profit and Loss on the date on which the Company's right to receive dividend is established.
- Interest income or expense is recognised using the effective interest rate method

(g) Income Tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income

(i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously

(h) Foreign Currencies

The Company's financial statements are presented in ₹, which is also the Company's functional currency

In preparing the financial statements of Company, transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Foreign exchange gains and losses resulting from settlement of such transactions are generally recognised in the profit and loss

Non-monetary foreign currency items are carried at cost

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively)

(i) Provisions (other than for employee benefits), contingent liabilities, contingent assets and commitments

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable

Commitments includes the amount of purchase order (net of advance) issued to counterparties for supplying/ development of assets and amounts pertaining to Investments which have been committed but not called for

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date

(j) Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure

Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original Effective Interest Rate (EIR). ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the statement of profit and loss

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

(k) Employee benefits

(i) Short Term Obligations : Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting and are measured at the amounts expected to be paid when the liabilities are settled

(ii) Retirement benefit costs and termination benefits : Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. The Company has no obligation, other than the contribution payable to the provident fund

The Company provides for gratuity, a defined benefit plan. Incremental liability for gratuity based on actuarial valuation/management estimates as per the projected unit credit method as at the reporting date, is charged as expenses in the Statement of Profit and Loss. Actuarial gains and losses arising from changes in actuarial/ management assumptions are recognised in other comprehensive income and shall not be reclassified to the Statement of Profit and Loss in a subsequent period

(iii) Leave Encashment : The Company provides for the encashment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment/availment. The liability is provided based on the actual number of days of unutilised leave at each Balance Sheet date on the basis of a management estimate/independent actuarial valuation

(l) Leases

At the inception of a contract, assessment is being done by Company whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company reassesses whether a contract is, or contains, a lease only if the terms and conditions of the contract are changed

As a Lessor :

A lessor shall classify each of its leases as either an operating lease or a finance lease

As a Lessee :

At the commencement date, a lessee shall recognise a right-of-use ("ROU") asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The nature of expenses would be depreciation charge for ROU assets and interest expense on lease liabilities

The Company in the capacity of lessee has classified each of its leases as short term leases (having a lease term of 12 months or lower) and has recognised the lease payments as an expense on either a straight-line basis over the lease term or another systematic basis. The related cash flows are classified as Operating activities in the Statement of Cash Flows

(m) Earnings Per Share

In determining earnings per share, the Company considers the profit attributable to the owners of the company. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of additional equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date

(n) Cash flow Statements

Cash flows are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

(o) Segment reporting

An operating segment is a component of a Company that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relates to transactions with any of the Company's other components, for which discrete financial information is available, and such information is regularly reviewed by the Company's Chief Operating Decision Maker (CODM) to make key decision on operations of the segments and assess its performance.

The Company operates in one reportable business segment i.e. "Asset Management and other related services"

(p) Goods and Services Tax

Goods and Services Tax ("GST") is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing the credits

(q) Operating Cycle

Based on the nature of activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current

(r) Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2026 is included in the following notes :

(i) Note 28 Impairment of financial assets (including trade receivable)

(ii) Note 13 Estimation of defined benefit obligations

(iii) Note 33 Estimation for preparation of financials under going concern assumption

(s) Rounding off

All amounts disclosed in the financial statement and notes have been rounded off to the nearest Lakhs, unless otherwise stated

(t) The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2026, MCA has not notified any new standards or amendments to the existing standards applicable to the Company which are not yet effective.

3) Cash and Cash Equivalents :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Cash in hand	0.17	0.21
Bank Balance in current accounts	63.60	53.83
In fixed deposits account with maturity less than 3 months	-	330.32
Total cash and cash Equivalent	**63.77**	**384.36**
Other bank balances		
Balances with banks for unclaimed dividend	178.99	175.04
Total Other Bank Balances	**178.99**	**175.04**
Total	**242.76**	**559.40**

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

4) Trade Receivables:

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables		
Trade Receivables considered good - Unsecured	-	-
Trade Receivables - Credit Impaired	363.97	363.97
	363.97	**363.97**
Less: Allowance for Expected Credit Losses	(363.97)	(363.97)
Total Trade Receivable	**-**	**-**

The Company exposure to credit risk relating to trade receivables and provision for loss allowance is disclosed in Note 28

Ageing of Trade Receivables as at March 31, 2026 **Amount (₹) in Lakhs**

	Unbilled Dues	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than - 3 year	Total
(i) Undisputed Trade receivables – considered good	-	-	-	-	-	-	-	**-**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	**-**
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	363.97	**363.97**
(iv) Disputed Trade Receivables –considered good	-	-	-	-	-	-	-	**-**
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	**-**
Total	**-**	**-**	**-**	**-**	**-**	**-**	**363.97**	**363.97**

Ageing of Trade Receivables as at March 31, 2025

Amount (₹) in Lakhs

	Unbilled Dues	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than - 3 year	Total
(i) Undisputed Trade receivables – considered good	-	-	-	-	-	-	-	-
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	363.97	363.97
(iv) Disputed Trade Receivables –considered good	-	-	-	-	-	-	-	-

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

Amount (₹) in Lakhs

	Unbilled Dues	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than - 3 year	Total
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**	**-**	**363.97**	**363.97**

5) **Loans :**

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good		
Loans and advances to employees	3.56	4.77
Total Loans	**3.56**	**4.77**

6) **Investments :**

Amount (₹) in Lakhs

Particular	As at March 31, 2026		As at March 31, 2025	
	QTY	(₹)	QTY	(₹)
Investments in Equity Instruments				
Unquoted at cost				
In Subsidiary Companies				
IL&FS Urban Infrastructure Managers Ltd	1,000,000	100.00	1,000,000	100.00
IL&FS Investment Advisors LLC	57,001	8.55	57,001	8.55
Andhra Pradesh Urban Infrastructure Asset Management Limited	10,200,000	1,020.00	10,200,000	1,020.00
IL&FS Infra Asset Management Limited	16,800,000	1,785.84	16,800,000	1,785.84
IL&FS AMC Trustee Limited	250,000	25.28	250,000	25.28
In Joint Venture				
IL&FS Milestone Realty Advisors Private Ltd	400,000	8.00	400,000	8.00
In Others				
Avantika Gas Ltd	8,250	0.82	8,250	0.82
Total Investment in Equity Instruments (I)		**2,948.49**		**2,948.49**
Investment in Unquoted Redeemable Participating Shares at cost				
In Subsidiary companies				
IL&FS Investment Advisors LLC	100,000	0.45	100,000	0.45
IL&FS Investment Advisors LLC Series I	249,99,900	126.00	249,99,900	126.00
Total Investment in Participating shares (II)		**126.45**		**126.45**
Investment in Managerial Units of Venture Fund at cost				
Unquoted				
Infrastructure Leasing & Financial Services Realty Fund (Class C Units)	500	0.50	500	0.50

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

Amount (₹) in Lakhs

Particular	As at March 31, 2026		As at March 31, 2025	
	QTY	(₹)	QTY	(₹)
IFIN Realty Trust (Class C Units)	10	1.00	10	1.00
Tara India Fund IV Trust (Class C Units)	50	5.00	50	5.00
Tara India Fund III Trust (Class C Units)	50	5.00	50	5.00
Tara India Fund III Domestic Trust (Class B Units)	500	5.00	500	5.00
Total Investment in Managerial Units of Venture Fund at cost (III)		**16.50**		**16.50**
Investment in Units of Venture Fund at FVTPL				
Infrastructure Leasing & Financial Services Realty Fund – Class A Units	120.17	37.88	164.93	104.20
Tara India Fund III Trust – Class A Units	-	-	2.20	17.27
IFIN Realty Trust – Class A Units	11.27	27.70	17.51	32.51
Tara India Fund IV Trust – Class A Units	53.92	1,098.98	70.79	1,217.01
Total Investment in Units of Venture Fund (IV)		**1,164.56**		**1,370.99**
Total Unquoted Investments (I+II+III+IV) (A)		**4,256.00**		**4,462.43**
Aggregate amount of unquoted investments		4,256.00		4,462.43
Aggregate amount of Provision for diminution		-		-
Investment in mutual funds at FVTPL				
Unquoted				
ICICI Savings Fund – Regular – Growth	2,01,418.79	1,146.11	2,01,418.79	1,072.57
ABSL Floating Rate Fund – Growth	1,40,743.84	511.15	1,40,743.84	479.34
Nippon India Money Market Fund – Growth Plan	27,693.76	1,201.52	12,443.95	506.58
Nippon India Corporate Bond Fund – Growth	17,99,542.95	1,113.63	9,80,655.51	574.89
Aditya Birla Sun Life Low Duration Fund	1,82,668.87	1,247.31	1,17,382.83	755.59
Aditya Birla Sun Life Saving Fund – Growth	-	-	24,221.29	130.15
ICICI Prudential Money Market Fund – Growth	2,98,998.01	1,186.47	-	-
Total investment in mutual funds (B)		**6,406.19**		**3,519.12**
Aggregate amount of unquoted investments		**6,406.19**		**3,519.12**
Total Investments (A+B)		**10,662.19**		**7,981.55**
(i) Investments outside India		**135.00**		**135.00**
(ii) Investments within India		**10,527.19**		**7,846.55**

The Company exposure to price risk for fair value measurement is disclosed in Note 28

7) Other financial assets :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Interest accrued on Fixed Deposits	-	0.65
Security Deposits	0.91	0.91
Others	12.49	31.12
Less: Allowance for Expected Credit Losses	(11.00)	(11.00)
Total Other Financial Asset	**2.40**	**21.68**

Others include recoverable on account of reimbursement of out of pocket expenses

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

8) Income Tax Asset (net) :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Advance payment of taxes	272.56	250.65
Total (A)	**272.56**	**250.65**
Income tax payable (B)	-	-
Net Income Tax Assets (A - B)	**272.56**	**250.65**

9) Deferred Tax Assets & Liabilities :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred Tax Assets (Net)	-	-
Total	**-**	**-**

Movement in deferred tax balances :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	Movement Recognised in profit and loss	Movement Recognised in OCI	As at March 31, 2025
Tax effect of items constituting deferred tax liabilities				
FVTPL financial asset	207.53	60.93	-	146.60
Total	**207.53**	**60.93**	**-**	**146.60**
Tax effect of items constituting deferred tax assets				
Property, Plant and Equipment	20.12	(3.26)	-	23.38
Employee Benefit Obligations	9.61	4.51	-	5.10
Expected Credit Loss	94.37	-	-	94.37
Carried Forward Losses	734.91	(17.49)	-	752.40
Total	**859.01**	**(16.24)**	**-**	**875.25**
Restricted to Deferred Tax Liabilities	**207.53**	**60.93**	**-**	**146.60**
Net Tax (Liability)/Asset	**-**	**-**	**-**	**-**

The Company has unused tax losses and unabsorbed depreciation under the head Business Loss and Long Term Capital Loss as per the Income Tax Act, 1961 as at March 31, 2026. Based on the probable uncertainty regarding the set off these losses, the Company has not recognized deferred tax asset in the standalone financial statements. Details of tax losses and unabsorbed depreciation are as under :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Within five years	947.48	849.89
More than five years	1,958.76	2,125.81
No expiry	13.80	13.82
Total	**2,920.04**	**2,989.52**

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

10) Property, Plant and Equipment :

Amount (₹) in Lakhs

Description of Assets	Furniture and Fixtures	Office Equipment's	Data Processing Equipment's (Others)	Vehicles	Total
I Deemed Cost					
Balance as at April 1, 2024 (Restated)	**12.65**	**18.87**	**31.04**	**28.97**	**91.53**
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Balance as at March 31, 2025	**12.65**	**18.87**	**31.04**	**28.97**	**91.53**
Balance as at March 31, 2025	**12.65**	**18.87**	**31.04**	**28.97**	**91.53**
Additions	-	-	1.31	-	1.31
Disposals	-	-	(0.01)	-	(0.01)
Balance as at March 31, 2026	**12.65**	**18.87**	**32.34**	**28.97**	**92.83**
II Accumulated Depreciation and impairment					
Balance as at April 1, 2024 (Restated)	**12.46**	**18.21**	**28.03**	**28.97**	**87.67**
Deletion on disposal of sale	-	-	-	-	-
Assets Written off	-	-	-	-	-
Depreciation expense for the year	-	-	2.91	-	2.91
Balance as at March 31, 2025	**12.46**	**18.21**	**30.94**	**28.97**	**90.58**
Deletion on disposal of sale	-	-	-	-	-
Assets Written off	-	-	-	-	-
Depreciation expense for the year	0.19	0.66	0.27	-	1.12
Balance as at March 31, 2025	**12.65**	**18.87**	**31.21**	**28.97**	**91.70**
III Net Carrying Amount					
Balance as at March 31, 2025	**0.19**	**0.66**	**0.10**	**-**	**0.95**
Balance as at March 31, 2026	**-**	**-**	**1.13**	**-**	**1.13**

Note : The Company has not revalued its Property, Plant and Equipment during the year

11) Other Non-Financial Assets :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Prepaid Expenses	5.50	7.96
Gratuity Fund Assets (Net)	112.43	143.00
Receivable from Gratuity Trust	2.15	-
Indirect taxes recoverable	399.03	377.42
Total Non-Financial Assets	**519.11**	**528.38**

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

12) Trade Payables :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Trade Payables		
Total outstanding dues of Micro Enterprises and Small Enterprises *	15.52	17.50
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	9.75	29.98
Total Trade Payables	**25.27**	**47.48**

Note:

* The total amount of outstanding dues to MSME of ₹ 15.30 Lakhs (Previous Year ₹ 15.30 Lakhs) represent a provision made as on March 31, 2026 and for which invoice is not due

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.22	2.20
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
The amount of interest paid by buyer in terms of Section 16 of the Act	-	-
The amount of the payment made to the supplier beyond the appointed day during the year	-	-
The amounts of interest accrued and remaining unpaid at the end of financial year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding the interest specified under this Act	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

The Company exposure to liquidity risk relating to trade payables is disclosed in Note 28

Ageing of Trade Payables as at March 31, 2026

Amount (₹) in Lakhs

	Unbilled Dues	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	15.30	0.22	-	-	-	-	**15.52**
Others	9.75	-	-	-	-	-	**9.75**
Disputed dues – MSME	-	-	-	-	-	-	**-**
Disputed dues – Others	-	-	-	-	-	-	**-**
Total	**25.05**	**0.22**	**-**	**-**	**-**	**-**	**25.27**

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

Ageing of Trade Payables as at March 31, 2025

Amount (₹) in Lakhs

	Unbilled Dues	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	15.30	2.20	-	-	-	-	**17.50**
Others	29.98	-	-	-	-	-	**29.98**
Disputed dues – MSME	-	-	-	-	-	-	**-**
Disputed dues – Others	-	-	-	-	-	-	**-**
Total	**45.28**	**2.20**	**-**	**-**	**-**	**-**	**47.48**

13) Employee benefit obligations :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for compensated absences	38.18	20.26
	38.18	**20.26**

On November 21, 2025, the Government of India notified the provisions of the Labour Codes, which consolidate twenty-nine existing labour laws into a unified framework governing employee benefit during and after employment. Among other changes, the Codes introduce a uniform definition of wages and revise certain employee entitlements. The Company has evaluated and disclosed the incremental impact of these changes based on the position presently ascertainable, in line with the guidance issued by the Institute of Chartered Accountants of India. The Company has recognised an incremental expense of Rs. 18.93 Lakh for the year ended March 31, 2026, relating to gratuity obligation, which has been presented as part of employee benefit expenses representing past service cost. The Company continues to monitor the finalisation of Central and State rules, as well as any further clarifications issued by the Government, and will incorporate any additional accounting implications as required in future periods

Particulars relating to Ind AS 19 “Employee Benefits” (Revised) is provided below :

a) Defined-Contribution Plans :

The Company has recognised ₹ 11.53 Lakhs (Previous year ₹ 20.86 Lakhs) as expense in the Statement of Profit and Loss under Company’s Contribution to Provident Fund, which is maintained with the office of Regional Provident Fund Commissioner and ₹ 4.51 Lakhs (Previous year ₹ 7.96 Lakhs) as Company’s contribution to Superannuation Fund maintained with Life Insurance Corporation of India

There has been a Supreme Court of India judgement dated February 28, 2019 relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the EPF Act. There are interpretative aspects related to the Judgement including the effective date of application. The Company has deducted provident fund as per Supreme Court judgement with effect from 01 April 2019. But in the absence of any notification from PF Authorities, the Company has not deducted additional provident fund of previous years yet. The Company will continue to assess any further developments in this matter for the implications on financial statements, if any

b) Defined–Benefit Plans :

The Company operates funded post retirement defined benefit plans for gratuity, details of which are as follows :

Amount (₹) in Lakhs

Assets and Liability (Balance Sheet Position)	As on	
Particulars	March 31, 2026	March 31, 2025
Present Value of Obligation	387.73	386.80
Fair Value of Plan Assets	500.16	529.80
Net Asset / (Liability)	**112.43**	**143.00**

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

Amount (₹) in Lakhs

Expenses Recognised during the year	For the year ending	
Particulars	**March 31, 2026**	**March 31, 2025**
In Income Statement	16.48	(1.80)
In Other Comprehensive Income	(20.51)	(8.11)
Total Expenses Recognised during the year	**(4.03)**	**(9.91)**

Amount (₹) in Lakhs

Changes in the Present Value of Obligation	For the year ending	
Particulars	**March 31, 2026**	**March 31, 2025**
Present Value of Obligation as at the beginning	386.80	359.17
Current Service Cost	6.68	7.50
Interest Expense or Cost	24.69	25.66
Re-measurement (or Actuarial) (gain)/loss arising from :		
- change in demographic assumptions	-	-
- change in financial assumptions	(3.10)	4.44
- experience variance (i.e. Actual experiences assumptions)	(17.41)	(9.97)
Past Service Cost	18.93	-
Benefits Paid	(67.21)	-
Transfer In	38.35	-
Present Value of Obligation as at the end of the year	**387.73**	**386.80**

Amount (₹) in Lakhs

Bifurcation of Net Liability/(Asset)	As on	
	March 31, 2026	**March 31, 2025**
Current Liability/(Asset) - Short term	256.01	266.91
Non-Current Liability/(Asset) - Long term	131.72	119.89
Net Liability/(Asset)	**387.73**	**386.80**

Amount (₹) in Lakhs

Changes in the Fair Value of Plan Assets	For the year ending	
Particulars	**March 31, 2026**	**March 31, 2025**
Fair Value of Plan Assets as at the beginning	529.80	489.39
Investment Income	33.82	34.97
Employer's Contribution	3.75	2.86
Benefits Paid	(67.21)	-
Return on plan assets, excluding amount recognised in net interest expense	-	2.58
Fair Value of Plan Assets as at the end of the year	**500.16**	**529.80**

Amount (₹) in Lakhs

Expenses Recognised in the Income Statement	For the year ending	
Particulars	**March 31, 2026**	**March 31, 2025**
Current Service Cost	6.68	7.50
Past Service Cost	18.93	-
Loss/(Gain) on settlement	-	-
Net Interest Cost/(Income) on the Net Defined Benefit Liability/(Asset)	(9.13)	(9.30)
Expenses Recognised in the Income Statement	**16.48**	**(1.80)**

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

Amount (₹) in Lakhs

Other Comprehensive Income	For the year ending	
Particulars	**March 31, 2026**	**March 31, 2025**
Actuarial (gains)/losses		
- change in demographic assumptions	-	-
- change in financial assumptions	(3.10)	4.44
- experience variance (i.e. Actual experience vs assumptions)	(17.41)	(9.97)
Return on plan assets, excluding amount recognised in net interest expense	-	(2.58)
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-
	(20.51)	**(8.11)**

Amount (₹) in Lakhs

Financial Assumption	As on	
Particulars	**March 31, 2026**	**March 31, 2025**
Discount Rate (per annum)	6.90%	6.50%
Salary Growth Rate (per annum)	6.00%	6.00%

Amount (₹) in Lakhs

As at March 31, 2026	Changes in Assumptions	Impact on define benefit obligation	
		Increase	**Decrease**
Discount Rate	1%	(7.27)	7.86
Salary Escalation Rate	1%	6.07	(5.72)
Employee Turnover	0.5%	2.16	(2.67)

Amount (₹) in Lakhs

As at March 31, 2025	Changes in Assumptions	Impact on define benefit obligation	
		Increase	**Decrease**
Discount Rate	1%	(6.69)	7.26
Salary Escalation Rate	1%	7.22	(6.78)
Employee Turnover	0.5%	0.56	(0.75)

Other Details :

The estimates of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors. The above information is certified by the actuary and relied upon by the Auditors

14) Other Non-financial Liabilities :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory Dues payable	18.99	27.03
Other Payables	24.78	22.45
Unclaimed Dividend	178.99	175.04
Total Other Non-financial Liabilities	**222.76**	**224.51**

a) Other Payables pertains to amount payable for employees Provident Fund, Professional Tax, Full & Final dues to employees and employee reimbursements

b) Unclaimed Dividend of ₹ 178.99 Lakhs relates to the period from FY 2018-2019 to FY 2025-2026. During the year ended March 31, 2026 an amount of ₹ 28.84 Lakhs (Previous year : ₹ 33.46 Lakhs) has been transferred to the Investor Education and Protection Fund relating to amounts for the year ended March 31, 2018 (Previous year : March 31, 2017)

