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Limited Review Report

Unaudited consolidated financial results pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To Board of Directors of IL&FS Investment Managers Limited

We have reviewed the accompanying statement of unaudited consolidated financial results of **IL&FS Investment Managers Limited**, its subsidiaries (collectively referred to as 'the Group') and its joint ventures for the quarter ended 30 September 2018 and the year-to-date results for the period from 1 April 2018 to 30 September 2018 attached herewith, being submitted by the company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these consolidated financial results based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* specified under section 143(10) of the Companies Act, 2013. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the consolidated financial results are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We did not review the financial information of three subsidiaries included in the statement of unaudited consolidated financial results and consolidated year-to-date financial results, whose unaudited financial information reflect total revenue of Rs. 1,112.79 lakhs and Rs. 2,075.51 lakhs for the quarter ended 30 September 2018 and period from 1 April 2018 to 30 September 2018 respectively and total assets of Rs. 5,037.53 lakh as at 30 September 2018. The consolidated financial results also include the Group's share of net profit (and other comprehensive income) of Rs. 68.73 lakhs and Rs. 154.63 lakhs for the quarter ended 30 September 2018 and period from 1 April 2018 to 30 September 2018 respectively in respect of joint ventures. This unaudited financial information has been reviewed by other auditors whose reports have been furnished to us, and our conclusion on the unaudited consolidated financial results and the year-to-date results, to the extent they have been derived from such unaudited financial information is based solely on the report of such other auditors, except one jointly controlled entity which is management certified and not reviewed by their auditors having a net profit of Rs. 70.50 lakhs and Rs. 158.40 lakhs for the quarter ended 30 September 2018 and period from 1 April 2018 to 30 September 2018 respectively and one subsidiary which is management certified and not reviewed by their auditors having total revenue

**Unaudited consolidated financial results pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
(Continued)**

of Rs. 418.37 lakhs and Rs. 732.07 lakhs for the quarter ended 30 September 2018 and period from 1 April 2018 to 30 September 2018 respectively and total assets of Rs. 2,928.94 lakhs as at 30 September 2018. Our conclusion is not modified in respect of such matter.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited consolidated financial results prepared in accordance with applicable accounting standards i.e. Ind AS prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations and SEBI Circular dated 5 July 2016 in this regard including the manner in which it is to be disclosed, or that it contains any material misstatement.

We draw attention to Note 5 to the consolidated Ind AS financial results that describes the provision made with regard to exposure aggregating Rs. 3,017.04 lakhs and the basis thereof. Our opinion is not modified in respect of this matter.

We draw attention to Note 8 to the consolidated Ind AS financial results, regarding communication dated 1 Oct, 2018 received from the Ministry of Corporate Affairs (MCA), Government of India, on investigation initiated by Serious Fraud Investigation Office (SFIO) against Infrastructure Leasing & Financial Services Limited (IL&FS), the Holding Company and its subsidiaries (including the Company and its subsidiaries) the information sought by SFIO and related responses. The investigation is in progress. Further, as stated in the note, on December 3, 2018, MCA has impleaded 301 Group Companies of IL&FS (which includes the Company) as Respondents to the Petition filed by them on October 1, 2018. Based on the information available as on date, Company believes that there are no matters that impacts its financial results. The impact of the above on the Group is currently uncertain. Our opinion is not modified in respect of this matter.

Mumbai
14 December 2018

For B S R & Associates LLP
Chartered Accountants
Firm's Registration No. 116231W/W-100024



N Samapth Ganesh
Partner
Membership No. 042554

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CIN : L65999MH1986PLC147981. Website: www.iimlindia.com

**STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE HALF YEAR
ENDED SEPTEMBER 30, 2018**

(Rs. in lakhs)

