

**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF
IL&FS INVESTMENT MANAGERS LIMITED**

A] Audit Report on the Standalone Financial Results for the half year ended September 30, 2015 ("Half Yearly Standalone Financial Results")

1. We have audited the Half Yearly Standalone Financial Results reflected under column titled "Half Year Ended 30.09.2015" and the related Notes contained in the accompanying "Statement of Standalone Financial Results for the Quarter and Half Year Ended September 30, 2015" ("the Statement") of **IL&FS INVESTMENT MANAGERS LIMITED** ("the Company") being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures referred to in Part C – Select Information herein below.
2. The Half Yearly Standalone Financial Results have been prepared on the basis of the related interim standalone financial statements, which are the responsibility of the Company's Management and the Board of Directors. Our responsibility is to express an opinion on the Half Yearly Standalone Financial Results, based on our audit of the related interim standalone financial statements, which have been prepared in accordance with the accounting principles generally accepted in India including the Accounting Standard 25 ("AS 25") on Interim Financial Reporting specified under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014.
3. We conducted our audit of the Half Yearly Standalone Financial Results in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Half Yearly Standalone Financial Results are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the Half Yearly Standalone Financial Results. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall presentation of the Half Yearly Standalone Financial Results. We believe that our audit provides a reasonable basis for our opinion.
4. In our opinion and to the best of our information and according to the explanations given to us, the Half Yearly Standalone Financial Results:
 - (i) are presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges to the extent applicable; and
 - (ii) give a true and fair view in conformity with the accounting principles generally accepted in India of the net profit and other financial information of the Company for the half year ended September 30, 2015



B| Limited Review Report on the Standalone Financial Results for the quarter ended September 30, 2015 ("Quarterly Standalone Financial Results")

5. We have reviewed the Quarterly Standalone Financial Results reflected under the column titled "Quarter Ended 30.09.2015" and the related Notes contained in the accompanying "Statement of Standalone Financial Results for the Quarter and Half Year Ended September 30, 2015" ("the Statement") of **IL&FS INVESTMENT MANAGERS LIMITED** ("the Company"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures referred to in Part C- Select Information herein below.
6. The Quarterly Standalone Financial Results are the responsibility of the Company's Management and the Board of Directors. Our responsibility is to issue a report on the Quarterly Standalone Financial Results based on our review.
7. We conducted our review of the Quarterly Standalone Financial Results in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Quarterly Standalone Financial Results are free of material misstatement. A review is limited primarily to inquiries of the Company's 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.
8. Based on our review conducted as stated in paragraph 7 above, nothing has come to our attention that causes us to believe that the Quarterly Standalone Financial Results, prepared in accordance with the Accounting Standards specified Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, have not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that they contain any material misstatement.



C] Select Information

9. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged / encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding, in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to the investor complaints for the quarter ended September 30, 2015 of the Statement, from the details furnished by the Management and Registrars respectively.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



Kalpesh J. Mehta
Partner
(Membership No.48791)

MUMBAI, November 10, 2015
KJM/NMD

IL&FS INVESTMENT MANAGERS LIMITED
Registered Office: The IL&FS Financial Centre, C-22, G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051
CIN : L65999MH1986PLC147981. Website: www.iimlindia.com

**STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED
SEPTEMBER 30, 2015**

PART I

Sr. No.	Particulars	(₹ in lakhs)					
		Quarter Ended 30.09.2015 (Refer note 5)	Quarter Ended 30.06.2015 (Unaudited)	Quarter Ended 30.09.2014 (Refer note 5)	Half Year Ended 30.09.2015 (Audited)	Half Year Ended 30.09.2014 (Audited)	Year Ended 31.03.2015 (Audited)
1)	Income from Operations						
	a) Income from Operations	1,959.23	1,891.45	2,030.67	3,850.68	3,913.29	8,044.85
	b) Other Operating Income	184.88	525.56	277.64	710.44	741.13	2,346.63
	Total income from operations (Net)	2,144.11	2,417.01	2,308.31	4,561.12	4,654.42	10,391.48
2)	Expenses :						
	a) Employees benefits expense	471.01	599.81	556.69	1,070.82	1,229.13	2,395.58
	b) Depreciation/Amortisation expense	12.23	5.10	16.18	17.33	25.54	60.07
	c) Legal and Professional expense	105.60	136.45	82.60	242.05	159.64	382.25
	d) Other expense	380.49	295.00	333.99	675.49	586.56	1,091.64
	Total Expenses	969.33	1,036.36	989.46	2,005.69	2,000.87	3,929.54
3)	Profit from Operations before Other Income, Finance costs and Exceptional Items (1-2)	1,174.78	1,380.65	1,318.85	2,555.43	2,653.55	6,461.94
4)	Other Income	115.63	141.22	164.38	256.85	625.93	1,154.81
5)	Profit from Ordinary Activities before Finance costs and Exceptional Items (3+4)	1,290.41	1,521.87	1,483.23	2,812.28	3,279.48	7,616.75
6)	Finance costs	-	-	-	-	-	-
7)	Profit from Ordinary Activities after Finance costs but before Exceptional Items (5-6)	1,290.41	1,521.87	1,483.23	2,812.28	3,279.48	7,616.75
8)	Exceptional Items	-	-	-	-	-	-
9)	Profit from Ordinary Activities before tax (7+8)	1,290.41	1,521.87	1,483.23	2,812.28	3,279.48	7,616.75
10)	Tax expense	333.23	421.60	412.23	754.83	893.82	2,027.59
11)	Net Profit from Ordinary Activities after tax (9-10)	957.18	1,100.27	1,071.00	2,057.45	2,385.66	5,589.16
12)	Extraordinary items (net of tax expense)	-	-	-	-	-	-
13)	Net Profit for the period / year (11-12)	957.18	1,100.27	1,071.00	2,057.45	2,385.66	5,589.16
14)	Paid-up Equity Share Capital (Shares of ₹ 2/-each)	6,280.85	6,280.85	6,280.85	6,280.85	6,280.85	6,280.85
15)	Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year						5,193.66
16)	Earnings Per Share (₹) (before and after Extraordinary items) (Face value of ₹ 2/- each)						
	— Basic (Not Annualised)	0.31	0.35	0.34	0.66	0.76	1.78
	— Diluted (Not Annualised)	0.31	0.35	0.34	0.66	0.76	1.78