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

15) A) Equity Share Capital :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of shares	(₹)	Number of shares	(₹)
AUTHORISED				
Equity Shares of ₹ 2/- each with voting rights	386,000,000	7,720.00	386,000,000	7,720.00
ISSUED, SUBSCRIBED AND FULLY PAID UP				
Equity Shares of ₹ 2/- each with voting rights	314,032,740	6,280.65	314,032,740	6,280.65
Add : Forfeited Shares		0.20		0.20
Equity Shares of ₹ 2/- each with voting rights	**314,032,740**	**6,280.85**	**314,032,740**	**6,280.85**

i) Reconciliation of the number of shares outstanding at the beginning and at the end of the year :

Particulars	Opening balance (Restated)	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in Equity Share Capital	Closing balance
As at March 31, 2026					
Number of shares	314,032,740	-	314,032,740	-	314,032,740
Amount (₹)	628,085,480	-	628,085,480	-	628,085,480
As at March 31, 2025					
Number of shares	314,032,740	-	314,032,740	-	314,032,740
Amount (₹)	628,085,480	-	628,085,480	-	628,085,480

ii) Details of Holding Company and shareholders holding more than 5% of the share capital :

Name of the Shareholder	As at March 31, 2026		As at March 31, 2025	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Infrastructure Leasing & Financial Services Limited, the Holding Company	158,333,152	50.42	158,333,152	50.42

iii) Details of Shares held by Promoters as at March 31, 2026 :

Name of the Shareholder	As at March 31, 2026		As at March 31, 2025	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Infrastructure Leasing & Financial Services Limited, the Holding Company	158,333,152	50.42	158,333,152	50.42

iv) Rights, preference and restrictions attached to equity shares : The Company has one class of Equity Shares with face value of Amount ₹ 2/- each. Each Shareholder has a voting right in proportion to their holding of the paid up Equity Share Capital of the Company. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, in proportion to the number of equity shares held after distribution of all preferential amounts. However, no such preferential amounts exist currently

v) No shares were allotted by the Company as fully paid up by way of bonus shares for preceding five years

vi) Forfeited shares : During the financial year 1997-98 the Company had forfeited 10,000 equity shares of ₹ 2/- each on which amount paid up was ₹ 20,000/-

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

vii) No shares were bought back by the Company during the last five years

viii) No shares were allotted by the Company as fully paid-up 'pursuant to any contract without payment being received in cash' in last five years

B) Other Equity :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Securities Premium Reserve	227.59	227.59
General Reserve	2,103.86	2,103.86
Capital Redemption Reserve	200.00	200.00
Capital Reserve	(290.58)	(290.58)
Retained Earnings	2,895.78	533.41
Total Other Equity	**5,136.65**	**2,774.28**
Securities Premium Reserve		
Opening Balance*	227.59	227.59
Closing Balance	**227.59**	**227.59**
General Reserve		
Opening Balance*	2,103.86	2,103.86
Closing Balance	**2,103.86**	**2,103.86**
Capital Redemption Reserve		
Opening Balance*	200.00	200.00
Closing Balance	**200.00**	**200.00**
Capital Reserve		
Opening Balance*	(290.58)	(290.58)
Closing Balance	**(290.58)**	**(290.58)**
Retained Earnings		
Opening Balance*	533.41	2,943.27
Net Profit/(Loss) for the year	4,791.30	(217.71)
Other Comprehensive Income	20.51	6.07
Dividend paid during the year	(2,449.44)	(2,198.22)
Closing Balance	**2,895.78**	**533.41**

* For opening balance, also refer Statement of Changes in Equity

Nature and purpose of reserve :

(i) Security Premium Reserve : Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013

(ii) General Reserve : The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes as the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss

(iii) Capital Redemption Reserve : Capital Redemption reserve is created out of profits on account of redemption of preference share

(iv) Capital Reserve : Capital Reserve is created on account of effect of merger under the Scheme of Amalgamation

(v) Retained earning : Retained earnings are the profits that the Company has earned till date, add/(less) any transfers from/(to) general reserve and dividends or other distributions paid to shareholders. Retained earnings includes re-measurement gain/(loss) on defined benefit obligations, net of taxes that will not be reclassified to Profit and Loss

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

16) a) Capital Commitments :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Capital Commitments :		
Uncalled commitments on units of Venture Capital Fund	**164.77**	**149.57**

b) Contingent Liabilities :

i) There are no claims against the company, not acknowledged as debt or any liability of contingent nature

ii) The Company has filed an appeal with Good and Service Tax Appellate Authority, Mumbai on April 1, 2026 against demand of excess Input Tax Credit claimed for FY 2021-2022. The additional tax demand is ₹ 23.09 Lakh, interest is ₹ 18.97 Lakh and penalty is ₹ 4.39 Lakh. The Company has paid ₹ 2.31 Lakh as pre-deposit against the said demand for filing the Appeal

iii) Service tax demand contested by the Company (‘IIML Asset Advisors Limited’) of ₹ 1,185.22 Lakh are disputed with the Service Tax Authority for the period from April 1, 2011 to June 30, 2017 towards classification of services rendered by the Company and disallowing Export of Service claim. The Company has paid ₹ 52.63 Lakh under dispute and has filed an appeal against the order

iv) Income tax demand contested by the Company (’IL&FS Asian Infrastructure Managers Limited’) for A.Y. 11-12 of ₹ 3.63 Lakh and refund have been adjusted against the said demand of ₹ 2.33 Lakh

17) Revenue from Operations :

Amount (₹) in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Fees from Management Services	-	75.00
Total Revenue from Operations	**-**	**75.00**

18) Other Income :
Other Income comprises of :

Amount (₹) in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest Income		
On Financial Assets recognised at amortised cost :		
- Fixed Deposits with Banks	7.92	47.62
- Loans to employee	0.21	0.27
On Others :		
Interest on Income Tax Refund	4.38	-
Dividend income		
- Dividend income from Investments	5,175.27	0.15
Realised gain/(loss) on sale of investments :		
- On non-current investments	10.05	-
- Other current investments	88.87	223.69
Net unrealised gain/(loss) on investments at FVTPL :		
- On current investments	242.06	553.09
Profit on sale of Fixed Asset	-	4.95
Miscellaneous Income	-	0.01
	5,528.76	**829.78**

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

19) Employee Benefit Expense

Amount (₹) in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries and Allowances	337.59	496.99
Contribution to Provident fund and other funds	32.52	27.02
Staff Training and welfare expenses	11.84	15.06
	381.95	**539.07**

20) Other Administrative and Operating Expenses :

a) Other Administrative and Operating Expenses consists of :

Amount (₹) in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Rent	108.07	81.75
Rates and Taxes	49.81	35.49
Electricity and Water Charges	1.34	1.73
Travelling and Conveyance	1.33	7.42
Insurance	3.71	5.38
Repairs and Maintenance	2.14	2.28
Audit Fees [see note (b)]	30.50	27.25
Legal and Professional Expenses	108.52	96.66
Director Sitting Fees	11.95	10.70
Expenditure on Corporate Social Responsibility	-	8.82
Miscellaneous Expenses	37.02	40.62
Net Loss on sale of non-current investments	-	201.07
	354.39	**519.17**

Miscellaneous Expenses includes advertisement expenses, general office expenses, postage and telecommunication, printing and stationery and subscription to clubs/associations

b) Audit fees consist of amount paid/payable :

Amount (₹) in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Statutory Audit	17.00	17.00
Limited review of quarterly results	9.75	9.75
Out of pocket expenses	-	-
For other services, certification etc.	3.75	0.50
Total	**30.50**	**27.25**
The above fees are exclusive of GST		

c) Earnings in Foreign Currency (on accrual basis) :

Amount (₹) in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Management/Advisory Fee Income	-	75.00
Dividend Income	4,502.94	-

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

d) Expenditure in Foreign Currency (on accrual basis) on :

Amount (₹) in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Expenses	-	-

21) Earnings Per Share :

In accordance with the Indian Accounting Standard on 'Earnings Per Share' (Ind AS-33), the Basic Earnings per Share and Diluted Earnings Per Share has been computed by dividing the Profit After Tax by the Weighted number of equity shares for the respective period as under :

Amount (₹) in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit After Tax (₹)	4,791.30	(217.71)
Weighted Average Number of Equity Shares in calculating Basic and Diluted EPS	3,140.33	3,140.33
(i) Nominal Value per share (₹)	2.00	2.00
(ii) Basic Earnings per share (₹)	1.53	(0.07)
(iii) Diluted Earnings per share (₹)	1.53	(0.07)

22) Leases :

The Company has entered into a Business Service Agreement with Infrastructure Leasing & Financial Services Limited ("IL&FS") for the use of certain office premises, furniture, fixtures, and other facilities located at the IL&FS Business Centre. The agreement is effective for a period of 12 months commencing from April 1, 2024, and is renewable upon mutual consent of both parties

In accordance with the provisions of Ind AS 116 "Leases", this arrangement qualifies as a short-term lease, and accordingly, the Company has elected to apply the recognition exemption available for short-term leases. As a result, no right-of-use asset or corresponding lease liability has been recognized in the financial statements for the year ended March 31, 2026

23) Dividend paid in Foreign Currencies to Non-resident Shareholders :

The dividend of Rs Nil (Previous Year : Nil) has been paid in Foreign Currencies to non-resident shareholders in current year

24) Derivatives and foreign currency Exposures :

There are no forward exchange contracts outstanding as at March 31, 2026

25) Disclosure as required by Ind AS 24 on "Related Party Disclosures" are made below :

Related Parties with whom there were transactions during the year :

a) Name of the Related Parties and Description of Relationship :

Sr. No.	Holding Company
1	Infrastructure Leasing & Financial Services Limited [IL&FS]
Sr. No.	**Subsidiaries**
1	IL&FS Asian Infrastructure Managers Limited [IAIML] (Merged with the Company w.e.f. August 23, 2024)
2	IIML Asset Advisors Limited [IAAL] (Merged with the Company w.e.f. August 23, 2024)
3	IL&FS Investment Advisors LLC [IIAL]
4	IL&FS Infra Asset Management Limited [IIAML]
5	IIML Fund Managers (Singapore) Pte Limited [IFMSPL] (Liquidated w.e.f. November 7, 2024)
6	Andhra Pradesh Urban Infrastructure Asset Management Limited
7	IL&FS AMC Trustee Limited
8	IL&FS Urban Infrastructure Managers Ltd
9	Saffron Investment Trust_(Subsidiary of IIAL)

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

Sr. No.	Fellow Subsidiaries
1	IL&FS Securities Services Limited [ISSL]
2	IL&FS Financial Services Limited [IFIN]
3	IL&FS Private Equity Trust A/c. IL&FS Realty Fund [IL&FS RF]
4	IFIN Realty Trust [IFINRT]
5	IL&FS IIDC Fund [IIDC]
6	IL&FS Energy Development Company Limited [IEDCL]
Sr. No.	**Joint Venture Companies**
1	IL&FS Milestone Realty Advisors Private Limited [IMRAPL]
2	Standard Chartered IL&FS Management (Singapore) Pte Ltd [SCILFS] (Liquidated w.e.f. September 27, 2024)
Sr. No.	**Key Management Personnel**
1	Mr Chitranjan S Kahlon – Chairman & Non-Executive Independent Director
2	Mr Munish Saraogi – Non-Executive Independent Director (from April 1, 2024)
3	Mr Kaushik Modak – Non-Executive Nominee Director (upto February 20, 2026)
4	Ms Priya Shetty – Non-Executive Nominee Director
5	Ms Lubna Usman – Whole-time Director, CEO and CFO
6	Mr Gaurav Khungar – Non-Executive Nominee Director (from November 14, 2024)
7	Ms Jayashree Ramaswamy – Non-Executive Additional Director (from February 13, 2026)

b) The nature and volume of transactions during the year ended March 31, 2026, with the above related parties were as follows:

Amount (₹) in Lakhs

Nature of Transaction	Holding Company	Subsidiaries	Fellow Subsidiaries	Joint Ventures	Key Management Personnel
Dividend Income					
IIAML	-	672.00	-	-	-
IIAL	-	4,502.94	-	-	-
Other Expenses					
ISSL	-	-	0.64	-	-
Rent paid					
IL&FS	108.12	-	-	-	-
Repairs & Maintenance – Others					
IL&FS	0.14	-	-	-	-
Electricity Charges					
IL&FS	1.32	-	-	-	-
Other Reimbursement (Paid)/Recovered					
IL&FS	0.29	-	-	-	-
IL&FS RF	-	-	18.86	-	-
IFINRT	-	-	1.47	-	-
Dividend Paid					
IL&FS	1,235.00	-	-	-	-
Payment to Directors					
Sitting Fees	-	-	-	-	11.95

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

c) The nature and volume of transactions during the year ended March 31, 2025, with the above-related parties were as follows :

Amount (₹) in Lakhs

Nature of Transaction	Holding Company	Subsidiaries	Fellow Subsidiaries	Joint Ventures	Key Management Personnel
Advisory/Management Fee Income					
IIAL	-	75.00	-	-	-
Proceeds from Divestment of Equity Share Investment					
IFMSPL	-	317.43	-	-	-
SCILFS	-	8.23	-	-	-
Other Expenses					
ISSL	-	-	4.77	-	-
Rent paid					
IL&FS	73.30	-	-	-	-
Repairs & Maintenance – Others					
IL&FS	0.14	-	-	-	-
Electricity Charges					
IL&FS	1.89	-	-	-	-
Other Reimbursement (Paid)/Recovered					
IL&FS	0.08	-	-	-	-
IL&FS RF	-	-	17.37	-	-
IFINRT	-	-	9.04	-	-
Dividend Paid					
IL&FS	1,108.33	-	-	-	-
Payment to Directors					
Sitting Fees	-	-	-	-	10.70

d) Statement of significant balances as at March 31, 2026 are as follows :

Amount (₹) in Lakhs

Nature of Transaction	Holding Company	Subsidiaries	Fellow Subsidiary	Key Management Personnel
Trade Payables				
IL&FS	1.29	-	-	-
IFIN	-	-	1.16	-
Trade Receivables				
IIDC Fund	-	-	7.56	-
Short Term Advances				
IEDCL	-	-	0.16	-

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

e) Statement of significant balances as at March 31, 2025 are as follows :

Amount (₹) in Lakhs

Nature of Transaction	Holding Company	Subsidiaries	Fellow Subsidiary	Key Management Personnel
Trade Payables				
IL&FS	8.91	-	-	-
ISSL	-	-	0.62	-
Trade Receivables				
IIDC Fund	-	-	7.56	-
IL&FS RF	-	-	16.60	-
Short Term Advances				
IEDCL	-	-	0.16	-

Above mentioned related parties are identified by Management and the same has been relied upon by Auditors

All transaction with related parties are priced on an arm's length basis and resulting outstanding balance are expected to be recovered in cash within six months of the reporting except for which provision is already made

The Company is dependent on information from the Holding Company for its Related Parties as defined under Ind AS 24 and under the Companies Act, 2013

26) Income Tax Expense :

Amount (₹) in Lakhs

Particulars	March 31, 2026	March 31, 2025
(a) Income Tax expense		
Current Tax		
Current tax on Profit for the year	-	(0.05)
Deferred Tax	-	61.39
Prior Year Taxes	-	-
Total Income tax expense	**-**	**61.34**
(b) Reconciliation of tax expense and accounting profit multiplied by India tax rate		
Profit from operations before income tax expense	4,791.30	(156.37)
India tax rate	25.17%	25.17%
	1,205.97	(39.36)
Tax effect of amounts which are not deductible (allowable) in calculating taxable income :		
Deduction/disallowance under various sections of Income Tax Act, 1961	(1,205.97)	39.31
Deferred tax	-	61.39
Prior Year Taxes	-	-
Total Income tax expense	**-**	**61.34**
Effective Tax Rate	**-**	**(39.23) %**

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

27) Fair Value Measurements :

(a) Financial Instruments by category :

Amount (₹) in Lakhs

March 31, 2026	Carrying amount			
	Fair value through profit and loss	Fair value through other comprehensive income	Amortised Cost	Total
Financial assets				
Cash and Cash Equivalents	-	-	63.77	63.77
Bank balance other than above	-	-	178.99	178.99
Trade Receivables	-	-	-	-
Loans	-	-	3.56	3.56
Security Deposits	-	-	0.91	0.91
Venture Capital Funds	1,164.56	-	-	1,164.56
Mutual Funds	6,406.19	-	-	6,406.19
Others	-	-	1.49	1.49
Total Financial Asset	**7,570.75**	**-**	**248.72**	**7,819.47**
Financial Liabilities				
Trade Payables	-	-	25.27	25.27
Total Financial Liabilities	**-**	**-**	**25.27**	**25.27**

Amount (₹) in Lakhs

March 31, 2025	Carrying amount			
	Fair value through profit and loss	Fair value through other comprehensive income	Amortised Cost	Total
Financial assets				
Cash and Cash Equivalents	-	-	384.36	384.36
Bank balance other than above	-	-	175.04	175.04
Trade Receivables	-	-	-	-
Loans	-	-	4.77	4.77
Security Deposits	-	-	0.91	0.91
Venture Capital Funds	1,370.99	-	-	1,370.99
Mutual Funds	3,519.12	-	-	3,519.12
Others	-	-	20.77	20.77
Total Financial Asset	**4,890.11**	**-**	**585.85**	**5,475.96**
Financial Liabilities				
Trade Payables	-	-	47.48	47.48
Total Financial Liabilities	**-**	**-**	**47.48**	**47.48**

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

(b) Fair value hierarchy

As at March 31, 2026 **Amount (₹) in Lakhs**

Particulars	Carrying Amount	Level of input used in	Level of input used in	Level of input used in
		Level 1	Level 2	Level 3
Financial assets				
At FVTPL				
Venture Capital Funds	1,164.56	-	-	1,164.56
Mutual Funds	6,406.19	6,406.19	-	-

As at March 31, 2025 **Amount (₹) in Lakhs**

Particulars	Carrying Amount	Level of input used in	Level of input used in	Level of input used in
		Level 1	Level 2	Level 3
Financial assets				
At FVTPL				
Venture Capital Funds	1,370.99	-	-	1,370.99
Mutual Funds	3,519.12	3,519.12	-	-

The financial instruments are categorised into three levels based on the inputs used to arrive at fair value measurements as described in Note 2 (c) of the financial statement

The following methods and assumptions were used to estimate the fair values :

The fair values of the units of mutual fund schemes are based on net asset value at the reporting date

The fair value of Venture Capital Funds is valued using discounted cash flow analysis and inputs based on information about market participants' assumptions and other data that are available. The discount rates used is based on management estimates

28) Financial Risk Management :

The Company has exposure to the following risks from financial instruments :

1. Credit risk
2. Liquidity risk
3. Market risk

Risk management framework

The Company has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. Management continually monitors the risk management process to ensure adherence to appropriate risk limits and controls are set in place

The Board of Directors oversees how management monitors compliance with the Company's risk management process and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company

Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has a practice of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. At the end of the year, the details of the trade receivables were as follows :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Trade Receivable	0.00	0.00

The receivables consist of amounts owed to the Company from funds under its management/advisory services and are bound to be recovered since the Company has investment management agreements/advisory agreements with such entities

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

Reconciliation of expected credit loss on trade receivables

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Expected credit loss at the beginning of the year	363.97	363.97
Add/(less): changes in allowance	-	-
Expected credit loss at the end of the year	363.97	363.97

Others financial asset are recoverable on account of reimbursement of out of pocket expenses. Provision is taken on a case to case basis depending on circumstances with respect to non-recoverability of the amount. At the end of the year, the details of the financial assets were as follows :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Interest accrued	-	0.65
Security Deposits	0.91	0.91
Others	12.49	31.12
Less: Allowance for Expected Credit Losses	(11.00)	(11.00)
Total Other Financial Asset	**2.40**	**21.68**

Reconciliation of expected credit loss on other financial asset

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Expected credit loss at the beginning of the year	11.00	11.00
Add/(less): changes in allowance	-	-
Expected credit loss at the end of the year	11.00	11.00

Cash and cash equivalents and Other Bank Balances are held with Indian banks having high quality credit rating

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company maintains sufficient cash to address any liquidity risk that may arise

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities

Maturity profile of financial liabilities

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Less than 1 year		
Non-interest bearing instrument		-
Trade payable	25.27	47.48

Market risk

Market risk' is the risk that changes in market prices, such as interest rates, foreign exchange rates, equity prices and credit spreads (not relating to changes in the obligor's/issuer's credit standing) will affect the Company's income or the fair value of its holdings of financial instruments. The Company's financial assets and liabilities are denominated in ₹ and most transactions are made in ₹. The Company receives sub advisory fee income in USD on a quarterly basis upto September 30, 2024 whilst the reporting currency of the Company is in Indian Rupees