	Particulars	Quarter Ended 30.09.2018 (Unaudited)	Quarter Ended 30.06.2018 (Unaudited)	Quarter Ended 30.09.2017 (Unaudited)	Half Year Ended 30.09.2018 (Unaudited)	Half Year Ended 30.09.2017 (Unaudited)
	Revenue:					
	Revenue from Operations	2,459.20	2,204.67	2,674.93	4,663.87	5,354.04
	Other Income	507.58	501.54	146.67	1,009.12	684.35
1	Total Revenue	2,966.78	2,706.21	2,821.60	5,672.99	6,038.39
2	Expenses:					
	Employee benefits expense	938.41	1,021.31	1,069.19	1,959.72	2,281.70
	Depreciation and amortisation expense	308.26	293.04	283.18	601.30	574.27
	Rent expense	111.26	124.94	121.99	236.20	268.54
	Legal and Professional expense	588.87	574.44	454.85	1,163.31	777.14
	Other Expenses	453.77	225.36	302.03	679.13	596.17
	Total Expenses	2,400.57	2,239.09	2,231.24	4,639.66	4,497.82
3	Profit before tax (1-2)	566.21	467.12	590.36	1,033.33	1,540.57
4	Exceptional Item (Refer note no 5)	3,017.04	-	-	3,017.04	-
5	Profit after exceptional item and before tax (3-4)	(2,450.83)	467.12	590.36	(1,983.71)	1,540.57
6	Tax expense/(benefit):					
	a)Current tax	148.18	141.00	340.85	289.18	472.14
	b)Deferred tax	19.20	147.35	95.32	166.55	1,193.31
	Total Net tax expense/(benefit)	167.38	288.35	436.17	455.73	591.45
7	Profit after Tax (5-6)	(2,618.21)	178.77	154.19	(2,439.44)	949.12
8	Share of profit of Joint Venture	68.73	85.90	60.52	154.63	84.28
9	Profit after tax and share in profit of Joint Venture (7+8)	(2,549.48)	264.67	214.71	(2,284.81)	1,033.40
	Profit attributable to:					
	Owners of the company	(2,305.82)	235.05	160.15	(2,070.77)	946.37
	Non-controlling interest	(243.66)	29.62	54.56	(214.04)	87.03
	Profit after tax after minority interest(7+8)	(2,549.48)	264.67	214.71	(2,284.81)	1,033.40




10	Other comprehensive income					
	Items that will not be reclassified to profit or loss :					
	Actuarial Gain of the defined benefit plans	0.82	50.11	22.87	50.93	21.83
	Foreign currency translation reserve	677.58	600.64	107.62	1,278.22	90.16
	Income tax relating to items that will not be reclassified to profit or loss	(108.78)	(133.62)	19.09	(242.40)	15.64
	Total other comprehensive income	569.62	517.13	149.58	1,086.75	127.63
	Total comprehensive income attributable to:					
	Owners of the company	574.93	517.29	149.12	1,092.22	127.64
	Non-controlling interest	(5.31)	(0.16)	0.46	(5.47)	(0.01)
11	Total Comprehensive Income(9+10)	(1,979.86)	781.80	364.29	(1,198.06)	1,161.03
	Owners of the company	(1,730.90)	752.35	309.26	(978.55)	1,074.00
	Non-controlling interest	(248.96)	29.45	55.03	(219.51)	87.03
12	Paid-up Equity Share Capital (Face Value of Rs 2/- each)	6,280.85	6,280.85	6,280.85	6,280.85	6,280.85
13	Earning per equity share (not annualised)					
	- Basic	(0.81)	0.08	0.07	(0.73)	0.33
	- Diluted	(0.81)	0.08	0.07	(0.73)	0.33

Statement of assets and liabilities

(Rs. in lakhs)

Particulars		As at September 30, 2018
ASSETS		
Non Current Assets		
(a)	Property, Plant and Equipment	103.39
(b)	Other Intangible Assets	315.70
(c)	Financial Assets	
(i)	Investments	3,221.77
(ii)	Loans	17.95
(iii)	Other financial assets	45.80
(d)	Income Tax Asset (net)	1,307.70
(e)	Other Non Current Assets	312.89
Total non-current assets		5,325.20
Current Assets		
(a)	Financial Assets	
(i)	Investments	3,701.93
(ii)	Trade Receivables	8,933.46
(iii)	Cash and Cash Equivalents	10,409.06
(iv)	Loans	3.24
(v)	Other financial assets	34.63
(b)	Other Current Assets	993.16
Total current assets (Net)		24,075.48
TOTAL ASSETS		29,400.68

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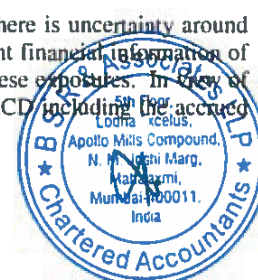


EQUITY AND LIABILITIES		
Equity		
(a)	Equity Share Capital	6,280.85
(b)	Other Equity	17,503.07
Equity attributable to owners		23,783.92
Non-controlling interests		1,474.68
Total Equity		25,258.60
LIABILITIES		
Non-current liabilities		
(a)	Deferred Tax Liabilities	1,767.78
(b)	Employee benefit obligations	370.43
(c)	Other Non Current Liabilities	8.96
Total non-current liabilities		2,147.17
Current liabilities		
(a)	Financial Liabilities	
	(i) Trade payables	
	(i) total outstanding dues of micro enterprises and small enterprises	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	839.45
(b)	Other Current Liabilities	820.28
(c)	Employee benefit obligations	270.96
(d)	Current Tax Liabilities (Net)	64.22
Total current liabilities		1,994.91
TOTAL EQUITY AND LIABILITIES		29,400.68

NOTES :