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

Amount (USD) in Lakhs

Particulars	Financial Asset As at March 31, 2026	Financial Asset As at March 31, 2025
US Dollars	-	-
Total	-	-

Amount (USD) in Lakhs

Particulars	5% increase/ (decrease) USD Impact as at March 31, 2026	5% increase/ (decrease) USD Impact as at March 31, 2025
Impact on profit and loss account	-	-

Interest rate risk

The Company is not exposed to interest rate risk as the Company has fixed interest bearing financial assets

Price risk

The Company has invested in the Mutual Funds and Venture Capital Funds

Mutual fund and Venture Capital Funds Net Asset Values (NAVs) are impacted by a number of factors like interest rate risk, credit risk, liquidity risk, market risk in addition to other factors

A movement of 5% in NAV Mutual Funds on either side can lead to a gain/loss of ₹ 320.31 Lakhs and ₹ 175.96 Lakhs on the overall portfolio as at March 31, 2026 and March 31, 2025 respectively

A movement of 5% in NAV Venture Capital Funds on either side can lead to a gain/loss of ₹ 58.23 Lakhs and ₹ 68.55 Lakhs on the overall portfolio as at March 31, 2026 and March 31, 2025 respectively

Capital Management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. As part of its capital risk management policies, the Company reviews the capital structure to ensure that it has an appropriate portion of net debt to equity. Net financial debt is defined as current and non-current financial liabilities less cash and cash equivalents and short-term investments. The debt equity ratio highlights the ability of a business to repay its debts. The Company does not have any debt as at March 31, 2026 and March 31, 2025

29) Segment Reporting :

(a) Description of segments and principal activities

The Company is a domestic private equity fund management company which manages funds on behalf of leading Indian and International Institutions. The operations of the Company are limited to one segment viz. Asset Management and other related service. As such, there are no separate reportable business or geographical segments as per the Indian Accounting Standard 108 (Ind AS) on Operating Segment

(b) Segment Revenue

The amount of revenue from external customers broken down by location of the customers is shown in the table below:

Amount (₹) in Lakhs

Revenue	Financial Asset As at March 31, 2026	Financial Asset As at March 31, 2025
Within India	-	-
Outside India	-	75.00

(c) All assets of the Company are domiciled in India

(d) Information about revenue from major customers

Amount (₹) in Lakhs

Particulars	Financial Asset As at March 31, 2026	Financial Asset As at March 31, 2025
Revenue	-	75.00

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

30) CSR expenditure :

a) Gross amount required to be spent by the Company during the year ₹ NIL (Previous year ₹ 8.82 Lakhs)

b) Amount spent during the year on:

Amount ₹ in Lakhs

		In cash	Yet to be paid in cash	Total
(i)	Construction/acquisition of any asset	-	-	-
(ii)	On purposes other than (i) above	-	-	-

31) In accordance with the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, the Company has maintained its books of account using accounting software that incorporates a feature of recording an audit trail (edit log) of each and every transaction. The audit trail functionality has been operated consistently throughout the financial year for all transactions recorded in the software. The audit trail has been maintained without any tampering and preserved by the Company in compliance with the applicable statutory requirements for record retention

32) 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. 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 Holding Company has submitted the necessary response

33) The extended term of existing Funds which were managed/advised by the Company have ended during the year which has resulted in no fee income for the Company. Management expects that its liquid assets held by the Company as at March 31, 2026 will be adequately sufficient to meet the Company's existing and future obligations arising over the next 12 months. Management believes that use of the going concern assumption for preparation of these financial statements is 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. And in this regard, the IL&FS Board had 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

34) The Board of Directors, in their meeting held on May 29, 2026, have proposed a final dividend of ₹ 0.70 per equity share amounting to ₹ 2,198.23 Lakhs for FY 2025-26. The proposal is subject to the approval of shareholders at the Annual General Meeting

35) Key Financial Ratios :

Particulars	Numerator	Denominator	March 31, 2026	March 31, 2025	% Variance	Explanation *
Current Ratio	Current Assets	Current Liabilities	28.91	17.02	69.88%	Increased due to increase in investment in Mutual Funds
Debt-Equity Ratio	Total Debt	Shareholders' Equity	NA	NA		
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	NA	NA		
Return on Equity Ratio	Net Profits after Taxes	Average Shareholders' Equity	46.81	(2.12)	2306.17%	Increased due to increase in Dividend income which increased Net Profits after taxes
Inventory turnover ratio	Cost of Goods Sold	Average Inventory	NA	NA		
Trade Receivable Turnover ratio	Revenue	Average Trade Receivable	NA	NA		

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

Particulars	Numerator	Denominator	March 31, 2026	March 31, 2025	% Variance	Explanation *
Trade Payable Turnover ratio	Purchases or purchases or other services	Average Trade Payables	NA	NA		
Net Working Capital Turnover Ratio	Revenue	Working Capital	NA	1.72	-	There is no Revenue from Operations in Current year
Net Profit Ratio	Net Profit	Revenue	NA	(290.28)	-	There is no Revenue from Operations in Current year
Return on Capital Employed	Earning before interest and taxes	Capital Employed	41.96	(1.73)	2530.20%	Increased due to increase in Dividend income which increased Net Profits after taxes
Return on Investment	Income during the year	Time weighted average of Investment	59.18	6.66	788.93%	Increased due to increase in Dividend income

* Reason in case variation is more than 25%

36) The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year except as disclosed below. The dividend payment was made to shareholders during the year who are struck off Companies as under :

Amount ₹ in Lakhs

Shareholders	Unclaimed Dividend payable as at March 31, 2026	Unclaimed Dividend payable as at March 31, 2025
Dashtina Investments Private Limited	-	0.01
Prakash Mehra Pictures Private Limited	-	*0.00
Kothari Intergroup Limited	*0.00	*0.00
Dreams Broking Private Limited	*0.00	*0.00
Crises Financial Services Private Limited	-	*0.00
	***0.00**	**0.01**

*Amounts are below ₹ 1,000

Below struck off companies are equity shareholders of the Company as on the Balance Sheet date :

Shareholders	No. of Shares held as at March 31, 2026	No. of Shares held as at March 31, 2025
Dashtina Investments Private Limited	-	1,687
Prakash Mehra Pictures Private Limited	-	840
Kothari Intergroup Limited	1	1
Dreams Broking Private Limited	55	55
Crises Financial Services Private Limited	-	1,500

NOTES forming part of the Standalone financial statements for the year ended March 31, 2026

37) Other Statutory Information

(a) The Company has not revalued its Property, Plant and Equipment's, thus valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuer and Valuation) Rules, 2017 is not applicable

(b) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property

(c) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

(d) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year

(e) The Company has not been declared a willful defaulter by any bank or financial institution or other lender

(f) The Company has not entered in to any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

(g) The Company is in compliance with the number of layers prescribed under Clause (87) of Section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017

(h) No Scheme of arrangement has been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act, 2013 during the year ended March 31, 2026 and 31 March 31, 2025

(i) During the year ended March 31, 2026 and March 31, 2025, the Company has not obtained any borrowings on the basis of security, hence disclosure relating to same is not applicable

38) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall :

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

39) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall :

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

40) Previous year numbers are regrouped/reclassified wherever necessary

In terms of our report attached of even date

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration No. 105146W/W100621

Bharat Jain
Partner
Membership No. 100583

Place : Mumbai
Date : May 29, 2026

For and on behalf of the Board of Directors

Chitranjan Singh Kahlon
Chairman
DIN : 02823501

Lubna Usman
Whole-time Director and CEO & CFO
DIN : 08299976

Prasad Chaoji
Company Secretary
Membership No. A29864

Place : Mumbai
Date : May 29, 2026

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CONSOLIDATED FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S REPORT

To
The Members of
IL&FS Investment Managers Limited

Report on the audit of the Consolidated Financial Statements

Qualified Opinion

1. We have audited the accompanying Consolidated Financial Statements of IL&FS Investment Managers Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') and its joint venture, which comprise the Consolidated Balance Sheet as at 31 March 2026 and the Consolidated Statement of Profit (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year ended on that date, and notes to the Consolidated Financial Statements, including a summary of material accounting policies and other explanatory information ('the Consolidated Financial Statements').

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries and joint venture as were audited by the other auditors, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and except for the possible impact of matters described in 'Basis for qualified Opinion' paragraph below, give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the Consolidated State of Affairs of the Group and joint ventures as at 31 March 2026, and its Consolidated Profit And Other Comprehensive Income, Consolidated Changes in Equity and its Consolidated Cash Flows for the year ended on that date.

Basis for Qualified Opinion

3. Attention is drawn to Note 33 of the Consolidated Financial Statements 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 pertaining to the matters of the Group, we are unable to comment on the consequential impact(s) upon conclusion of the said investigation.

4. One of the subsidiary companies, Andhra Pradesh Urban Infrastructure Asset Management Limited ("APUIAML"), is having unbilled revenue balances aggregating to Rs. 1,036.61 lakhs (net of write off of Rs 921.02 Lakhs) as at 31 March 2026, of which Rs. 600.81 Lakhs has remained outstanding for more than one year and remains unbilled as on that date. In the absence of adequate supporting documentation, completed reconciliations, and sufficient appropriate audit evidence regarding the underlying balances and their recoverability, we are unable to determine whether the carrying value of such unbilled revenue is recoverable. Consequently, we are unable to determine whether any adjustments may be required to the carrying amount of unbilled revenue, the related revenue recognised, and the consequential impact, if any, on the accompanying consolidated financial statements. (also refer Note 20 of the Consolidated Financial Statements).

5. **Attention is further drawn to the Qualification by the Independent Auditor in case of the Subsidiary Company: Andhra Pradesh Urban Infrastructure Asset Management Limited ('the Company') which are reproduced below:**

   5.1 The Company has not recognised a provision for penalties and other consequences arising from non-conducting of Board Meetings in compliance with the provisions of the Companies Act, 2013. This has been presented as a contingent liability in the financial statements. Based on our understanding of the applicable provisions and accounting framework, the obligation existed as at the reporting date and may have met the criteria for recognition. Consequently, in our view, other expenses and related liabilities may be understated to the extent of the unrecognised obligation.

   5.2 The Company has not recognised a provision for penalties and other consequences arising from the delay in appointment of the Chief Financial Officer, as required under Section 203(1) of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. This has been presented as a contingent liability in the financial statements. Based on our understanding of the applicable provisions and accounting framework, the obligation existed as at the reporting date and may have met the criteria for recognition. Consequently, in our view, other expenses and related liabilities may be understated to the extent of the unrecognised obligation.

   5.3 The Company has not recognised a provision for gratuity in respect of employees who resigned during the financial 2024-2025, which is required under Section 4(1) of the Payment of Gratuity Act, 1972 and Ind AS 19 – Employee Benefits. This has been presented as a contingent liability in the financial statements. Based on our understanding of the applicable regulations and standards, the obligation existed as at the reporting date and met the criteria for recognition. Consequently, in our view, employee benefit expenses and related liabilities may be understated to the extent of the unrecognised gratuity obligation

   We also draw attention to Note 37 of the Consolidated Financial Statements, wherein the management of the Holding Company has detailed its assessment in respect of the above matters referred above.

INDEPENDENT AUDITOR'S REPORT

6. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its joint venture in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act, 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 along with the consideration of audit reports of the other auditors referred to in the 'Other Matters' paragraph below is sufficient and appropriate to provide a basis for our qualified opinion on the Consolidated Financial Statements.

Material Uncertainty relating to Going Concern

7. We draw attention to Note 34 to the consolidated financial statements, which describes that the Holding Company has not generated fee income following the completion of the extended tenure of the existing funds managed by it, and that certain subsidiaries of the Group have witnessed a significant decline in revenue. These conditions, along with the absence of any immediate new fund raise, have resulted in lower estimated future fee income and indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a 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 consolidated financial statements is appropriate.

   Our opinion is not modified in respect of this matter.

Emphasis of Matter

8. Attention is drawn to Note 35 of the consolidated financial statements which describes that its Joint Venture being consolidated have ceased their operations and its financial statements are not prepared on going concern basis but on realisable value basis.

   Our opinion is not modified in respect of this matter.

Key Audit Matters

9. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current year. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

   We have determined that there is no key audit matter to be communicated in our report

Other Information

10. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report but does not include the Consolidated Financial Statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.

11. Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

12. In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done / audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact.

13. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

14. The Holding Company's Board of Directors are responsible for the preparation and presentation of these Consolidated Financial Statements, that give a true and fair view of the Consolidated State of Affairs, Consolidated Profit and Other Comprehensive Income, Consolidated Changes in Equity and Consolidated Cash Flows of the Group including its joint venture is in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its joint venture and for preventing and detecting frauds and other irregularities; selection of the appropriate accounting software for ensuring compliance with applicable laws and regulations including those related to retention of audit

INDEPENDENT AUDITOR'S REPORT

logs; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

15. In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its joint venture are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

16. The respective Board of Directors of the companies included in the Group and of joint venture are responsible for overseeing the financial reporting process of the Group and of its joint venture.

Auditor's responsibilities for the audit of the Consolidated Financial Statements

17. Our objectives are to obtain reasonable assurance about whether the Consolidated 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 Consolidated Financial Statements.

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

    18.1 Identify and assess the risks of material misstatement of the Consolidated 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.

    18.2 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 Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to the Consolidated Financial Statements and the operating effectiveness of such controls.

    18.3 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

    18.4 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 ability of the Group and its joint venture entity to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and it joint venture to cease to continue as a going concern.

    18.5 Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

    18.6 Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint venture to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

19. We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors 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.

20. 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.

INDEPENDENT AUDITOR'S REPORT

21. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

22. We did not audit the financial statement / financial information of three subsidiaries, whose financial statements/ financial information reflect total assets (before consolidation adjustment) of Rs. 9,735.22 Lakhs as at 31 March 2026, total revenue (before consolidation adjustment) of Rs. 5,626.33 Lakhs and net cash inflows (before consolidation adjustment) amounting to Rs. 51.48 Lakhs for the year ended as on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit after tax (before consolidation adjustment) of Rs. 9.78 Lakhs for the year ended 31 March 2026 in respect of one joint venture, whose financial statements have not been audited by us. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture, is based solely on the reports of the other auditors.

23. We did not audit the financial statement / financial information of one subsidiaries company, incorporated outside India, whose financial statement / financial information reflect total assets (before consolidation adjustment) of Rs. 5,130.70 Lakhs as at 31 March 2026, total revenue (before consolidation adjustment) of Rs. 300.33 Lakhs and cash outflows (before consolidation adjustment) of Rs. 138.05 Lakhs for the year ended on that date as considered in the consolidated financial statements. This financial statement / financial information has been audited by the other auditor as per the requirements of the applicable reporting framework of those countries / jurisdictions and have been converted as per the requirements of Ind AS by the management of the Holding Company. Our opinion on consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this entity, is based solely on the report of the other auditor and the conversion adjustments prepared by the management of the Holding Company which were audited by us.

24. We did not audit the financial statement/ financial information of one subsidiary company, incorporated outside India, whose financial Statement / financial information reflect total assets (before consolidation adjustment) of Rs. 14.06 Lakhs as at 31 March 2026, total revenue (before consolidation adjustment)of Rs. Nil and net cash outflow (before consolidation adjustment) amounting to Rs 7.89 Lakhs for the year ended on that date, as considered in the consolidated financial statement. Theis financial statement / financial information are unaudited and have been furnished to us by the management of the Holding Company after incorporating conversion adjustment as per the requirement of Ind AS. Our opinion on the consolidated financial statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on such unaudited financial statements / financial information as certified by the management of the Holding Company, including the aforesaid Ind AS conversion adjustment. In our opinion and according to the information and explanations given to us by the Board of Directors, this financial information is not material to the Group.

25. Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the management of the Holding Company.

Report on Other Legal and Regulatory Requirements

26. As required by section 143(3) of the Act, based on our audit and on the consideration of audit reports of the other auditors on separate financial statements of such subsidiaries, joint venture as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

26.1 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 of the aforesaid Consolidated Financial Statements.

26.2 Except for the possible effect of matters described in Para 3 to 5 above, In our opinion, proper books of accounts as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in paragraph 27.8 below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

26.3 The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

26.4 In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act read with the relevant rules thereunder.

INDEPENDENT AUDITOR'S REPORT

26.5 On the basis of the written representations received from the directors of the Holding Company as on 1 April 2026, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, and joint venture incorporated in India, none of the directors of the Group companies and its joint venture incorporated in India are disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

26.6 The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 26.2 above on reporting under Section 143(3)(b) and paragraph 26.8 below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

26.7 With respect to the adequacy of internal financial controls with reference to the Consolidated Financial Statements and the operating effectiveness of such controls, refer to our separate report in 'Annexure A', which is based on the Auditor's report of the Holding Company, its subsidiary companies and joint venture incorporated in India.

26.8 In our opinion and according to the information and explanations given to us the Holding Company and based on the reports of the statutory auditors of subsidiary companies and joint venture incorporated in India, has not paid/ provided any remuneration to their directors during the current year. Accordingly, provisions of Section 197 of the Act is not applicable to the Holding Company, its subsidiaries and Joint venture incorporated in India.

27. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of audit reports of the other auditors on separate financial statements of such subsidiaries and joint venture, as noted in the 'Other Matters' paragraph:

27.1 The Consolidated Financial Statements disclose the impact of pending litigations as at 31 March 2026 on the consolidated financial position of the Group and joint venture – Refer Note 16 to the consolidated financial statements.

27.2 The Group and joint venture did not have any material foreseeable losses on long-term contracts including derivative contracts.

27.3 There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Holding Company and/or its subsidiary companies and joint venture incorporated in India during the year ended 31 March 2026.

27.4 The respective managements of the Holding Company, its subsidiaries and joint venture incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint venture respectively, to best of their knowledge and belief, that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and joint venture to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries and joint venture ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

27.5 The respective managements of the Holding Company, its subsidiaries and joint venture which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint venture respectively, to best of their knowledge and belief, that no funds have been received by the Holding Company or any of such subsidiaries and joint venture from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries joint venture shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

27.6 Based on such audit procedures, that have been considered reasonable and appropriate in the circumstances, performed by us and those performed by auditors of the subsidiaries and Joint Ventures incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or other auditors to believe that the representation under sub clause (i) and (ii) of Rule 11(e), as provided under para 27.4 and 27.5 above, contain any material misstatement.

27.7 In our opinion and according to the information and explanations given to us, the dividend paid during the year by the Holding Company and its subsidiary company incorporated in India and the proposed final dividend declared, which is subject to approval of the members at the ensuing Annual General Meeting, are in compliance with Section 123 of the Companies Act, 2013, to the extent applicable.

27.8 Based on our examination, which included test checks performed by us and by the respective auditors of the subsidiaries and joint venture incorporated in India whose financial statements have been audited under the Act, the Holding Company, its subsidiaries and joint venture have used accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility, and such feature has operated throughout the year for all relevant transactions recorded in the software.

INDEPENDENT AUDITOR'S REPORT

Further, during the course of our audit and based on the reports of the respective auditors of the aforesaid subsidiaries and joint venture, we did not come across any instance of the audit trail feature having been tampered with.

Additionally, the audit trail feature has been preserved by the Holding Company and the aforesaid subsidiaries and joint venture in accordance with the statutory requirements for record retention. However, in the case of one subsidiary company, it was noted that the audit trail records were backed up on a weekly basis instead of a daily basis as envisaged under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014. Considering the limited volume of accounting transactions in that subsidiary during the year, and except for the matter relating to the frequency of backup of audit trail records as stated above, nothing has come to our attention that causes us to believe that the audit trail feature was tampered with or that the audit trail records have not been preserved in accordance with the applicable statutory record retention requirements.

28. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ('CARO') issued by Central Government in terms of Section 143(11) of the Act, to be included in Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and based on our consideration of CARO reports issued by respective auditors of the companies included in consolidated financial statements, we report that there are no qualifications or adverse remarks in these CARO reports.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Bharat Jain
Partner
ICAI Membership No: 100583
UDIN: 26100583QCOSRZ1600

Place: Mumbai
Date: 30 May 2026

Annexure 'A' to the Independent Auditors' report on the Consolidated Financial Statements of IL&FS Investment Managers Limited for the year ended 31 March 2026

(Referred to in paragraph '26.7' under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to the aforesaid Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

Opinion

1. In conjunction with our audit of the Consolidated Financial Statements of IL&FS Investment Managers Limited as of and for the year ended 31 March 2026, we have audited the internal financial controls with reference to the Consolidated Financial Statements of IL&FS Investment Managers Limited ('the Holding Company'), its subsidiary companies, and its Joint Venture Company, which are companies incorporated in India, as of that date.

2. In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to the Consolidated Financial Statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal controls over financial reporting criteria established by the respective companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('the Guidance Note').

Management's responsibility for Internal Financial Controls

3. The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal controls over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note. 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 the respective 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 Act.

Auditor's responsibility

4. Our responsibility is to express an opinion on the Holding Company and its subsidiaries, which are companies incorporated in India, internal financial controls with reference to the Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('SA '), prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Consolidated Financial Statements. Those SAs 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 with reference to the Consolidated Financial Statements were established and maintained and if such controls operated effectively in all material respects.

5. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to the Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

6. We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports referred to in the 'Other Matters' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to the Consolidated Financial Statements.

Meaning of Internal Financial controls with reference to the Consolidated Financial Statements

7. A company's internal financial controls with reference to the Consolidated Financial Statements 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 controls with reference to the Consolidated Financial Statements 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 with reference to the consolidated Financial Statements

8. Because of the inherent limitations of internal financial controls with reference to the Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or

Annexure 'A' to the Independent Auditors' report on the Consolidated Financial Statements of IL&FS Investment Managers Limited for the year ended 31 March 2026

fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Consolidated Financial Statements to future periods are subject to the risk that the internal financial controls with reference to the Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

9. Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls system with reference to the Consolidated Financial Statements in so far as it relates to three subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries Companies incorporated in India.

10. Our aforesaid report under Section 143(3)(i) of the Companies Act, 2013 on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements does not include the internal financial controls with reference to financial statements of one Joint Venture company incorporated in India, since reporting under Section 143(3)(i) of the Act is not applicable to the said Joint Venture company.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Bharat Jain
Partner
ICAI Membership No: 100583
UDIN: 26100583QCOSRZ1600

Place: Mumbai
Date: 30 May 2026

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2026

Amount (₹) in Lakhs

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
Financial Assets			
Cash and Cash Equivalents	3	633.09	902.01
Bank balance other than above	3	7,869.64	12,702.07
Trade Receivables	4	1,155.76	1,358.47
Loans	5	7.92	9.27
Investments	6	7,732.17	5,041.40
Other financial assets	7	5,013.58	2,067.50
Total Financial Assets		**22,412.16**	**22,080.72**
Non-Financial Assets			
Deferred Tax Assets (net)	12	342.57	507.14
Income Tax Asset (net)	8	859.73	631.39
Property, Plant and Equipment	9A	29.80	38.72
Other Intangible Assets	9B	0.50	1.20
Other Non-Financial Assets	10	748.23	675.68
Total Non-Financial Assets		**1,980.83**	**1,854.13**
TOTAL ASSETS		**24,392.99**	**23,934.85**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Payables			
Trade payables			
total outstanding dues of micro enterprises and small enterprises	11	17.86	17.99
total outstanding dues of creditors other than micro enterprises and small enterprises	11	2,032.19	597.90
Total Financial liabilities		**2,050.05**	**615.89**
Non-Financial liabilities			
Employee benefit obligations	13	283.03	219.64
Other Non-Financial liabilities	14	907.38	496.53
Total Non-Financial liabilities		**1,190.41**	**716.17**
Equity			
Equity Share Capital	15A	6,280.85	6,280.85
Other Equity	15B	12,794.69	14,231.35
Equity attributable to owners		**19,075.54**	**20,512.20**
Non-controlling interests		2,076.99	2,090.59
Total Equity		**21,152.53**	**22,602.79**
TOTAL EQUITY AND LIABILITIES		**24,392.99**	**23,934.85**

Summary of material accounting policies	2
The accompanying Notes form an integral part of the Consolidated Financial Statements	1 to 43

In terms of our report attached of even date

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration No. 105146W/W100621

Bharat Jain
Partner
Membership No. 100583

Place : Mumbai
Date : May 30, 2026

For and on behalf of the Board of Directors

Chitranjan Singh Kahlon
Chairman
DIN : 02823501

Lubna Usman
Whole-time Director and CEO & CFO
DIN : 08299976

Prasad Chaoji
Company Secretary
Membership No. A29864

Place : Mumbai
Date : May 30, 2026

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2026

Amount (₹) in Lakhs

Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
REVENUE			
Revenue from operations	17	5,490.80	2,907.57
Other Income	18	1,062.38	1,756.40
Total Revenue		**6,553.18**	**4,663.97**
EXPENSES			
Employee Benefits expense	19	910.61	1,094.82
Depreciation and Amortisation Expense	9	19.25	24.75
Other Expenses	20	4,733.00	2,092.34
Total Expenses		**5,662.86**	**3,211.91**
Profit before share of profit of equity accounted investees and income tax		890.32	1,452.06
Share of profit/(loss) of joint ventures		9.78	11.25
Profit/(loss) before tax before exceptional items		**900.10**	**1,463.31**
Exceptional Items		-	-
Profit before tax after exceptional items		**900.10**	**1,463.31**
Tax Expense			
Current Tax		258.55	285.58
Deferred Tax		162.80	(246.64)
		421.35	**38.94**
Profit after tax for the year		**478.75**	**1,424.37**
Profit for the year attributable to:			
Owners of the Group		386.37	1,314.64
Non-controlling interests		92.38	109.73
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Actuarial Gain/(loss) of the defined benefit plans		22.67	1.92
Income tax relating to items that will not be reclassified to profit or loss		(1.76)	1,057.26
Items that will be reclassified to profit or loss			
Exchange differences in translating the consolidated financial statements of foreign operations		603.49	119.68
Income tax relating to items that will not be reclassified to profit or loss		-	(20.24)
Total Other comprehensive Income		**624.40**	**1,158.62**
Total Other comprehensive income for the year attributable to:			
Owners of the Group		626.48	1,156.61
Non-controlling interests		(2.08)	2.01
Total Comprehensive income for the year		**1,103.15**	**2,582.99**

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2026

Amount (₹) in Lakhs

Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
Total comprehensive income for the year attributable to:			
Owners of the Group		**1,012.85**	**2,471.25**
Non-controlling interests		**90.30**	**111.74**
Earnings per equity share	23		
(Equity shares of Face Value Rs 2/- each)			
Basic and Diluted		0.12	0.42

Summary of material accounting policies	2
The accompanying Notes form an integral part of the Consolidated Financial Statements	1 to 43

In terms of our report attached of even date

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration No. 105146W/W100621

Bharat Jain
Partner
Membership No. 100583

Place : Mumbai
Date : May 30, 2026

For and on behalf of the Board of Directors

Chitranjan Singh Kahlon
Chairman
DIN : 02823501

Lubna Usman
Whole-time Director and CEO & CFO
DIN : 08299976

Prasad Chaoji
Company Secretary
Membership No. A29864

Place : Mumbai
Date : May 30, 2026

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2026

a. Equity Share Capital

Amount (₹) in Lakhs

	(Amount (₹) in Lakhs)
Balance as at March 31, 2024	**6,280.85**
Changes in Equity Share Capital due to prior period errors	-
Restated balance at the beginning of the reporting period	**6,280.85**
Changes in Equity Share Capital	-
Balance as at March 31, 2025	**6,280.85**
Changes in Equity Share Capital due to prior period errors	-
Restated balance at the beginning of the reporting period	**6,280.85**
Changes in Equity Share Capital	-
Balance as at March 31, 2026	**6,280.85**

b. Other equity

Amount (₹) in Lakhs

	Securities Premium Reserve	Capital Reserve on consolidation	General Reserve	Foreign Currency Translation Reserve Adjustment	Retained Earnings	Total
Balance at March 31, 2024	**47.59**	**1,790.43**	**2,214.48**	**8,001.41**	**1,904.41**	**13,958.32**
Changes in Accounting policy/ prior period errors	-	-	-	-	-	**-**
Restated balance at the beginning of the previous reporting year	47.59	1,790.43	2,214.48	8,001.41	1,904.41	**13,958.32**
Total Comprehensive Income for the year						
Profit	-	-	-	-	1,424.37	**1,424.37**
Other Comprehensive Income *	-	-	-	119.68	1,038.94	**1,158.62**
Non-controlling interests	-	-	-	-	(111.74)	(111.74)
Dividend paid	-	-	-	-	(2,198.22)	**(2,198.22)**
Balance at March 31, 2025	**47.59**	**1,790.43**	**2,214.48**	**8,121.09**	**2,057.76**	**14,231.35**
Changes in Accounting policy/ prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting year	47.59	1,790.43	2,214.48	8,121.09	2,057.76	**14,231.35**
Total Comprehensive Income for the year						
Profit	-	-	-	-	478.75	**478.75**
Other Comprehensive Income *	-	-	-	603.46	20.91	624.37
Non-controlling interests (net of Dividend paid)	-	-	-	-	13.60	**13.60**
Dividend paid	-	-	-	-	(2,553.38)	**(2,553.38)**
Balance at March 31, 2026	**47.59**	**1,790.43**	**2,214.48**	**8,724.55**	**17.64**	**12,794.69**

* Represents Remeasurement of Defined Benefit Plan

Summary of material accounting policies 2

The accompanying Notes form an integral part of the Consolidated Financial Statements 1 to 43

In terms of our report attached of even date

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration No. 105146W/W100621

Bharat Jain
Partner
Membership No. 100583

Place : Mumbai
Date : May 30, 2026

For and on behalf of the Board of Directors

Chitranjan Singh Kahlon
Chairman
DIN : 02823501

Lubna Usman
Whole-time Director and CEO & CFO
DIN : 08299976

Prasad Chaoji
Company Secretary
Membership No. A29864

Place : Mumbai
Date : May 30, 2026

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2026

Amount (₹) in Lakhs

	Particulars	Year ended March 31, 2026	Year ended March 31, 2025
I	**Cash Flow from Operating Activities**		
	Profit/(Loss) before Tax including Share of profit of Joint Venture	900.10	1,463.31
	Adjustments for :		
	Depreciation and amortisation expense	19.25	24.75
	Provision for Expected Credit Loss for financial assets	(42.42)	(285.75)
	Write-off of Unbilled Revenue	921.02	-
	(Gain) / Loss on fair valuation of Mutual Funds	(150.57)	(78.38)
	(Gain) / Loss on fair valuation of Venture Capital Funds	(91.50)	(474.71)
	Gain on Liquidation of Joint Venture	-	(96.48)
	Provision for diminution in value of Investment	-	(887.15)
	Loss on sale of non-current investments	(10.05)	1,085.53
	Profit on sale of current investments	(88.87)	(223.68)
	Profit on sale of Property, Plant and Equipment (Net)	2.92	(5.33)
	Interest Income	(614.59)	(710.74)
	Dividend Income	(0.33)	(0.15)
	Operating Profit / (Loss) Before Working Capital Changes	**844.96**	**(188.78)**
	Changes in working capital:		
	Adjustments for (increase)/decrease in operating assets:		
	Trade Receivables	245.13	958.67
	Other Financial Assets	(327.70)	(603.79)
	Other Non-Financial Assets	(49.90)	(24.15)
	Adjustments for increase/(decrease) in operating liabilities:		
	Trade Payables	1,404.89	(228.87)
	Provision for Employee benefit obligation (net of reversal)	63.40	(41.05)
	Other Non-financial Liability	436.16	(342.45)
		2,616.94	**(470.42)**
	Less: Taxes paid (net)	(474.81)	(419.26)
	Net Cash Used in Operating Activities	**2,142.13**	**(889.68)**
II	**Cash Flow from Investing Activities**		
	(Purchase) / Redemption of mutual funds (Net)	(2,647.62)	1,553.68
	(Increase) / Decrease in equity instrument	297.84	121.82
	(Investment in)/Redemption from Fixed Deposits (Net)	1,255.89	(490.42)
	(Purchase)/Proceeds from Sale of Property, Plant and Equipment	1.94	5.76
	Purchase of Property, Plant and Equipment	(14.50)	(17.68)
	Dividend Income	0.33	0.15
	Interest Income	644.96	771.86
	Net Cash generated from Investing Activities	**(461.16)**	**1,945.17**

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2026

Amount (₹) in Lakhs

	Particulars	Year ended March 31, 2026	Year ended March 31, 2025
III	**Cash Flow from Financing Activities**		
	Dividend Paid	(2,553.38)	(2,198.23)
	Net Cash (used in) Financing Activities	**(2,553.38)**	**(2,198.23)**
IV	**Decrease in Cash and Cash Equivalent (I+II+III)**	**(872.41)**	**(1,142.74)**
	Net Effect of exchange differences on Foreign Currency Translation	603.49	119.69
	Net Decrease in Cash and Cash Equivalent	(268.92)	(1,023.05)
	Cash and Cash Equivalent at the beginning of the year (Refer Note 3)	902.01	1,925.06
	Cash and Cash Equivalent at the end of the year	633.09	902.01
	Net Increase / Decrease in Cash and Cash Equivalent	**(268.92)**	**(1,023.05)**

Components of cash and cash equivalents and reconciliation with the amount reported in the Consolidated Balance Sheet :

Particulars	As at March 31, 2026	As at March 31, 2025
Cash in hand	0.17	0.21
Balance with banks		
In current accounts	629.28	567.78
In fixed deposits account (with maturity of less than 3 months)	3.64	334.02
Total cash and cash Equivalent	**633.09**	**902.01**

Note :

Consolidated Cash Flow Statement has been prepared under the Indirect method as set out in Ind AS – 7 specified under Section 133 of the Act

Summary of material accounting policies 2

The accompanying Notes form an integral part of the Consolidated Financial Statements 1 to 43

In terms of our report attached of even date

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration No. 105146W/W100621

Bharat Jain
Partner
Membership No. 100583

Place : Mumbai
Date : May 30, 2026

For and on behalf of the Board of Directors

Chitranjan Singh Kahlon
Chairman
DIN : 02823501

Lubna Usman
Whole-time Director and CEO & CFO
DIN : 08299976

Prasad Chaoji
Company Secretary
Membership No. A29864

Place : Mumbai
Date : May 30, 2026

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

1) Corporate Information

IL&FS Investment Managers Limited ("IIML" or "the Company") is a Public Limited Company domiciled in India and its registered office is situated at The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051. The Company has been incorporated under the Companies Act, 1956 on February 10, 1986 and is a domestic private equity fund management Company which manages funds on behalf of leading Indian and International Institutions. The Company together with its subsidiaries and joint ventures (collectively referred to as 'the Group')

As at March 31, 2026, Infrastructure Leasing & Financial Services Limited, the Ultimate holding Company owned 50.42% of the Company's equity share capital

2) Material accounting policies :

(a) Statement of compliance :

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under Section 133 of the Companies Act, 2013 (CA 2013) read with the Companies (Indian Accounting Standards) Rules as amended from time to time. These consolidated financial statements were approved by the Board of Directors and authorised for issue on May 30, 2026

(b) Basis of preparation and presentation :

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities that are measured at fair value. The financial statements of its Joint Venture IL&FS Milestone Realty Advisors Private Limited have been prepared on the basis that it does not continue as a going concern and consequently, the assets were measured at the net realisable value and liabilities at the cost to settle

(c) Basis of Consolidation :

The Consolidated financial statements incorporate the financial statements of the Companies controlled by the Group. Control is achieved when the Group :

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above

The Group combines the consolidated financial statements of the Holding and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Group transactions, balances and unrealised gains on transactions between Group companies are eliminated

The Financial Statements of the following entities in the Group are prepared using uniform Accounting policies and are drawn upto the same accounting period as that of the Group:

Subsidiaries :

Name of the Entity	Country of Incorporation and Residence	Percentage of Voting power as at March 31, 2026	Percentage of Voting power as at March 31, 2025
IL&FS Urban Infrastructure Managers Limited	India	100	100
IL&FS Investment Advisors LLC	Mauritius	100	100
Saffron Investment Trust (IL&FS Investment Advisors LLC is 100% beneficiary)	Mauritius	100	100
Andhra Pradesh Urban Infrastructure Asset Management Limited	India	51	51
IL&FS Infra Asset Management Limited	India	86.61	86.61
IL&FS AMC Trustee Limited	India	100	100

Joint Venture :

Name of the Entity	Country of Incorporation and Residence	Percentage of Voting power as at March 31, 2026	Percentage of Voting power as at March 31, 2025
IL&FS Milestone Realty Advisors Private Limited	India	40	40

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

(d) Investments in Joint Ventures :

Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet. Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in consolidated profit and loss, and the Group's share of other comprehensive income of the investee in consolidated other comprehensive income. Dividends received or receivable from joint ventures are recognised as a reduction in the carrying amount of the investment. When the Group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity

(e) Fair Value Measurement :

Measurement of fair values

A number of the Group's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows :

- Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 : inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3 : inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement

Further information about the assumptions made in measuring fair values is included in the following notes :

(f) Financial instruments :

(i) Recognition and initial measurement :

All financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. Trade receivables are initially measured at their transaction price as defined in Ind AS 115

All other financial asset or financial liabilities are initially measured at fair value plus, for an item not at fair value through profit and loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue

(ii) Classification and subsequent measurement :

Financial assets

On initial recognition, a financial asset is classified and measured at

- amortised cost;
- fair value through other comprehensive income ("FVOCI")
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition except if in the period the Group changes its business model for managing the financial assets

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL :

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

A financial asset is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL :

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL

Subsequent measurement and gains and losses are recognised as :

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss

(iii) Financial liabilities : Classification, subsequent measurement and gains and losses :

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss

(iv) Derecognition :

(a) Financial Asset :

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised

(b) Financial Liabilities :

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value.

The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss

(v) Offsetting :

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously

(vi) Cash and cash equivalents :

Cash comprises of demand deposits with banks. Cash equivalents are short-term balances, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term balance, as defined above as they are considered an integral part of the Group cash management

(g) Property, plant and equipment :

Property, plant and equipment acquired by the Group are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

The acquisition cost includes the purchase price (excluding refundable taxes) and expenses, directly attributable to bringing the asset to the site and in working condition for its intended use

Intangible Assets are reported at acquisition value with deductions for accumulated amortisation and impairment losses, if any

Depreciation on asset is provided pro-rata from the date on which asset is ready to be put to use for its intended purpose on Straight-Line Method based on the estimated useful life of the assets, which are as follows :

Category of Asset	Estimated Useful Life (in years)
Assets :	
Furniture and Fixtures	5
Data Processing Equipments (Servers & Networking)	4
Data Processing Equipments (Others)	3
Office Equipments	4
Vehicles	4
Lease hold improvement	Over the lease period
Asset given to employees	3
Intangible Assets :	
Computer Software	3

As per CA 2013, depreciation of assets is required to be provided based on estimated useful life as per Schedule II of the CA 2013. However, there are certain categories of assets where the useful life of assets have been assessed as under, taking into consideration the nature of the asset, the estimated usage of the asset , the operating conditions of the asset, the past history of replacement , anticipated technological changes etc. Pursuant to the foregoing, it is proposed to continue with the existing policy of accelerated depreciation on following category of assets :

(i) Mobile Phones and iPad/Tablets 100% depreciated during the year of capitalisation due to extensive usage and technological obsolescence

(ii) Vehicles as per the current policy of 4 years as against the useful life of 8 years provided in the CA 2013

(iii) Furniture and Fixtures as per current policy of 5 years as against the useful life of 10 years provided in the CA 2013

(iv) Office Equipment as per current policy of 4 years as against the useful life of 5 years provided in the CA 2013

(v) Data Processing Equipment - Servers & Networking as per current policy of 4 years as against the useful life of 6 years provided in the CA 2013

(vi) Assets provided to Employees as perquisites would be depreciated over a period of 3 years in line with the rules set in the Employee Hand Book

(vii) Individual assets costing ₹ 5,000/- or less in the year of capitalisation shall be depreciated 100% for all the categories of assets

Residual value of all assets is retained at ₹ 1/-

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying of the asset and is recognised in profit or loss

(h) Revenue recognition :

(i) Rendering of services :

The Group recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115, Revenue from Contracts with Customers to determine when to recognise revenue and at what amount

Revenue is measured based on the consideration specified in the contract with a customer. Revenue from contracts with customers is recognised when services are provided and it is highly probable that a significant reversal of revenue is not expected to occur

If the consideration promised in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for rendering the promised services to a customer. The amount of consideration

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

can vary because of discounts, rebates, refunds, credits, price concessions, incentives, performance bonuses, or other similar items. The promised consideration can also vary if an entitlement to the consideration is contingent on the occurrence or non-occurrence of a future event

The Group principally generates revenue by providing investment management/advisory services to various funds

Services	Nature, timing of satisfaction of performance obligations and significant payment terms
Investment Management/Advisory Services	The Group provides investment management/advisory services to various funds over the life of those funds and is entitled to management/advisory fees. Management/ advisory fees are calculated on the applicable rates and bases as stipulated in the investment management/advisory agreement between the Group and the funds. As the services are to be provided over the life of the funds, this implies that performance obligation is satisfied over time The transaction price of the management/advisory fees is based on the disposition proceeds, Net invested capital, Net capital commitment and outstanding capital as applicable (variable consideration-based), however, this is not constrained since it can easily and accurately be calculated The Group determines that it can allocate the entire amount of management/advisory fees because the management/ advisory fees relate specifically to the service provided during life of the funds. Therefore, revenue in the form of management/advisory fees is recognised over time

(ii) Recognition of dividend income, interest income from financial instruments :

- Dividend income is recognised in the Statement of Profit and Loss on the date on which the Group's right to receive dividend is established
- Interest income or expense is recognised using the effective interest rate method

(iii) Other Services :

- Income from upfront fee is recognised at rates agreed upon with borrowers on execution of loan documents between PMDO lenders and its borrower
- Asset Management Fee is recognised when it is reasonably certain that the revenue will flow to the Group at rates agreed upon with borrowers/banks of PMDO Facility on the outstanding loan balance over the term of funding
- Consultancy fee and Professional fee are recognised when it is reasonably certain that the revenue will flow to the Group at the rates agreed upon

(i) Income Tax :

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income

(i) Current tax :

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously

(ii) Deferred tax :

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously

(j) Foreign Currencies :

The Group's consolidated financial statements are presented in ₹, which is also the Group's functional currency

In preparing the consolidated financial statements of Group, transactions in currencies other than the Group's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Foreign exchange gains and losses resulting from settlement of such transactions are generally recognised in the profit and loss

Non-monetary foreign currency items are carried at cost

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively)

(k) Provisions (other than for employee benefits), contingent liabilities, contingent assets and commitments :

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable

Commitments includes the amount of purchase order (net of advance) issued to counterparties for supplying/development of assets and amounts pertaining to Investments which have been committed but not called for

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date

(l) Impairment of financial assets :

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure :

Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original Effective Interest Rate (EIR). ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the statement of profit and loss

(m) Employee benefits :

(i) Short Term Obligations : Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting and are measured at the amounts expected to be paid when the liabilities are settled

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

(ii) Retirement benefit costs and termination benefits : Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. The Group has no obligation, other than the contribution payable to the provident fund

The Group provides for gratuity, a defined benefit plan (unfunded). Incremental liability for gratuity based on actuarial valuation/management estimates as per the projected unit credit method as at the reporting date, is charged as expenses in the Statement of Profit and Loss. Actuarial gains and losses arising from changes in actuarial/management assumptions are recognised in other comprehensive income and shall not be reclassified to the Statement of Profit and Loss in a subsequent period

(iii) Leave Encashment : The Group provides for the encashment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment/availment. The liability is provided based on the actual number of days of unutilised leave at each Balance Sheet date on the basis of a management estimate/ independent actuarial valuation

(n) Leases :

At the inception of a contract, assessment is being done whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group reassesses whether a contract is, or contains, a lease only if the terms and conditions of the contract are changed

As a Lessor :

A lessor shall classify each of its leases as either an operating lease or a finance lease

As a Lessee :

At the commencement date, a lessee shall recognise a right-of-use ("ROU") asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The nature of expenses would be depreciation charge for ROU assets and interest expense on lease liabilities

The Group in the capacity of lessee has classified each of its leases as short term leases (having a lease term of 12 months or lower) and has recognised the lease payments as an expense on either a straight-line basis over the lease term or another systematic basis. The related cash flows are classified as Operating activities in the Statement of Cash Flows

(o) Earnings Per Share :

In determining earnings per share, the Group considers the profit attributable to the owners of the Group .The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of additional equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date

(p) Segment reporting :

An operating segment is a component of a Group that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relates to transactions with any of the Group's other components, for which discrete financial information is available, and such information is regularly reviewed by the Group's Chief Operating Decision Maker (CODM) to make key decision on operations of the segments and assess its performance. The Group operates in one reportable business segment i.e. "Asset Management and other related service"

(q) Goods and Services Tax :

Goods and Services Tax ("GST") is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing the credits

(r) Operating Cycle :

Based on the nature of activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current

(s) Use of estimates and judgements :

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2026 is included in the following notes :

(i) Note 31 Impairment of financial assets (including trade receivable)

(ii) Note 13 Estimation of defined benefit obligations

(iii) Note 34 Estimation for preparation of financials under going concern assumption

(t) Cash Flow Statement :

Cash flows are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information

(u) Rounding Off :

All amounts disclosed in the financial statement and notes have been rounded off to the nearest Lakhs, unless otherwise stated

(v) The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2026, MCA has not notified any new standards or amendments to the existing standards applicable to the Group which are not yet effective

3) Cash and Cash Equivalents :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Cash in hand	0.17	0.21
Balance with banks		
In current accounts	629.28	567.78
In fixed deposits account (with maturity of less than 3 months)	3.64	334.02
Total cash and cash Equivalent	**633.09**	**902.01**
Other bank balances		
Balances with banks for unclaimed dividend	179.00	175.04
In fixed deposits account (with maturity of more than 3 months)	7,690.64	12,527.03
Total Other bank balances	**7,869.64**	**12,702.07**

4) Trade Receivables:

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables		
Trade Receivables considered good – unsecured	948.56	1,124.97
Trade Receivables - Significant increase in credit risk	1,007.97	1,691.61
Trade Receivables - Credit Impaired	1,009.30	1,012.40
	2,965.83	**3,828.98**
Less : Allowance for Credit Losses	(1,810.07)	(2,470.51)
Total Trade Receivable	**1,155.76**	**1,358.47**

The Group exposure to credit risk relating to trade receivables and provision for loss allowance is disclosed in Note 31

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

Ageing of Trade Receivables as at March 31, 2026

Amount (₹) in Lakhs

		Unbilled Dues	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i)	Undisputed Trade receivables – considered good	-	-	756.66	191.90	-	-	-	**948.56**
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	38.26	-	576.20	351.45	42.06	**1,007.97**
(iii)	Undisputed Trade Receivables – credit impaired	-	-	-	14.96	51.04	61.92	881.38	**1,009.30**
(iv)	Disputed Trade Receivables –considered good	-	-	-	-	-	-	-	**-**
(v)	Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	**-**
(vi)	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	**-**
	Total	**-**	**-**	**794.92**	**206.86**	**627.24**	**413.37**	**923.44**	**2,965.83**

Ageing of Trade Receivable as at March 31, 2025

Amount (₹) in Lakhs

		Unbilled Dues	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i)	Undisputed Trade receivables – considered good	-	-	944.27	180.70	-	-	-	**1,124.97**
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	631.71	339.20	720.70	**1,691.61**
(iii)	Undisputed Trade Receivables – credit impaired	-	-	33.48	28.69	102.23	-	848.00	**1,012.40**
(iv)	Disputed Trade Receivables –considered good	-	-	-	-	-	-	-	**-**
(v)	Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	**-**
(vi)	Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	**-**
	Total	**-**	**-**	**977.75**	**209.39**	**733.94**	**339.20**	**1,568.70**	**3,828.98**

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

5) Loans receivables :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good		
Loans and advances to employees	7.92	9.27
Total Loans receivables	**7.92**	**9.27**

6) Investments :

Amount (₹) in Lakhs

Particular	As at March 31, 2026		As at March 31, 2025	
	QTY	(₹)	QTY	(₹)
Non-current Investments				
Investments in Equity Instruments				
Unquoted at cost				
In Joint Venture				
IL&FS Milestone Realty Advisors Private Ltd	400,000	140.41	400,000	130.63
In Others				
Avantika Gas Ltd	8,250	0.83	8,250	0.83
Tara India Fund III LLC	2	-	2	-
Tara Feeder Fund Limited	2	-	2	-
Class A – SIREF	5,361	2.74	5,361	2.48
Class C – SIREF	75,000	0.71	75,000	0.64
Class D – SIREF	25,000	0.23	25,000	0.21
Total Investment in Equity Instruments (I)		**144.92**		**134.79**
Investment in Managerial Units of Venture Fund at cost				
Unquoted				
Infrastructure Leasing & Financial Services Realty Fund (Class C Units)	500	0.50	500	0.50
IFIN Realty Trust	10	1.00	10	1.00
Tara India Fund IV Trust – Class C units	50	5.00	50	5.00
Tara India Fund III Trust	50	5.00	50	5.00
Tara India Fund III Domestic Trust	500	5.00	500	5.00
Total Investment in Managerial Units of Venture Fund at cost (II)		**16.50**		**16.50**
Investment in Units of Venture Fund at FVTPL				
Infrastructure Leasing & Financial Services Realty Fund (Class A Units)	120.17	37.89	164.93	104.20
Tara India Fund III Trust – Class A Units	-	-	2.20	17.27
IFIN Realty Trust – A Units	11.27	27.69	17.51	32.51
Tara India Fund IV Trust – Class A units	53.92	1,098.98	70.79	1,217.01
Total Investment in Units of Venture Fund (III)		**1,164.56**		**1,370.99**
Total Unquoted Investments (I+II+III) (A)		**1,325.98**		**1,522.28**
Aggregate amount of unquoted investments		1,325.98		1,522.28

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

Amount (₹) in Lakhs

Particular	As at March 31, 2026		As at March 31, 2025	
	QTY	(₹)	QTY	(₹)
Investment in mutual funds at FVTPL				
Unquoted				
ABSL Savings	-	-	24,221.29	130.15
Nippon Money Market Fund – Growth Plan	27,693.76	1,201.52	12,443.95	506.58
Aditya Birla Sun Life Low Duration Fund	1,82,668.87	1,247.31	1,17,382.83	755.59
ABSL Floating Rate Fund – Growth	1,40,743.84	511.15	1,40,743.84	479.34
ICICI Savings Fund – Regular – Growth	2,01,418.79	1,146.11	2,01,418.79	1,072.57
ICICI Prudential Money Market Fund – Growth	2,98,998.01	1,186.46	-	-
Nippon India Corporate Bond Fund – Regular – Growth	17,99,542.95	1,113.64	9,80,655.51	574.89
Total investment in mutual funds (B)		**6,406.19**		**3,519.12**
Aggregate amount of unquoted investments		**6,406.19**		**3,519.12**
Total Investment (A+B)		**7,732.17**		**5,041.40**
(i) Investments outside India		**3.68**		**3.33**
(ii) Investments within India		**7,728.49**		**5,038.07**

The Group exposure to price risk for fair value measurement is disclosed in Note 31

7) Other financial assets :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposit	24.91	170.49
Other Advances in cash in kind	142.63	243.48
Less : Allowance for Credit Losses	(102.68)	(90.47)
Fixed Deposit maturing beyond 12 months	3,580.50	-
Interest accrued	169.21	211.66
Unbilled Revenue *	1,036.61	1,521.15
Andhra Pradesh Urban Development Fund (APUDF)	105.09	-
Deposits EMD and Others	47.43	-
Advances other than capital advances	9.88	11.19
Total Other Financial Assets	**5,013.58**	**2,067.50**

* Unbilled revenue Rs. 1,957.63 Lakh less Rs. 921.02 Lakh written off

8) Income Tax Asset

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Advance payment of taxes	920.35	636.80
Total (A)	**920.35**	**636.80**
Income tax payable (B)	60.62	5.41
Net Income Tax Assets (A - B)	**859.73**	**631.39**

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

9A) Property, Plant and Equipment

Amount (₹) in Lakhs

	Description of Assets	Furniture and Fixtures	Office Equipment's	Data Processing Equipment's (Others)	Vehicles	Leasehold Improve-ments	Electronic Installation and Equipment	Total
I	**Deemed Cost**							
	Balance as at March 31, 2024	**48.41**	**49.85**	**97.35**	**28.94**	**14.71**	**17.45**	**256.71**
	Additions	0.71	4.91	11.93	-	-	0.13	17.68
	Disposals	(0.22)	(4.36)	-	-	-	-	(4.58)
	Balance as at March 31, 2025	**48.90**	**50.40**	**109.28**	**28.94**	**14.71**	**17.58**	**269.81**
	Additions	0.24	1.37	4.33	-	8.56	-	14.50
	Disposals	(7.51)	(2.37)	(0.89)	-	-	(5.20)	(15.97)
	Balance as at March 31, 2026	**41.63**	**49.40**	**112.72**	**28.94**	**23.27**	**12.38**	**268.34**
II	**Accumulated Depreciation and impairment**							
	Balance as at March 31, 2024	**45.66**	**42.22**	**76.42**	**28.92**	**11.32**	**6.66**	**211.20**
	Deletion on disposal of sale	(0.21)	(3.92)	-	-	-	-	(4.13)
	Write off	-	-	0.02	-	-	-	0.02
	Depreciation expense	0.98	5.20	12.73	-	3.39	1.74	24.04
	Balance as at March 31, 2025	**46.43**	**43.50**	**89.13**	**28.92**	**14.71**	**8.40**	**231.09**
	Deletion on disposal of sale	(6.02)	(2.37)	(0.75)	-	-	(1.97)	(11.11)
	Write off	-	-	(0.01)	-	-	-	(0.01)
	Depreciation expense	0.66	4.19	11.66	-	0.78	1.26	18.55
	Balance as at March 31, 2026	**41.07**	**45.32**	**100.05**	**28.92**	**15.49**	**7.69**	**238.54**
III	**Net Carrying Amount**							
	Balance as at 31st March 2025	**2.47**	**6.90**	**20.15**	**0.02**	**-**	**9.18**	**38.72**
	Balance as at 31st March 2026	**0.56**	**4.08**	**12.67**	**0.02**	**7.78**	**4.69**	**29.80**

Note : The Group has not revalued its Property, Plant and Equipment during the year

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

9B) Other Intangible Assets

Amount (₹) in Lakhs

Description of Assets	Intangible Assets
I Deemed Cost	
Balance as at March 31, 2024	**54.10**
Additions	-
Disposals	-
Balance as at March 31, 2025	**54.10**
Additions	-
Disposals	-
Balance as at March 31, 2026	**54.10**
II Accumulated Depreciation and Impairment	
Balance as at March 31, 2024	**52.19**
Deletion on disposal of sale	-
Amortisation for the year	0.71
Balance as at March 31, 2025	**52.90**
Deletion on disposal	-
Amortisation for the year	0.70
Balance as at March 31, 2026	**53.60**
III Net Carrying Amount	
Balance as at March 31, 2025	**1.20**
Balance as at March 31, 2026	**0.50**

10) Other Non-Financial Assets

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Prepaid Expenses	45.21	51.21
Receivable from Gratuity Trust	54.62	-
Gratuity Fund Assets	141.09	187.19
Indirect taxes recoverable	507.31	437.28
Total Non-Financial Assets	**748.23**	**675.68**

11) Trade Payables :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Trade Payables		
Total outstanding dues of Micro Enterprises and Small Enterprises *	17.86	17.99
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	2,032.19	597.90
Total Trade Payables	**2,050.05**	**615.89**

* The Group has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') which are disclosed in Note 28

The Group exposure to liquidity risk relating to trade payables is disclosed in Note 31

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

Ageing of Trade Payables as at March 31, 2026

Amount (₹) in Lakhs

	Unbilled Dues	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	15.30	0.22	2.34	-	-	-	**17.86**
Others	18.03	12.17	1,670.83	8.48	158.15	164.53	**2,032.19**
Disputed dues – MSME	-	-	-	-	-	-	**-**
Disputed dues – Others	-	-	-	-	-	-	**-**
Total	**33.33**	**12.39**	**1,673.17**	**8.48**	**158.15**	**164.53**	**2,050.05**

Ageing of Trade Payables as at March 31, 2025

Amount (₹) in Lakhs

	Unbilled Dues	Not Due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
MSME	15.30	2.20	0.49	-	-	-	**17.99**
Others	36.44	10.84	211.84	142.00	30.39	166.39	**597.90**
Disputed dues – MSME	-	-	-	-	-	-	**-**
Disputed dues – Others	-	-	-	-	-	-	**-**
Total	**51.74**	**13.04**	**212.33**	**142.00**	**30.39**	**166.39**	**615.89**

12) **Deferred Tax Asset and Deferred Tax Liability**

* Detailed break up of deferred tax asset and liabilities are recognised in the Consolidated Financial Statements as of March 31, 2026 is as follows :

Amount (₹) in Lakhs

Particulars	Closing Balance March 31, 2026	Movement Recognised in profit and loss	Movement Recognised in OCI	Closing Balance March 31, 2025
Tax effect of items constituting deferred tax assets				
Property, Plant and Equipment	6.21	0.88	-	5.33
Employee benefit obligation	17.17	(30.10)	(1.76)	49.03
Expected Credit Loss	312.31	(72.93)	-	385.24
Preliminary Expenses Written off	-	(2.68)	-	2.68
FVTPL financial asset	-	(409.53)	-	409.53
Others	6.88	0.31	-	6.58
Total	**342.57**	**(514.05)**	**(1.76)**	**858.39**
Tax effect of items constituting deferred tax liabilities				
Others	-	(351.25)	-	351.25
	-	(351.25)	-	351.25
Net Tax (Liability)/Asset	**342.57**	**(162.80)**	**(1.76)**	**507.14**

The Group has unused tax losses and unabsorbed depreciation under the head Business Loss, Long Term Capital Loss as per the Income Tax Act, 1961 as at March 31, 2026. Based on the probable uncertainty regarding the set off these losses, the Group has not recognized deferred tax asset in the Consolidated Financial Statements as at March 31, 2026. Details of tax losses and unabsorbed depreciation under :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Within five years	3,128.81	4,430.11
More than five years	2,055.08	2,210.63
No expiry	35.30	35.32
Total	**5,219.19**	**6,676.06**

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

Note :* Excludes deferred tax components relating to entities included in the CFS where no Deferred Tax Asset (DTA) has been recognised, as the management of such entities does not consider recovery of the related tax benefits to be probable based on expected future taxable profits, in accordance with Ind AS 12

13) Employee benefit obligations

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Provisions		
Provision for compensated absences	65.28	49.15
Provision for Gratuity	61.39	41.49
Provision for Performance related pay	156.36	129.00
Total Employee benefit obligations	**283.03**	**219.64**

a) Particulars relating to Ind AS 19 "Employee Benefits" (Revised) is provided

(i) Defined-Contribution Plans :

Particulars	As at March 31, 2026	As at March 31, 2025
Employer's Contribution to Provident Fund	25.11	37.05
Employer's Contribution to Pension Fund	5.34	4.70
Employer's Contribution to Superannuation Fund	11.87	18.06

(ii) Defined–Benefit Plans :

On November 21, 2025, the Government of India notified the provisions of the Labour Codes, which consolidate twenty-nine existing labour laws into a single framework governing employee benefit during and after employment. The Codes, inter alia, introduce a uniform definition of wages and revise certain employee entitlements.

The Group has evaluated the incremental impact of these changes based on the position presently ascertainable and has disclosed the same in line with the guidance issued by the Institute of Chartered Accountants of India. Accordingly, the Group has recognised an incremental expense of Rs. 77.54 lakhs for the year ended March 31, 2026, towards gratuity obligations, which has been presented as part of employee benefit expenses and represents past service cost. The Group continues to monitor the notification of Central and State rules, as well as any further clarifications issued by the Government, and will recognise any additional accounting implications as and when the rules are notified and become effective.