- The Company has adopted Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, from April 1, 2018 and the effective date of such transition is April 1, 2017. Such transition has been carried out from the erstwhile Accounting Standards notified under the Act, read with relevant rules issued thereunder. Accordingly, the impact of transition has been recorded in the opening reserves as at April 1, 2017 and the corresponding figures presented in these results have been restated/reclassified
- The Company has reported the figures for the current quarter ended September 30, 2018 and corresponding quarter ended September 30, 2017 in accordance with the exemptions available under SEBI circular dated July 5, 2016
- The unaudited standalone financial results have been approved by the Board of Directors at its meeting held on December 14, 2018 in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Statutory Auditors of the Company have carried out limited review of the aforesaid results
- As per requirements of Indian Accounting Standard (Ind AS) 108 on 'Operating Segments', based on evaluation of financial information for allocation of resources and assessing performance, the Company has identified a single segment i.e. providing asset management services and other related services. As such, there are no separate reportable business or geographical segments as per Ind AS 108 on operating segment
- In respect of Inter Corporate Deposit ("ICD") given by the Company's subsidiaries to Infrastructure Leasing & Financial Services Limited ("IL&FS") and IL&FS Financial Services Ltd. (IFIN), the total outstanding due as on September 30, 2018 including interest is Rs 3,017.04 lakhs/-. During the quarter IL&FS and IFIN defaulted on their debt obligations and their credit rating was downgraded to Default ("D") status. In October 2018, given the high level of leverage at the IL&FS group level and its impact on the financial markets, the Government of India superseded the IL&FS Board and appointed its nominee Directors on the IL&FS Board to find a resolution plan

The ICDs placed by the Company's subsidiaries with IL&FS and IFIN are unsecured and there is uncertainty around timing and the amount to be realised through the resolution process. In the absence of current financial information of IL&FS and IFIN, management is unable to reliably ascertain the recoverable amount from these exposures. In view of the above, management on a prudent basis has provided for the entire amount due towards ICD including the accrued interest thereon

- (6) As required by paragraph 32 of Ind AS 101, net profit reconciliation between the figures reported under Previous GAAP and Ind AS is as under :

(Rs. in lakhs)

Particulars	Half ended 30 September 2017 (Unaudited)	Quarter ended 30 September 2017 (Unaudited)
Net profit after tax as reported under Previous GAAP	830.06	301.52
Adjustments increasing / (decreasing) net profit after tax as reported under Previous GAAP		
Fair valuation of financial assets at fair value through profit or loss on investments	(71.57)	(29.04)
Reversal of Expected ECL loss on trade receivable	403.00	16.61
Actuarial gain of employee defined benefit plan recognised in 'Other comprehensive income' net of tax as per Ind AS 19	(21.83)	(22.87)
Deferred tax adjustments on above	(7.55)	(15.90)
Deferred tax on unrealised profit of subsidiary	(98.71)	(35.61)
Net profit after tax as per Ind AS	1,033.40	214.71
Other comprehensive income (net of tax)	127.63	149.58
Total comprehensive income as per Ind AS	1,161.03	364.29

- (7) Opening balance sheet as at April 1, 2017 and financial statements for the year ended March 31, 2018 would be finalised and subjected to audit at the time of annual financial statements for the year ended March 31, 2018
- (8) The Ministry of Corporate Affairs (MCA), Government of India, has vide its letter dated October 1, 2018 initiated investigation by Serious Fraud Investigation Office (SFIO) against Infrastructure Leasing & Financial Services Limited (IL&FS), the Holding Company and its subsidiaries (including the Company) under Section 212(1) of the Companies Act, 2013. As a part of its investigation SFIO has sought information from the Company, its subsidiaries and joint ventures on an ongoing basis, which has been duly complied with by the Company. The investigation is in progress and the Company is fully cooperating with the investigation agencies

On December 3, 2018, MCA on the directions of the National Company Law Tribunal (NCLT) has impleaded 301 Group Companies of IL&FS (which includes the Company) as Respondents to the Petition filed by them on October 1, 2018. Accordingly, the Company, its subsidiaries and joint ventures have been impleaded in the matter before the NCLT

Based on the information available as on date, Company believes that there are no matters that impacts its financial results

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

(Rs. in lakhs)

	Particulars	Quarter Ended 30.09.2018 (Unaudited)	Quarter Ended 30.06.2018 (Unaudited)	Quarter Ended 30.09.2017 (Unaudited)	Half Year Ended 30.09.2018 (Unaudited)	Half Year Ended 30.09.2017 (Unaudited)
1	Total Revenue	1,022.60	1,068.06	1,594.77	2,090.66	2,634.84
2	Profit before tax	214.56	248.02	707.95	462.58	805.25
3	Profit after tax	187.76	198.86	509.93	386.62	573.24

By Order of the Board

Director
SM DATTA

Mumbai, December 14, 2018