The Indian Group companies operates funded post retirement defined benefit plans for gratuity, details of which are as follows :

The actuarial calculations used to estimate defined benefit commitments and expenses are based on the following assumptions :

Amount (₹) in Lakhs

Assets and Liability (Balance Sheet Position)	As on	
Particulars	**March 31, 2026**	**March 31, 2025**
Present Value of Obligation	540.37	524.92
Fair Value of Plan Assets	620.07	670.62
Surplus/(Deficit)	79.70	145.70
Effects of Asset Ceiling, if any	-	-
Net Asset/(Liability)	**79.70**	**145.70**

Amount (₹) in Lakhs

Expenses Recognised during the year	For the year ending	
Particulars	**March 31, 2026**	**March 31, 2025**
In Income Statement	75.66	19.93
In Other Comprehensive Income	(22.67)	(1.92)
Total Expenses Recognised during the year	**52.99**	**18.01**

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

Amount (₹) in Lakhs

Changes in the Present Value of Obligation	For the year ending	
Particulars	**March 31, 2026**	**March 31, 2025**
Present Value of Obligation as at the beginning	524.92	510.47
Current Service Cost	15.71	19.02
Interest Expense or Cost	25.77	31.99
Benefits Paid directly by the employer	-	-
Re-measurement (or Actuarial) (gain)/loss arising from :	-	-
- change in demographic assumptions	-	-
- change in financial assumptions	(5.31)	1.40
- experience variance (i.e. Actual experiences assumptions)	(16.71)	6.14
- others	-	-
Past Service Cost	77.54	-
Effect of change in foreign exchange rates	-	-
Benefits Paid	(119.90)	(44.10)
Transfer In / (Out)	38.35	-
Present Value of Obligation as at the end	**540.37**	**524.92**

Amount (₹) in Lakhs

Changes in the Fair Value of Plan Assets	For the year ending	
Particulars	**March 31, 2026**	**March 31, 2025**
Fair Value of Plan Assets as at the beginning	670.62	646.02
Investment Income	43.36	31.08
Employer's Contribution	25.30	28.16
Benefits Paid	(119.86)	(44.10)
Return on plan assets, excluding amount recognised in net interest expense	0.65	9.46
Acquisition Adjustment	-	-
Fair Value of Plan Assets as at the end	**620.07**	**670.62**

Amount (₹) in Lakhs

Expenses Recognised in the Income Statement	For the year ending	
Particulars	**March 31, 2026**	**March 31, 2025**
Current Service Cost	15.71	19.02
Past Service Cost	77.54	-
Loss/(Gain) on settlement	-	-
Net Interest Cost/(Income) on the Net Defined Benefit Liability/(Asset)	(17.59)	0.91
Expenses Recognised in the Income Statement	**75.66**	**19.93**

Amount (₹) in Lakhs

Other Comprehensive Income	For the year ending	
Particulars	**March 31, 2026**	**March 31, 2025**
Actuarial (gains)/losses	-	-
- change in demographic assumptions	-	-
- change in financial assumptions	(5.31)	1.40
- experience variance (i.e. Actual experience vs assumptions)	(16.71)	6.13
- Others	-	-
Return on plan assets, excluding amount recognised in net interest expense	(0.65)	(9.45)
	(22.67)	**(1.92)**

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

Amount (₹) in Lakhs

Financial Assumption	As on	
Particulars	March 31, 2026	March 31, 2025
Discount Rate (per annum)	6.85% - 7.24%	6.43% - 6.78%
Salary Growth Rate (per annum)	5% - 6.50%	6% - 6.50%

Amount ₹ in Lakhs

As at March 31, 2026	Changes in Assumptions	Impact on define benefit obligation	
		Increase	Decrease
Discount Rate	0.5% - 1%	(12.75)	13.73
Salary Escalation Rate	0.5% - 1%	11.64	(11.01)
Employee Turnover	0.5%	2.40	(2.95)

Amount (₹) in Lakhs

As at March 31, 2025	Changes in Assumptions	Impact on define benefit obligation	
		Increase	Decrease
Discount Rate	0.5% - 1%	(12.22)	13.17
Salary Escalation Rate	0.5% - 1%	12.92	(12.22)
Employee Turnover	0.5%	0.58	(0.75)

Other Details :

The estimates of future salary increase considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors. The above information is certified by the actuary and relied upon by the Auditors

14) Other Non-Financial Liabilities

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory Dues payable	448.46	101.05
Other Payables	101.92	59.02
Income Received in advance	173.00	156.42
Unclaimed Dividend	179.00	175.04
Other	5.00	5.00
Total Other Non-Financial Liabilities	**907.38**	**496.53**

15) A) Share Capital :

a) Share Capital of the Group consist of the following :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of shares	(₹)	Number of shares	(₹)
AUTHORISED				
Equity shares of ₹ 2/- each with voting rights	386,000,000	7,720.00	386,000,000	7,720.00
ISSUED, SUBSCRIBED AND FULLY PAID UP				
Equity shares of ₹ 2/- each with voting rights	314,032,740	6,280.65	314,032,740	6,280.65
Add : Forfeited shares		0.20		0.20
Equity shares of ₹ 2/- each with voting rights	**314,032,740**	**6,280.85**	**314,032,740**	**6,280.85**

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

b) Reconciliation of the number of shares outstanding at the beginning and at the end of the year :

Amount (₹) in Lakhs

Particulars	Opening balance	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in equity share capital	Closing balance
As at March 31, 2026					
Number of shares	314,032,740	-	314,032,740	-	314,032,740
Amount	6,280.85	-	6,280.85	-	6,280.85
As at March 31, 2025					
Number of shares	314,032,740	-	314,032,740	-	314,032,740
Amount	6,280.85	-	6,280.85	-	6,280.85

c) Details of Ultimate Holding Company and shareholders holding more than 5% of the share capital :

Amount (₹) in Lakhs

	As at March 31, 2026		As at March 31, 2025	
Name of the Shareholder	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Infrastructure Leasing & Financial Services Limited, the Ultimate Holding Company	158,333,152	50.42	158,333,152	50.42

Rights, preference and restrictions attached to equity shares :

The Holding Company has one class of Equity Shares with face value of ₹ 2/- each. Each Shareholder has a voting right in proportion to their holding of the paid up Equity Share Capital of the Group. On winding up of the Group, the holders of equity shares will be entitled to receive the residual assets of the Group, in proportion to the number of equity shares held after distribution of all preferential amounts. However, no such preferential amounts exist currently

d) Details of Shares held by Promoters as at March 31, 2026 :

Amount (₹) in Lakhs

	As at March 31, 2026		As at March 31, 2025	
Name of the Shareholder	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Infrastructure Leasing & Financial Services Limited, the Ultimate Holding Company	158,333,152	50.42	158,333,152	50.42

e) No shares were allotted by the Company as fully paid up by way of bonus shares for preceding five years

f) Forfeited shares :

During the financial year 1997-98 the Group had forfeited 10,000 equity shares of ₹ 2/- each on which amount paid up was ₹ 20,000/-

g) No shares were bought back by the Group during the last five years

h) No shares were allotted by the Company as fully paid-up ‘pursuant to any contract without payment being received in cash’ in last five years

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

B) Other Equity :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Securities Premium Reserve	47.59	47.59
Capital Reserve on consolidation	1,790.43	1,790.43
General Reserve	2,214.48	2,214.48
Foreign Currency Translation Reserve	8,724.58	8,121.10
Retained Earnings	17.61	2,057.75
Total Other Equity	**12,794.69**	**14,231.35**

Particulars	As at March 31, 2026	As at March 31, 2025
Securities Premium Reserve		
Opening Balance	47.59	47.59
Closing Balance	**47.59**	**47.59**
Capital Reserve on consolidation		
Opening Balance	1,790.43	1,790.43
Closing Balance	**1,790.43**	**1,790.43**
General Reserve		
Opening Balance	2,214.48	2,214.48
Closing Balance	**2,214.48**	**2,214.48**
Capital Redemption Reserve		
Foreign Currency Translation Reserve		
Opening Balance	8,121.09	8,001.41
Other Comprehensive Income	603.49	119.68
Closing Balance	**8,724.58**	**8,121.09**
Retained Earnings		
Opening Balance	2,057.76	1,904.41
Net Profit/(Loss) for the year	478.75	1,424.37
Other Comprehensive Income	20.91	1,038.94
Non-controlling interests (net of dividend paid)	13.57	(111.76)
Dividend paid	(2,553.38)	(2,198.23)
Closing Balance	**17.61**	**2,057.76**

Nature and purpose of reserve :

a) **Security Premium Reserve :** Securities Premium Reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013

b) **Capital Reserve :** Capital Reserve is on account of acquisition of its subsidiaries, being excess of the net assets acquired over the consideration paid

c) **General Reserve :** The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General Reserve will not be reclassified subsequently to profit or loss

d) **Exchange differences on translating the financial statements of foreign operations :** Exchange variation in Opening Equity Share Capital, Reserves and Surplus, Assets and Liabilities of IL&FS Investment Advisors LLC, Saffron Investment Trust and IIML Fund Managers (Singapore) Pte Ltd is accounted under this reserve

e) **Retained earning :** Retained earnings are the profits that the Group has earned till date, add/(less) any transfers from/(to) general reserve and dividends or other distributions paid to shareholders. Retained earnings includes remeasurement gain/(loss) on defined benefit obligations, net of taxes that will not be reclassified to Profit and Loss

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

16) Contingent Liabilities (to the extent not provided for) and Capital Commitments

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Income tax demand contested by the Group*	3.63	51.98
Service tax demand contested by the Group*	1,185.22	1,185.22
Uncalled commitments on units of Venture Capital Fund	164.77	149.57
Claims not acknowledged as Debt **	27.46	57.28

* The Group does not expect any outflow of economic resources in respect of the claims above and therefore no provision is made in respect there of

** Andhra Pradesh Urban Infrastructure Asset Management Limited (Subsidiary Company) has established contingencies for various scenarios, including :

(a) Company filed appeal on November 25, 2024 by paying 10% advance (shown under Deposit - Others) against GST OIO dated August 31, 2024 received for FY 2017-18. The Department allotted Appeal No. 269-2024

(b) The payment of gratuity to employees who have resigned

(c) Convening of Board Meeting beyond 120 days

(d) The non-appointment of a Whole-time Chief Financial Officer (CFO)

17) Revenue from Operations :

Amount (₹) in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Fees from Advisory Services	-	-
Fees from Management and Consultancy Services	5,490.80	2,907.57
Total Revenue from Operations	**5,490.80**	**2,907.57**

18) Other Income :

Amount ₹ in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest Income		
Interest on Fixed Deposits	601.87	710.01
Interest on loan	0.64	0.73
Interest on Income Tax Refund	12.08	-
Net Gain/(Loss) on sale of investments		
On sale of other current investments	88.87	223.69
On sale of Non-current investments	10.05	-
Dividend Income	0.33	0.15
Net gain/(loss) arising on financial assets (investments)designated as at FVTPL	242.07	553.09
Profit on sale of capital assets (net of loss on assets sold/scrapped/written off)	-	5.33
Gain on Liquidation of Joint Venture	-	96.48
Foreign Exchange Gain	105.23	-
Other income	1.24	22.61
Recovery of ICDs written off in earlier years	-	144.31
Total Other Income	**1,062.38**	**1,756.40**

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

19) Employee Benefit Expense

Employee Benefit Expenses include :

Amount (₹) in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries and wages, including bonus	766.64	983.09
Contribution to provident and other funds	117.98	79.74
Staff welfare expenses	25.99	31.99
Total Employee Benefit Expense	**910.61**	**1,094.82**

20) Other Administrative and Operating Expenses

a) Other Administrative and Operating Expenses consists of :

Amount (₹) in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Rent including lease rentals	169.43	154.18
Rates and Taxes	62.08	56.03
Electricity and Water Charges	2.46	3.05
Postage and Telecommunication	5.44	6.21
Printing and Stationery	23.97	11.18
Travelling and Conveyance Expenses	133.22	110.57
Insurance	69.54	93.44
Repairs and maintenance - Others	15.79	15.97
Directors Sitting Fees	37.84	51.01
Expenditure on Corporate Social Responsibility (CSR)	23.11	30.95
Subscription to Clubs and association	-	0.14
Auditors remuneration and out-of-pocket expenses [see note (b)]	53.10	49.08
Miscellaneous Expenses	175.85	203.09
Legal and Professional Expenses	3,082.57	1,394.80
Provision for diminution in value of Investment	-	(887.15)
Provision for Expected Credit Loss for financial assets **	(42.42)	(285.75)
Write-off of Unbilled Revenue *	921.02	-
Net gain/(loss) arising on financial assets (Investments) designated as at FVTPL	-	1,085.53
Total Other Expenses	**4,733.00**	**2,092.34**

* The Subsidiary Company has written off unbilled revenue aggregating to Rs. 921.02 lakh during the year and the same has been charged to the Statement of Profit and Loss. The Management of the Subsidiary Company has evaluated the recoverability of the remaining Unbilled revenue

** Net of Debtors written of Rs. 583.65 Lakh in case of one of the Subsidiary Company

Miscellaneous Expenses includes advertisement expenses, service promotion expenses, subscription to clubs/ association, and books and periodicals

b) Audit fees consists of amount paid/payable :

Amount (₹) in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Statutory Audit	36.31	35.23
Limited review of quarterly results	12.00	12.00
Out-of-pocket expenses	0.19	0.06
For other services, certification, etc.	4.60	1.79
Total	**53.10**	**49.08**

The above fees are exclusive of GST as applicable and includes fees of Other Auditors of Subsidiary Companies

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

21) Leases

The Group has not entered into any of the Operating Lease arrangements during the year

22) Dividend paid in Foreign Currencies to Non-resident Shareholders

No Dividend has been paid in Foreign Currencies to non-resident shareholders in current year and previous year

23) Earnings Per Share (EPS)

In accordance with the Indian Accounting Standard on 'Earnings Per Share' (Ind AS 33), the Basic Earnings Per Share and Diluted Earnings Per Share has been computed by dividing the Profit After Tax by the number of equity shares for the respective period as under :

Amount (₹) in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Owner's interest in Profit After Tax (Rs.)	386.37	1,314.64
Weighted Average Number of Equity Shares in calculating Basic and Diluted EPS	314,032,740	314,032,740
(i) Nominal Value per share (Rs.)	2.00	2.00
(ii) Basic Earnings per share (Rs.)	0.12	0.42
(iii) Diluted Earnings per share (Rs.)	0.12	0.42

24) CSR Expenditure

(a) Gross amount required to be spent by the Group during the year - ₹ 23.11 Lakhs

(b) Amount spent during the year on :

		In cash	Yet to be paid in cash	Total
(i)	Construction/acquisition of any asset	-	-	-
(ii)	On purposes other than (i) above	23.11	-	23.11

25) Non-controlling interest in Material Subsidiaries

Financial information of Subsidiaries that have material Non-Controlling Interest ("NCI") is provided below:

Particulars	Andhra Pradesh Urban Infrastructure Asset Management Limited		IL&FS Infra Asset Management Limited	
	FY 2025-2026	FY 2024-2025	FY 2025-2026	FY 2024-2025
Proportion of interest held by NCI	49%	49%	13.39%	13.39%
Accumulated Balances of Material NCI	1,590.08	1,571.93	486.91	518.66
Summarised Financial Information of the Balance Sheet				
Current Assets	5,420.28	3,410.27	248.55	3,358.65
Non-current Assets	504.72	544.96	3,472.46	569.34
Current Liabilities	2,679.95	747.22	37.40	34.38
Non-current Liabilities	-	-	47.20	20.12
Summarised Financial Information of the Statement of Profit and Loss				
Revenue from Operations	4,464.38	1,707.55	875.58	1,075.22
Profit for the year after tax	41.92	0.84	536.51	816.43
Other Comprehensive Income/ (Loss)	(4.88)	4.02	2.32	0.32
Total Comprehensive Income	37.04	4.86	538.83	816.75

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

Particulars	Andhra Pradesh Urban Infrastructure Asset Management Limited		IL&FS Infra Asset Management Limited	
	FY 2025-2026	FY 2024-2025	FY 2025-2026	FY 2024-2025
Attributable to NCI	18.15	2.38	72.15	109.36
Dividends paid to NCI	-	-	103.90	-
Summarised Financial Information of the Statement of Cash Flow				
From Operating Activities	2,454.80	(249.60)	320.73	597.01
From Investing Activities	(2,409.19)	202.68	(324.63)	(619.93)
From Financing Activities	-	-	-	-
Net increase/(decrease) in cash and cash equivalents	**45.61**	**(46.92)**	**(3.90)**	**(22.92)**

26) Disclosure as required by the Ind AS 24 on "Related Party Disclosures" are made below :

Related Parties with whom there were transactions during the year :

a) Name of the Related Parties (with whom transactions entered into during the year ended March 31, 2026) and Description of Relationship :

Sr. No.	Ultimate Holding Company
1	Infrastructure Leasing & Financial Services Limited [IL&FS]
Sr. No.	**Fellow Subsidiaries***
1	IL&FS Financial Services Limited [IFIN]
2	IL&FS Securities Services Limited [ISSL]
3	IL&FS Realty Fund [IL&FSRF]
4	IFIN Realty Trust [IFINRT]
5	IL&FS IIDC Fund [IIDC Fund]
6	IL&FS Energy Development Corporation Limited [IEDCL]
7	IL&FS Township Urban Asset Limited [ITUAL]
8	Tamil Nadu Water Investment Group Limited [TNWICL]
Sr. No.	**Key Management Personnel**
1	Mr Chitranjan S Kahlon - Chairman & Non-Executive Independent Director
2	Mr Munish Saraogi – Non-Executive Independent Director (from April 1, 2024)
3	Mr Kaushik Modak - Non-Executive Nominee Director (upto February 20, 2026)
4	Ms Priya Shetty - Non-Executive Nominee Director
5	Ms Lubna Usman - Whole-time Director, CEO and CFO
6	Mr Gaurav Khungar – Non-Executive Nominee Director (from November 14, 2024)
7	Ms Jayashree Ramaswamy – Non-Executive Additional Director (from February 13, 2026)

* The Group is dependent on information from the Ultimate Holding Company for its Related Parties as defined under Ind AS 24 and under the Companies Act, 2013. The Group had identified its related party's relationship on the basis of information made available by the Ultimate Holding Company and relied upon by the auditors

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

b) The nature and volume of transactions during the year ended March 31, 2026, with the above related parties were as follows

Amount (₹) in Lakhs

Nature of Transaction	Ultimate Holding Company	Fellow Subsidiary	Key Management Personnel
Rent paid			
IL&FS	135.32	-	-
Repairs & Maintenance			
IL&FS	0.14	-	-
Electricity Charges			
IL&FS	1.32	-	-
Others			
Service Charges Expenses [IFIN]	-	1.50	-
Other Reimbursement (Paid)/Recovered			
IFIN	-	5.07	-
IL&FSRF	-	18.86	-
IFINRT	-	1.47	-
IL&FS	1.31	-	-
Dividend Payment			
IL&FS	2,013.50	-	-
Payment to Directors			
Sitting fees	-	-	11.95

c) Statement of outstanding balances as at March 31, 2026 are as follows :

Amount (₹) in Lakhs

Nature of Transaction	Ultimate Holding Company	Fellow Subsidiary
Trade Receivables		
IIDC Fund	-	7.56
Other Financial Assets		
IEDCL	-	0.16
IFIN	-	28.08
Trade Payables		
TNWICL	-	12.54
ITUAL	-	60.48
ISSL	-	0.64
IL&FS	1.61	-

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

d) The nature and volume of transactions during the year ended March 31, 2025, with the above related parties were as follows :

Amount (₹) in Lakhs

Nature of Transactions	Ultimate Holding Company	Fellow Subsidiary	Key Management Personnel
Rent paid			
IL&FS	100.58	-	-
Repairs & Maintenance			
IL&FS	0.14	-	-
Electricity Charges			
IL&FS	1.89	-	-
Others			
Service Charges Expenses [IFIN]	-	1.50	-
Custody Charges [ISSL]	-	4.77	-
Fee Income			
AMC Fee Income [IFIN]	-	10.24	-
Other Reimbursement (Paid)/Recovered			
IFIN	-	54.80	-
IL&FSRF	-	15.52	-
IFINRT	-	9.04	-
IL&FS	1.09	-	-
Dividend Payment			
IL&FS	1,108.33	-	-
Payment to Directors			
Sitting fees	-	-	10.70

e) Statement of outstanding balances as at March 31, 2025 are as follows :

Amount (₹) in Lakhs

Nature of Transaction	Ultimate Holding Company	Fellow Subsidiary
Trade Receivables		
IL&FSRF	-	16.60
IIDC Fund	-	7.56
Other Financial Assets		
IFIN	-	0.16
IEDCL	-	1.16
Trade Payables		
TNWICL	-	12.54
ITUAL	-	60.48
ISSL	-	0.62
IFIN	-	1.16
IL&FS	8.91	-

All transaction with related parties are priced on an arm's length basis and resulting outstanding balance are expected to be recovered in cash within six months of the reporting except for which provision is already made

Out of the above trade receivable and Other Financial Assets outstanding as on March 31, 2026 and March 31, 2025, provision has been created of ₹ 7.72 Lakhs for IIDC Fund and IEDCL

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

27) Income Tax Expense

Amount (₹) in Lakhs

Particulars	March 31, 2026	March 31, 2025
(a) Income Tax expense		
Current tax on Profit for the year	256.71	286.74
Deferred Tax	162.80	(246.64)
Prior Year Taxes	1.84	(1.16)
Total Income tax expense	**421.35**	**38.94**
(b) Reconciliation of tax expense and accounting profit multiplied by India tax rate		
Profit from operations before income tax expense and share of Joint ventures	890.32	1,452.06
India tax rate	25.17%	25.17%
	224.09	365.48
Tax effect of amounts which are not deductible (allowable) in calculating taxable income :		
(Deduction)/disallowance under various sections of Income Tax Act, 1961	100.45	(1.98)
Exempt Income	(36.04)	(44.44)
Deferred Tax not recognised	(6.77)	(6.57)
Differential tax rate	(25.02)	(25.75)
Deferred tax movement	162.80	(246.64)
Prior Year Taxes	1.84	(1.16)
Total Income tax expense	**421.35**	**38.94**
Effective Tax Rate	**47.33%**	**2.68%**

28) The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	2.56	2.69
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
The amount of interest paid by buyer in terms of Section 16 of the Act	-	-
The amount of the payment made to the supplier beyond the appointed day during the year	-	-
The amounts of interest accrued and remaining unpaid at the end of financial year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding the interest specified under this Act	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

Note - Total amount outstanding dues to MSME is ₹ 17.86 Lakhs (Previous Year ₹ 17.99 Lakhs) out of the same ₹ 15.30 Lakhs (Previous Year ₹ 15.30 Lakhs) is a provision made as on March 31, 2026 and for which invoice is not yet received

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

29) Segment Reporting

(a) Description of segments and principal activities :

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 on operating segment

(b) Segment Revenue :

The amount of revenue from external customers broken down by location of the customers is shown in the table below :

Amount (₹) in Lakhs

Revenue	For the year ended March 31, 2026	For the year ended March 31, 2025
Within India	5,490.80	2,907.57
Outside India	-	-

(c) All Material assets other than financial instruments and deferred tax assets are domiciled in India

(d) Information about revenue from major customer :

Amount (₹) in Lakhs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue	-	-

30) Fair Value Measurements :

(a) Financial Instruments by category

Amount (₹) in Lakhs

As at March 31, 2026	Carrying amount			
	Fair value through profit and loss	Fair value through other comprehensive income	Amortised Cost	Total
Financial Assets				
Cash and Cash Equivalents	-	-	633.09	633.09
Other Bank Balances	-	-	7,869.64	7,869.64
Trade Receivables	-	-	1,155.76	1,155.76
Loans	-	-	7.92	7.92
Venture Capital Funds	1,164.56	-	-	1,164.56
Equity instrument	-	-	161.42	161.42
Mutual Funds	6,406.19	-	-	6,406.19
Other Financial Assets	-	-	5,013.58	5,013.58
Total Financial Assets	**7,570.75**	**-**	**14,841.41**	**22,412.16**
Financial Liabilities				
Trade Payables	-	-	2,050.05	2,050.05
Total Financial Liabilities	**-**	**-**	**2,050.05**	**2,050.05**

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

Amount (₹) in Lakhs

As at March 31, 2025	Carrying amount			
	Fair value through profit and loss	Fair value through other comprehensive income	Amortised Cost	Total
Financial Assets				
Cash and Cash Equivalents	-	-	902.01	902.01
Other Bank Balances	-	-	12,702.07	12,702.07
Trade Receivables	-	-	1,358.47	1,358.47
Loans	-	-	9.27	9.27
Venture Capital Funds	1,370.99	-	-	1,370.99
Equity instrument	-	-	151.29	151.29
Mutual Funds	3,519.12	-	-	3,519.12
Other Financial Assets	-	-	2,067.50	2,067.50
Total Financial Assets	**4,890.11**	**-**	**17,190.61**	**22,080.72**
Financial Liabilities				
Trade Payables	-	-	615.89	615.89
Total Financial Liabilities	**-**	**-**	**615.89**	**615.89**

(b) Fair value hierarchy

As at March 31, 2026 **Amount (₹) in Lakhs**

Particulars	Carrying Amount	Level of input used in	Level of input used in	Level of input used in
		Level 1	Level 2	Level 3
Financial Assets				
At FVTPL				
Venture Capital Funds	1,164.56	-	-	1,164.56
Mutual Funds	6,406.19	6,406.19	-	-

As at March 31, 2025 **(Amount (₹) in Lakhs)**

Particulars	Carrying Amount	Level of input used in	Level of input used in	Level of input used in
		Level 1	Level 2	Level 3
Financial Assets				
At FVTPL				
Venture Capital Funds	1,370.99	-	-	1,370.99
Mutual Funds	3,519.12	3,519.12	-	-

The following methods and assumptions were used to estimate the fair values :

The fair values of the units of mutual fund schemes are based on net asset value at the reporting date. The fair value of Venture Capital Funds is valued using discounted cash flow analysis and inputs based on information about market participants' assumptions and other data that are available.

The discount rates used is based on management estimates

The financial instruments are categorised into three levels based on the inputs used to arrive at fair value measurements as described in Note 2 (e) of the financial statement

31) Financial Risk Management :

The Group has exposure to the following risks from financial instruments :

1. Credit risk
2. Liquidity risk
3. Market risk

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

Risk management framework

The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. Management continually monitors the risk management process to ensure adherence to appropriate risk limits and controls are set in place

The Board of Directors oversees how management monitors compliance with the Group's risk management process and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group

Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has a practice of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. At the end of the period, the details of the trade receivables were as follows :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables		
Trade Receivables considered good – Unsecured	948.56	1,124.97
Trade Receivables – Significant increase in credit risk	1,007.97	1,691.61
Trade Receivables – Credit Impaired	1,009.30	1,012.40
	2,965.83	**3,828.98**
Less : Written off	-	-
Less : Allowance for Credit Losses	(1,810.07)	(2,470.51)
Total Trade Receivable	**1,155.76**	**1,358.47**

Reconciliation of expected credit loss on trade receivables

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Expected credit loss at the beginning of the year	2,470.51	2,782.29
Less : Bad Debts written off	(583.65)	(80.11)
Less : Reversal of provision	(76.79)	(231.67)
Expected credit loss at the end of the year	1,810.07	2,470.51

Others financial asset are advances recoverable on account of reimbursement of out of pocket expenses and travel advance given to employees. Provision is taken on a case to case basis depending on circumstances with respect to non-recoverability of the amount. At the end of the period, the details of the Advances were as follows :

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposit	24.91	170.49
Advances other than capital advances	9.88	11.19
Other Advances in cash in kind	142.63	243.48
Fixed Deposit maturing beyond 12 months	3,580.50	-
Interest accrued	169.21	211.66
Andhra Pradesh Urban Development Fund (APUDF)	105.09	-
Deposits	47.43	-
Unbilled Revenue	1,036.61	1,521.15
Less : Allowance for Credit Losses	(102.68)	(90.47)
Total Other Financial Assets	**5,013.58**	**2,067.50**

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

Reconciliation of expected credit loss on other financial asset

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Expected credit loss at the beginning of the year	90.47	144.55
Less : Bad Debts written off	(22.16)	-
Less : Reversal of provision	34.37	(54.08)
Expected credit loss at the end of the year	102.68	90.47

Cash and cash equivalents and other Bank Balances are held with Banks having high quality credit rating

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Group maintains sufficient cash to address any liquidity risk that may arise

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities

Maturity profile of financial liabilities

Amount (₹) in Lakhs

Particulars	As at March 31, 2026	As at March 31, 2025
Less than 1 year	1,718.89	306.37
1 – 2 years	8.48	142.00
2 – 3 years	158.15	30.39
More than 3 years	164.53	166.39
Trade payable (Non- interest bearing instrument)	2,050.05	645.15

Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates, equity prices and credit spreads (not relating to changes in the obligor's/issuer's credit standing) will affect the Group's income or the fair value of its holdings of financial instruments

Foreign currency exchange rate risk

The fluctuation in foreign currency exchange rates may be potential impact on the statement of profit and loss account and other comprehensive income and equity, where any transaction reference more than one currency or where asset/liabilities are denominated in a currency other than the functional currency of the Company

Considering the countries and economic environment in which the Company operates it is subject to fluctuations in exchange rate from those countries. The risk primarily relates to fluctuations in exchange rate in those countries. The risk primary relates to fluctuation in US dollars

The table sets forth information for foreign exposure in USD

Amount USD/₹ in Lakhs

Particulars	Financial Asset As at March 31, 2026	Financial Asset As at March 31, 2025
Financial Asset (USD)	54.35	100.94
Financial Liability (USD)	1.96	1.92
Net Total (USD)	**52.39**	**99.02**
Net Total (INR)	**4,958.89**	**8,474.24**

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

Amount ₹ in Lakhs

Particulars	1% increase/ (decrease) USD Impact As at March 31, 2026	1% increase/ (decrease) USD Impact As at March 31, 2025
Impact on profit and loss account	49.59 / (49.59)	84.74 / (84.74)

Interest rate risk

The Group is not exposed to interest rate risk as the Group has fixed interest bearing financial assets

Price risk

The Group has invested in the Mutual Funds and Equity Shares

Mutual Funds and Equity Shares Net Asset Values (NAVs) are impacted by a number of factors like interest rate risk, credit risk, liquidity risk, market risk in addition to other factors

A movement of 5% in NAV mutual funds on either side can lead to a gain/loss of ₹ 320.31 Lakhs and ₹ 175.96 Lakhs on the overall portfolio as at March 31, 2026 and March 31, 2025 respectively

A movement of 5% in NAV Equity shares on either side can lead to a gain/loss of ₹ 58.23 Lakhs and ₹ 68.55 Lakhs, on the overall portfolio as at March 31, 2026 and March 31, 2025 respectively

Capital Management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. As part of its capital risk management policies, the Group reviews the capital structure to ensure that it has an appropriate portion of net debt to equity. Net financial debt is defined as current and non-current financial liabilities less cash and cash equivalents and short-term investments. The debt equity ratio highlights the ability of a business to repay its debts. The Group does not have any debt as at March 31, 2026 and March 31, 2025

32) Additional information required by Schedule III

Amount (₹) in Lakhs

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss after tax		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	₹	As % of consolidated profit or loss	₹	As % of consolidated profit or loss	₹	As % of consolidated profit or loss	₹
1	2	3	4	5	6	7	8	9
Holding Company	59.12%	11,277.09	1,240.08%	4,791.30	3.27%	20.51	475.08%	4,811.81
Subsidiaries								
Indian								
IL&FS Urban Infrastructure Managers Limited	4.05%	772.64	(19.77)%	(76.39)	0.47%	2.96	(7.25)%	(73.44)
Andhra Pradesh Urban Infrastructure Asset Management Limited	17.01%	3,245.06	10.85%	41.92	(0.78)%	(4.88)	3.66%	37.04
IL&FS AMC Trustee Limited	0.29%	55.56	(0.18)%	(0.70)	-	-	(0.07)%	(0.70)
IL&FS Infra Asset Management Limited	19.06%	3,636.40	138.86%	536.51	0.37%	2.32	53.20%	538.83
Foreign								
IL&FS Investment Advisors LLC	25.94%	4,948.67	65.99%	254.95	96.13%	602.21	84.63%	857.16
Saffron Investment Trust	0.06%	10.92	(2.31)%	(8.94)	0.20%	1.28	(0.76)%	(7.66)

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss after tax		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	₹	As % of consolidated profit or loss	₹	As % of consolidated profit or loss	₹	As % of consolidated profit or loss	₹
1	2	3	4	5	6	7	8	9
Non-controlling interests in all subsidiaries								
Andhra Pradesh Urban Infrastructure Asset Management Limited	(8.34)%	(1,590.08)	(5.32)%	(20.54)	0.38%	2.39	(1.79)%	(18.15)
IL&FS Infra Asset Management Limited	(2.55)%	(486.91)	(18.59)%	(71.84)	(0.05)%	(0.31)	(7.12)%	(72.15)
Joint Ventures								
((as per proportionate consolidation/ investment as per the equity method)								
Indian								
IL&FS Milestone Realty Advisors Private Limited	0.74%	140.41	2.53%	9.78	-	-	0.97%	9.78
Elimination on Consolidation	(15.38)%	(2,934.22)	(1,312.13)%	(5,069.68)	-	-	(500.54)%	(5,069.68)
TOTAL	**100%**	**19,075.54**	**100%**	**386.37**	**100%**	**626.48**	**100%**	**1,012.85**

33) 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. 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 Holding 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

34) The Holding Company has not generated fee income following the Completion of the extended tenure of the existing Funds managed by it, and that certain subsidiaries of the Group have witnessed a significant decline in the revenue. Management expects that its liquid assets held by the Group as at March 31, 2026 will be adequately sufficient to meet the Group’s existing and future obligations arising over the next 12 months. Management believes that use of the going concern assumption for preparation of these Consolidated Financial Statements is 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. And in this regard, the IL&FS Board had 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

35) The financial statements of its Joint Ventures IL&FS Milestone Realty Advisors Private Limited have been prepared on the basis that it does not continue as a going concern

36) The Board of Directors, in their meeting held on May 29, 2026 have proposed a final dividend of ₹ 0.70 per equity share amounting to ₹ 2,198.23 Lakhs for FY 2025-26. The proposal is subject to the approval of shareholders at the Annual General Meeting

37) Matters related to a Subsidiary Company :

The Auditors of the Subsidiary Company has qualified for non-compliance with the provisions of the Companies Act, 2013, the views of the Management of the Holding Company are as under :

(a) The Subsidiary Company has not recognised any provision for penalties or other consequential liabilities, if any, that may arise in connection with non-compliance with the provisions of the Companies Act, 2013 relating to the conduct of Board Meetings, as the Company did not hold any Board Meetings during the period from October 8, 2025 to February 6, 2026 due to the unavailability of Directors

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

(b) The Subsidiary Company has appointed Chief Financial Officer on June 9, 2025, though the position was vacant as on March 31, 2025, which was in contravention of Section 203(1) read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

38) The Group did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year except as disclosed below. The dividend payment was made to shareholders during the year who are struck off Companies as under :

Amount (₹) in Lakhs

Shareholders	Unclaimed Dividend payable as at March 31, 2026	Unclaimed Dividend payable as at March 31, 2025
Dashtina Investments Private Limited	-	0.01
Prakash Mehra Pictures Private Limited	-	*0.00
Kothari Intergroup Limited	*0.00	*0.00
Dreams Broking Private Limited	*0.00	*0.00
Crises Financial Services Private Limited	-	*0.00
	***0.00**	**0.01**

*Amount are below ₹ 1,000

Below struck off companies are equity shareholders of the Group as on the Balance Sheet date :

Shareholders	No. of Shares held as at March 31, 2026	No. of Shares held as at March 31, 2025
Dashtina Investments Private Limited	-	1,687
Prakash Mehra Pictures Private Limited	-	840
Kothari Intergroup Limited	1	1
Dreams Broking Private Limited	55	55
Crises Financial Services Private Limited	-	1,500

All the above transactions are with the Holding Company.

39) Other Statutory Information

(a) The Group has not revalued its Property, Plant and Equipment's, thus valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuer and Valuation) Rules, 2017 is not applicable

(b) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property

(c) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

(d) The Group has not traded or invested in Crypto Currency or Virtual Currency during the financial year

(e) The Group has not been declared a willful defaulter by any bank or financial institution or other lender

(f) The Group has not entered in to any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

(g) The Group is in compliance with the number of layers prescribed under Clause (87) of Section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017

(h) No Scheme of arrangement has been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act, 2013 during the year ended March 31, 2026 and 31 March 31, 2025

(i) During the year ended March 31, 2026 and March 31, 2025, the Group has not obtained any borrowings on the basis of security, hence disclosure relating to same is not applicable

40) The Group has not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall :

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

NOTES forming part of the consolidated financial statements for the year ended March 31, 2026

41) The Group has not received any fund from any person(s) or entity (ies), including foreign entities

(Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall :

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

42) The Holding Company, its subsidiaries, and the Joint Venture incorporated in India maintained their books of account on accounting software with an audit trail (edit log) feature for every transaction, in accordance with the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014. The audit trail remained enabled and operated consistently throughout the financial year for all transactions

In the case of one subsidiary, while procedures existed for periodic backups of audit trail records, backups were performed weekly rather than daily during the year. Management of that subsidiary evaluated the risk arising from weekly backups and confirmed that no instances of loss, alteration, or compromise of audit trail records came to its attention during the year. Given the limited volume of transactions, the residual risk is assessed as low. Other than the backup frequency being weekly instead of daily, all requirements relating to the maintenance, preservation, and accessibility of audit trail records were complied with

43) Previous year numbers are regrouped/reclassified wherever necessary

In terms of our report attached of even date

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration No. 105146W/W100621

Bharat Jain
Partner
Membership No. 100583

Place : Mumbai
Date : May 30, 2026

For and on behalf of the Board of Directors

Chitranjan Singh Kahlon
Chairman
DIN : 02823501

Lubna Usman
Whole-time Director and CEO & CFO
DIN : 08299976

Prasad Chaoji
Company Secretary
Membership No. A29864

Place : Mumbai
Date : May 30, 2026

FORM AOC-1

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

(1)	Sr. No.	1	2	3	4	5
(2)	Name of the subsidiary	IL&FS Urban Infrastructure Managers Limited	Andhra Pradesh Urban Infrastructure Asset Management Limited	IL&FS AMC Trustee Limited	IL&FS Infra Asset Management Limited	IL&FS Investment Advisors LLC
(3)	The date since when subsidiary was acquired	24/05/2006	15/07/2016	01/01/2017	01/01/2017	31/01/2006
(4)	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31-Mar-26	31-Mar-26	31-Mar-26	31-Mar-26	31-Mar-26
(5)	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	NA	USD @ 94.6543
(6)	Share capital	1,00,00,000	20,00,00,000	25,00,000	19,39,80,000	1,35,00,197
(7)	Reserves & Surplus	6,72,63,551	12,45,05,750	30,55,722	16,96,60,486	48,13,67,194
(8)	Total assets	8,04,13,489	59,52,91,103	61,29,369	37,21,00,566	51,30,70,066
(9)	Total Liabilities	31,49,938	27,07,85,353	5,73,647	84,60,080	1,82,02,675
(10)	Investments	-	-	-	-	379
(11)	Turnover / Total Revenue	1,67,46,208	44,79,42,554	13,96,070	11,32,93,906	3,00,32,795
(12)	Profit before taxation	(76,39,447)	2,73,61,677	(69,956)	7,26,17,303	2,54,95,145
(13)	Provision for taxation	-	2,31,69,540	-	1,89,66,033	-
(14)	Profit after taxation	(76,39,447)	41,92,138	(69,956)	5,36,51,270	2,54,95,145
(15)	Proposed Dividend	-	-	-	-	-
(16)	% of shareholding	100%	51%	100%	86.61%	100%

(1) Names of subsidiaries which are yet to commence operations NIL

Chitranjan Singh Kahlon
Chairman

Lubna Usman
Executive Director and Chief Executive Officer & Chief Financial Officer

Prasad Chaoji
Company Secretary

Place : Mumbai
Date : May 29, 2026

FORM AOC-1

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr. No.	Name of Joint Ventures	IL&FS Milestone Realty Advisors Private Limited
1	Latest audited Balance Sheet Date	31-Mar-26
2	Shares of Joint Ventures held by the company on the year end	400,000 Equity Shares of Rs. 10 each
3	Amount of Investment in Joint Venture	Rs. 4,000,000
4	Extent of Holding %	40%
5	Description of how there is significant influence	Based on Equity holding
6	Reason why the joint venture is not consolidated	NA
7	Networth attributable to Shareholding as per latest audited Balance Sheet (Rs.)	1,40,40,741
8	Profit / Loss for the year	
	(i) Considered in Consolidation (Rs.)	9,77,996
	(ii) Not Considered in Consolidation	-

(1) Names of associates or joint ventures which are yet to commence operations NIL

(2) Names of associates or joint ventures which have been liquidated or sold during the year NIL

Chitranjan Singh Kahlon
Chairman

Lubna Usman
Executive Director and Chief Executive Officer & Chief Financial Officer

Prasad Chaoji
Company Secretary

Place : Mumbai
Date : May 29, 2026

NOTICE

NOTICE is hereby given that the 40th (Fortieth) Annual General Meeting of the Members of IL&FS Investment Managers Limited ('the Company') will be held on **Tuesday, September 22, 2026 at 11:00 a.m. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS

(1) To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon

(2) To declare a final dividend of ₹ 0.70 (Rupees Seventy Paise only) per Equity Share for the financial year ended March 31, 2026.

(3) To appoint a Director in place of Mr. Gaurav Khungar (DIN 10802649) who retires by rotation and being eligible, offers himself for re-appointment.

(4) Appointment of Statutory Auditors

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 139(1), 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s C N K & Associates LLP, Chartered Accountants (Firm Registration No. 101961W / W-100036), be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s KKC & Associates LLP, Chartered Accountants, to hold office from August 21, 2026 until the conclusion of the 40th Annual General Meeting of the Company.

RESOLVED FURTHER THAT subsequently, M/s C N K & Associates LLP, Chartered Accountants (Firm Registration No. 101961W / W-100036), be and is hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix the remuneration of the Statutory Auditors in consultation with the Audit Committee and the Statutory Auditors and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

(5) Appointment of Ms Jayashree Ramaswamy (DIN: 02235205) as Director of the Company in the category of Nominee Director (Non-Executive):

To consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Jayashree Ramaswamy (DIN: 02235205), who was appointed by the Board of Directors as an Additional Director in the category of Nominee Director (Non-Executive) of the Company with effect from February 13, 2026 pursuant to Section 161 of the Act and who holds office up to the date of this Annual General Meeting, and being eligible for appointment, be and is hereby appointed as a Director of the Company in the category of Nominee Director (Non-Executive), liable to retire by rotation."

"**RESOLVED FURTHER THAT** any Director, Chief Executive Officer, Chief Financial Officer, Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to file necessary forms, returns and intimations with the Registrar of Companies, Stock Exchanges and other regulatory authorities, as may be necessary to give effect to this resolution."

By Order of the Board
For IL&FS Investment Managers Limited

Sd/-
Prasad Chaoji
Company Secretary & Compliance Officer

Place : Mumbai
Date : August 21, 2026

Registered Office:

The IL&FS Financial Centre, Plot No. C-22, G Block,
Bandra-Kurla Complex, Bandra (East), Mumbai 400 051

NOTICE

NOTES

(1) The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 03/2025 dated September 22, 2025 (in continuation with the circulars issued earlier by MCA in this regard) permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and the Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the 40th AGM will be The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051.

(2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the Circulars through VC/OAVM, the requirement of physical attendance of Shareholders has been consequently dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for this AGM and the Route Map, Proxy Form and Attendance Slip are not attached to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

(3) Institutional Investors, who are Shareholders of the Company, are encouraged to attend this AGM and cast their votes through remote e-voting. Pursuant to the provisions of the Act, the Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation should be sent to the Scrutinizer by e-mail to team@cskda.com with a copy marked to evoting@nsdl.com

(4) The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

(5) The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(6) In compliance with the aforesaid Circulars, the Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company/Depositories. Shareholders may note that the Notice and Annual Report 2025-26 will also be available on the Company's website at : https://iimlindia.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at : https://www.bseindia.com/ and https://www.nseindia.com/ respectively, and on the website of NSDL at : https://www.evoting.nsdl.com/ in line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020.

(7) Record Date and Dividend:

(a) The closure of Register of Members and Share Transfer Books of the Company shall not be applicable effective from the amendment dated December 12, 2024. The Dividend as recommended by the Directors, if approved by the shareholders will be payable within 30 days from the date of declaration of dividend and will be paid to those shareholders whose names appear in the Company's Register of Members as on Tuesday, September 15, 2026. In respect of the shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by NSDL and Central Depository Services (India) Limited ("CDSL"). HDFC Bank has been appointed as the banker for the payment of dividend to the Shareholders.

(b) In terms of the provisions of the Income Tax Act, 1961, dividend income will be taxable in the hands of shareholders' and the Company is required to deduct tax at source ("TDS") from dividend paid to shareholders at the prescribed rates. In general, to enable compliance with TDS requirements, Shareholders are requested to update their valid Permanent Account Number ("PAN") and submit tax related documents by September 15, 2026. For the detailed process and documentation, kindly visit : https://iimlindia.com/tax-on-dividend/

(c) In order to enable the Company to remit dividend through any of the electronic modes of payment facility approved by the Reserve Bank of India for the payment of dividend, shareholders are requested to submit their Bank details viz. Bank Account Number, Name of the Bank, cancelled cheque leaf, Branch details, MICR Code, IFS Code etc. Shareholders holding shares in demat mode are requested to submit the said bank details to the Depository Participants with whom they are maintaining their demat account and shareholders holding shares in physical mode are requested to submit the said bank details to the Company's Registrars & Share Transfer Agent ("RTA"). Payment through electronic mode shall be subject to timely furnishing of complete and correct information by shareholders.

(8) Section 101 of the Act and Rules made thereunder also allows serving notice of the general meetings in electronic mode. Therefore, the email addresses registered by the shareholders:

(a) in respect of shareholding in demat mode – with the respective Depository Participant which will be periodically downloaded from NSDL/CDSL, and

NOTICE

(b) in respect of physical holding – through a written request letter to the RTA of the Company, will be deemed to be the registered email address for serving all notices/documents including those covered under applicable provisions of the Act. Shareholders are therefore requested to keep their email addresses updated in case of electronic holding with their respective Depository Participants and in case of physical holding with the RTA of the Company, M/s MUFG Intime India Private Limited formerly known as Link Intime India Private Limited.

(9) Shareholders are requested to:

(a) Intimate the RTA of the Company of changes, if any, in their registered address, bank account details etc. for shares held in physical form. For shares held in electronic form, changes, if any, should be communicated to their respective Depository Participants.

(b) Quote Ledger Folio Nos./DP ID, DP Name and Client ID Nos. in all correspondence.

(c) Approach the Company for consolidation of various ledger folios into one.

(d) Get the shares transferred in joint names, if they are held in a single name and/or appoint a nominee.

(e) Get their PAN, Postal address with PIN code, Contact details/Mobile number, Bank account details, Specimen signature and Nomination registered.

(10) As per Regulation 40 of the SEBI LODR, as amended, securities of a Listed Company can be transferred only in dematerialised form. Therefore, Shareholders holding shares in physical form are requested to dematerialise their shares before transfer of shares held by them.

(11) SEBI has now mandated that the shareholders (holding shares in physical form), whose folio(s) do not have PAN, Choice of Nomination, Contact Details (postal address with PIN and mobile number), Bank Account Details and Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 1, 2024, upon their furnishing all the aforesaid details in entirety.

The relevant FAQs published by SEBI on its website can be viewed at : https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

If a shareholder updates the PAN, Choice of Nomination, Contact Details (postal address with PIN and mobile number), Bank Account Details and Specimen Signature after April 1, 2024, then the shareholder would receive all the dividends/interest etc. declared during that period (from April 1, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

(12) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 8, 2023 mandated the Registrar and Share Transfer Agent (RTA) to set up a user-friendly online mechanism or portal for service requests/complaints with the features as cited in the above referred SEBI Circular.

Accordingly, M/s. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), the RTA of the Company has launched such portal named "SWAYAM" which is an Investor Self-Service Portal.

SWAYAM is a secure, user-friendly platform that empowers investors to effortlessly access information through a dashboard and avail various services in digital mode through registration over the portal. Details of key features and benefits along with the steps for registration can be accessed at : https://swayam.in.mpms.mufg.com/ or https://web.in.mpms.mufg.com/helpdesk/Service_Request.html

(13) As per applicable provisions of the Act and Rules made thereunder, the Company will be obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years, to the credit of the Investor Education and Protection Fund ("IEPF"). Hence, shareholders who have not encashed their dividend should contact the RTA of the Company for the same. Please note that the dividend paid for the year 2018-2019 is due for transfer to IEPF by November 30, 2026. Further, please note that the dividend paid for the year 2019-2020 is due for transfer to IEPF next year.

The details of unpaid and unclaimed dividend as on March 31, 2026 will be made available at the Company's website after the AGM. The same can be accessed at : https://iimlindia.com/unclaimed_dividend/

(14) Transfer of equity shares to IEPF:

Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") all equity shares whose dividend has remained unpaid or unclaimed for a period of seven consecutive years are required to be transferred by the Company to IEPF established by the Central Government, after completion of seven years. As per the said Rules, the Company has been sending communications to the shareholders who have not claimed their Dividend. The shares held in physical and/or dematerialised mode pertaining to which dividend has remained unpaid/unclaimed for a consecutive period of seven years have been transferred annually to the IEPF Account. Accordingly, the shares held in physical and/or dematerialised mode pertaining to the unpaid/unclaimed dividend for FY 2018-2019 and which has remained unpaid/unclaimed for a consecutive period of seven years shall be transferred to the IEPF Account. The List of shares transferred and to be transferred to the IEPF Account can be found on the Company's website at : https://iimlindia.com/transfer-of-shares-to-iepf/

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Any further dividend on such shares shall be credited to IEPF. The shareholders may claim the shares/dividend transferred to IEPF by making an application to IEPF in Form IEPF-5 as per the IEPF Rules. The said form is available on the website of IEPF viz. https://www.mca.gov.in/content/mca/global/en/mca/iept-related-services.html

In case the shareholders have any queries on the subject matter and the IEPF Rules, they may contact the Company at e-mail: investor.relations@ilfsindia.com or the Company's RTA, M/s MUFG Intime India Private Limited formerly known as M/s Link Intime India Private Limited, Unit – IL&FS Investment Managers Limited, C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083; Tel. No.: +91-8108116767; Fax No.: +91-22-49186060; E-mail: iepf.shares@in.mpms.mufg.com

(15) Appointment/re-appointment of Directors:

For details kindly refer explanatory statement annexed to this Notice.

(16) Attending the AGM through VC/OAVM:

(a) Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders may access the same by following the steps mentioned for **Access to NSDL e-Voting system**. After successful login, shareholder can see link of "VC/OAVM link" placed under **"Join Meeting"** menu against company name. Shareholders are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the Remote E-voting instructions mentioned in this notice to avoid last minute rush

(b) Shareholders are encouraged to join the Meeting through Laptops for better experience. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches

(c) Shareholders desiring any information on the business to be transacted at the AGM are encouraged to submit their queries in advance. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number and mobile number, to reach the Company's e-mail address at investor.relations@ilfsindia.com by September 15, 2026

(d) Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor.relations@ilfsindia.com from Wednesday, September 9, 2026 (9.00 a.m.) to Tuesday, September 15, 2026 (5.00 p.m.). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM

(e) Shareholders who need assistance before or during the AGM, can contact NSDL at evoting@nsdl.com or call on 022-4886 7000

(17) E-Voting Facility :

(a) In compliance with Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI LODR and the aforesaid Circulars, the Company is pleased to provide to the shareholders remote e-voting facility (i.e. voting electronically from a place other than the venue of the general meeting). The Company has appointed NSDL to provide e-voting facility to its shareholders i.e. casting votes by a shareholder using remote e-Voting system as well as voting during the AGM

(b) Shareholders of the Company holding shares either in physical form or in electronic form as on Tuesday, September 15, 2026 ("cut-off date") may cast their vote by remote e-voting. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Shareholder as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as remote e-voting during the AGM

(c) Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and becomes a shareholder of the Company after this Notice is sent through e-mail and holding shares as of the cut-off date may obtain the login ID and password by sending a request to NSDL at evoting@nsdl.com or to the Company at investor.relations@ilfsindia.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on https://www.evoting.nsdl.com/ or call on 022-4886 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become a Shareholder of the Company after sending of this Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system"

NOTICE

(d) Shareholders will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM. The procedure and instructions for remote e-voting before AGM and e-voting during the AGM are same. Only those shareholders, who are present at the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote again at the AGM

(e) The remote e-voting module for voting on the day of the AGM shall be disabled by NSDL 15 minutes after the conclusion of the Meeting

(f) CS Kaushal Dalal of M/s KDA & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer for conducting the remote e-voting process before and during the AGM

(g) The instructions for members for remote e-voting and joining general meeting are as under:-

The remote e-voting period begins on Saturday, September 19, 2026 at 9.00 a.m. and ends on Monday, September 21, 2026 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 15, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 15, 2026.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name** or **e-Voting service provider** i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner”** icon under **“Login”** which is available under **‘IDeAS’** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **“Access to e-Voting”** under e-Voting services and you will be able to see e-Voting page. Click on **company name** or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **“Register Online for IDeAS Portal”** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name** or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

NOTICE

	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL.	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800-21-09911

NOTICE

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

NOTICE

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: <u>Cast your vote electronically and join General Meeting on NSDL e-Voting system.</u>

<u>How to cast your vote electronically and join General Meeting on NSDL e-Voting system?</u>

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

<u>General Guidelines for shareholders</u>

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to <u>team@cskda.com</u> with a copy marked to <u>evoting@nsdl.com</u>. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "<u>Forgot User Details/Password?</u>" or "<u>Physical User Reset Password?</u>" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <u>www.evoting.nsdl.com</u> or call on.: 022 - 4886 7000 or send a request to Ms Pallavi Mhatre, Senior Manager at <u>evoting@nsdl.com</u>

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card) by email to <u>investor.relations@ilfsindia.com</u>.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card) to <u>investor.relations@ilfsindia.com</u>. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. <u>Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode</u>.
3. Alternatively shareholder/members may send a request to <u>evoting@nsdl.com</u> for procuring User Id and Password for e-voting by providing above mentioned documents.
4. <u>In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.</u>

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

NOTICE

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name.You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@ilfsindia.com. The same will be replied by the company suitably.

6. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at investor.relations@ilfsindia.com from Wednesday, September 9, 2026 (9.00 a.m.) to Tuesday September 15, 2026 (5.00 p.m.). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

(18) Declaration of Results:

(a) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes casted during the AGM, thereafter unblock the votes casted through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

(b) The result declared along with the Scrutinizer's Report shall be placed on the Company's website at : https://iimlindia.com/ and on the website of NSDL at : https://www.evoting.nsdl.com/ immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By Order of the Board
For IL&FS Investment Managers Limited

Sd/-
Prasad Chaoji
Company Secretary & Compliance Officer

Place : Mumbai
Date : August 21, 2026

Registered Office:
The IL&FS Financial Centre,
Plot No. C-22, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051

NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

M/s. KKC & Associates LLP, Chartered Accountants, were re-appointed as the Statutory Auditors of the Company at the 38th Annual General Meeting held on August 30, 2024, for a term of five years, from the conclusion of the 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting.

As communicated earlier, M/s KKC & Associates LLP tendered their resignation as the Statutory Auditors of the Company with effect from August 13, 2026. The resignation resulted in a casual vacancy in the office of the Statutory Auditors of the Company.

The Board of Directors, at its meeting held on August 21, 2026, took note of the resignation of M/s KKC & Associates LLP and, based on the recommendation of the Audit Committee and after considering the consent and certificate of eligibility furnished by M/s C N K & Associates LLP, Chartered Accountants (Firm Registration No. 101961W / W-100036) ("CNK"), appointed CNK as the Statutory Auditors of the Company to fill the casual vacancy arising from the resignation of M/s KKC & Associates LLP.

In terms of Section 139(8) of the Companies Act, 2013 ("Act"), where a casual vacancy in the office of an auditor is caused by resignation, the vacancy is required to be filled by the Board of Directors within thirty days, and such appointment is required to be approved by the Members of the Company at a general meeting convened within three months of the recommendation of the Board. The auditor so appointed shall hold office until the conclusion of the next Annual General Meeting.

Accordingly, CNK shall hold office as the Statutory Auditors of the Company from August 21, 2026 until the conclusion of the 40th Annual General Meeting.

Further, based on the recommendation of the Audit Committee and the Board of Directors, the appointment of CNK as the Statutory Auditors of the Company is proposed for a term of five consecutive years, commencing from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting, subject to approval of the Members.

The relevant information in respect of the proposed appointment of CNK, as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), is provided below:

Particulars	Details
Proposed fees payable to the Statutory Auditors	₹ 30.50 lakh per annum, plus applicable taxes and reimbursement of reasonable out-of-pocket expenses, if any, with authority to the Board to make such revisions during the tenure of appointment as may be appropriate in consultation with the Audit Committee and Statutory Auditors.
Terms of appointment	(i) To fill the casual vacancy arising from the resignation of M/s KKC & Associates LLP and to hold office from August 21, 2026 until the conclusion of the 40th Annual General Meeting; and, (ii) for a term of five consecutive years commencing from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting.
Material change in the fee payable to the new auditor from that paid to the outgoing auditor and rationale for such change	There is no material change in the proposed remuneration payable to CNK as compared to the remuneration payable to M/s KKC & Associates LLP, the outgoing Statutory Auditors. The proposed remuneration of ₹30.50 lakh per annum is the same as the remuneration payable to the outgoing Statutory Auditors.
Basis of recommendation for appointment, including details in relation to and credentials of the proposed Statutory Auditors	CNK is a firm of Chartered Accountants established in 1936, providing professional services in the areas of assurance, taxation and advisory services. The Firm has a team of over 1,000 professionals and has a presence across multiple locations in India and overseas. CNK has experience in providing professional services to domestic and multinational organisations across diverse sectors, including the banking and financial services sector. The Audit Committee and the Board, after considering, inter alia, the qualifications, experience, professional credentials, independence, eligibility and suitability of CNK, having regard to the size and requirements of the Company, recommended its appointment as the Statutory Auditors of the Company.

CNK has furnished its written consent to act as the Statutory Auditors of the Company and a certificate confirming that its appointment, if made, would be in accordance with the applicable provisions of the Act and the Rules made thereunder.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

NOTICE

ITEM NO. 5:

The Nomination & Remuneration Committee and the Board of Directors of the Company had, at their respective meetings held on February 13, 2026, recommended and approved the appointment of Ms. Jayashree Ramaswamy (DIN: 02235205) as an Additional Director in the category of Nominee Director (Non-Executive) of the Company with effect from February 13, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”), based on the nomination received from Infrastructure Leasing & Financial Services Limited, the Holding Company of the Company.

In terms of Section 161 of the Act, Ms. Jayashree Ramaswamy holds office up to the date of the ensuing Annual General Meeting (“AGM”) of the Company and is eligible for appointment as a Director of the Company.

The Company has received the requisite statutory disclosures and declarations from Ms. Jayashree Ramaswamy under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), including confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that she is not debarred from holding the office of Director by virtue of any order issued by the Securities and Exchange Board of India or any other authority.

Ms. Jayashree Ramaswamy possesses rich experience in the areas of finance, accounts,

corporate governance and management. The Board is of the opinion that her continued association on the Board would be beneficial and in the interest of the Company.

Brief profile and other details of Ms. Jayashree Ramaswamy, as required under the

Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure to the Notice.

Except Ms. Jayashree Ramaswamy and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

By Order of the Board
For IL&FS Investment Managers Limited

Sd/-
Prasad Chaoji
Company Secretary & Compliance Officer

Place : Mumbai
Date : August 21, 2026

Registered Office:
The IL&FS Financial Centre,
Plot No. C-22, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051

NOTICE

Details of Director seeking appointment/re-appointment at the 40th Annual General Meeting

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Name of Director	Ms Jayashree Ramaswamy	Mr Gaurav Khungar
DIN	02235205	10802649
Designation/Category of the Director	Nominee Director (Non-Executive)	Nominee Director (Non-Executive)
Age	61	55
Date of First appointment on the Board	13/02/2026	14/11/2024
Qualification	She is a Fellow Member of the Institute of Chartered Accountants of India, an Associate Member of the Institute of Cost and Management Accounts, an Associate Member of the Institute of Company Secretaries of India and a Certified Public Accountant from State of Delaware, USA.	He holds Masters of Business Administration (Post Graduation) from the University of North Carolina at Greensboro, USA.
Profile, Experience, and Expertise in specific functional areas	She is currently the Group Chief Financial Officer of IL&FS and also holds the CFO position in IL&FS Financial Services Limited. She is responsible for helping the Board in finance matters while it undertakes the resolution activities. She joined IL&FS Group in September 2019. Jayashree has over 36 years of experience in leading the finance function across diverse industries including IT, Financial Services Information Services. In her earlier stints, she has served companies like Bharat Heavy Electricals Limited, India Securities Limited, Credit Suisse First Boston India Ltd, TCG Ivega Information Technologies Limited, Cargill Capital Financial Services and Dun & Bradstreet Information Services Limited. She has functioned as a Chief Financial Officer and has led the finance function for more than two decades in the organisations that she has served.	He joined Infrastructure Leasing & Financial Services Limited in August 2018. His current role requires operations and asset management of a portfolio of IL&FS entities. He has over 26 years of experience in managing all aspects of a business/ portfolio of investments with an enhanced ability and motivation to create wealth through operational and financial management of businesses. Prior to his current role, Mr Khungar held very senior positions with the Big Four Firms and Financial Services Companies. He held the position of Senior Partner PWC, Managing Director at O3 Capital, Managing Director at Religare Capital Markets, Senior Partner at KPMG and Head of Strategic Advisory and M&A at Rabo Bank. He has experience in Capital raises through Initial Public Offerings, Private Equity, Venture Capital and Debt, Investment Banking and M&A
Terms and conditions of appointment/re-appointment	Director liable to retire by rotation	Director liable to retire by rotation
Details of remuneration last drawn (FY 25-26)	Sitting Fees : Rs 20,000/-	Sitting Fees : Rs 1,60,000/-
Details of remuneration sought to be paid	Sitting Fees	Sitting Fees
Shareholding in the Company including shareholding as a beneficial owner	Nil	Nil

NOTICE

<table>
<tr><th>Name of Director</th><th>Ms Jayashree Ramaswamy</th><th>Mr Gaurav Khungar</th></tr>
<tr><td>Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this notice</td>
<td><table>
<tr><td>Bizoforce Technologies Private Limited</td><td>Director</td></tr>
<tr><td>Noida Toll Bridge Company Limited</td><td>Nominee Director</td></tr>
<tr><td>New Tirupur Area Development Corporation Limited</td><td>Director</td></tr>
<tr><td>Roadstar Infra Private Limited</td><td>Director</td></tr>
<tr><td>Tamilnadu Urban Infrastructure Financial Services Limited</td><td>Nominee Director</td></tr>
<tr><td>Tamilnadu Urban Infrastructure Trustee Company Limited</td><td>Nominee Director</td></tr>
<tr><td>IL&FS Township & Urban Assets Limited</td><td>Director</td></tr>
<tr><td>Tamil Nadu Water Investment Company Limited</td><td>Nominee Director</td></tr>
<tr><td>IL&FS Maritime Infrastructure Company Limited</td><td>Director</td></tr>
<tr><td>Porto Novo Maritime Limited</td><td>Director</td></tr>
</table></td>
<td><table>
<tr><td>IL&FS Urban Infrastructure Managers Limited</td><td>Director</td></tr>
</table></td></tr>
<tr><td>Memberships/Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice</td>
<td><table>
<tr><td>Noida Toll Bridge Company Limited</td><td>Audit Committee– Chairperson
Investor Shareholder Committee – Member</td></tr>
<tr><td>Tamil Nadu Water Investment Company Limited</td><td>Audit Committee – Member
Tender Committee – Member
Nomination & Remuneration Committee – Member</td></tr>
<tr><td>IL&FS Maritime Infrastructure Company Limited</td><td>Audit Committee – Member
Nomination & Remuneration Committee – Member</td></tr>
<tr><td>Porto Novo Maritime Limited</td><td>Audit Committee – Member
Nomination & Remuneration Committee – Member</td></tr>
</table></td>
<td>Nil</td></tr>
<tr><td>Listed entities from which the Director has resigned from directorship in the past three (3) years</td><td>None</td><td>None</td></tr>
<tr><td>Number of Board Meetings attended</td><td>1</td><td>8</td></tr>
<tr><td>Inter-se relationship with other Directors & Key Managerial Personnel</td><td>None</td><td>None</td></tr>
</table>

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IL&FS Investment Managers Limited
The IL&FS Financial Centre, Plot No. C-22,
G-Block, Bandra-Kurla Complex, Bandra (East),
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