PART II : Select Information for the quarter and half year ended September 30, 2015

Particulars	Quarter Ended 30.09.2015	Quarter Ended 30.06.2015	Quarter Ended 30.09.2014	Half Year Ended 30.09.2015	Half Year Ended 30.09.2014	Year Ended 31.03.2015
A PARTICULARS OF SHAREHOLDING						
1 Public shareholding						
- Number of shares	155,699,588	155,699,588	155,699,588	155,699,588	155,699,588	155,699,588
- Percentage of shareholding	49.58	49.58	49.58	49.58	49.58	49.58
2 Promoters and Promoter Group Shareholding						
a) Encumbered						
- Number of shares	158,333,152	158,333,152	158,333,152	158,333,152	158,333,152	158,333,152
- Percentage of shares (as a % of the total shareholding of Promoter and Promoter Group)	100	100	100	100	100	100
- Percentage of shares (as a % of the total share capital of the Company)	50.42	50.42	50.42	50.42	50.42	50.42
b) Non-encumbered						
- Number of shares	-	-	-	-	-	-
- Percentage of shares (as a % of the total shareholding of the Promoter and Promoter Group)	-	-	-	-	-	-
- Percentage of shares (as a % of the total share capital of the Company)	-	-	-	-	-	-

	Particulars	Quarter ended 30.09.2015
B	Investor Complaints :	
	Pending at the beginning of the quarter	-
	Received during the quarter	35
	Disposed of during the quarter	35
	Remaining unresolved at the end of the quarter	-



Standalone Statement of assets and liabilities

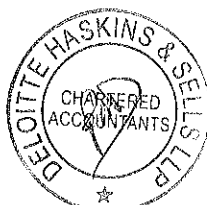
Particulars	(₹ in lakhs)	
	As at 30.09.2015 Audited	As at 31.03.2015 Audited
A EQUITY AND LIABILITIES		
1. Shareholders' Funds :		
a) Share Capital	6,280.85	6,280.85
b) Reserves and surplus	7,251.11	5,193.66
Sub-total - Shareholders' funds	13,531.96	11,474.51
2. Non-current liabilities		
a) Long-term provisions	213.21	211.57
Sub-total - Non-current liabilities	213.21	211.57
3. Current liabilities		
a) Trade payables	443.89	319.62
b) Other current liabilities	398.35	361.51
c) Short-term provisions	885.22	5,227.21
Sub-total - Current liabilities	1,727.46	5,908.34
TOTAL - EQUITY AND LIABILITIES	15,472.63	17,594.42
B ASSETS		
1. Non-current Assets		
a) Fixed assets	111.66	72.83
b) Non-current investments	4,106.16	4,140.70
c) Deferred tax assets (net)	148.82	153.19
d) Long-term loans and advances	819.06	532.31
Sub-total - Non-current assets	5,185.70	4,899.03
2. Current assets		
a) Current investments	8,213.52	8,973.32
b) Trade receivables	478.43	2,155.56
c) Cash and cash equivalents	991.22	656.44
d) Short-term loans and advances	595.56	835.54
e) Other current assets	8.20	74.53
Sub-total - Current assets	10,286.93	12,695.39
TOTAL - ASSETS	15,472.63	17,594.42

NOTES :

- (1) The aforesaid standalone financial results of the Company have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on November 10, 2015. The results for the half year ended September 30, 2015 is subjected to audit by the Statutory Auditor of the Company
- (2) The Company is in the business of providing "Asset Management and other related service". As such, there are no separate reportable business or geographical segments as per Accounting Standard 17 on "Segment Reporting"
- (3) Tax expense for the half year ended September 30, 2015 is inclusive of deferred tax charge of ₹ 4.37 lakhs (half year ended September 30, 2014 of ₹ 3.57 lakhs)
- (4) At its board meeting dated August 11, 2015, the Company had decided to acquire 86.61% stake of IL&FS Infra Asset Management Ltd and 100% stake of IL&FS AMC Trustee Limited subject to necessary approvals of the Securities and Exchange Board of India which are still awaited
- (5) The figures for the current quarter and the corresponding quarter in the previous year are the balancing figures between the audited figures in respect of the half year ended September 30, and the unaudited published results for the quarter ended June 30, which were subjected to a limited review
- (6) Figures for the previous periods / year have been regrouped and rearranged wherever considered necessary to conform to the current period classification

By Order of the Board

Mumbai, November 10, 2015



Archana Hingorani
 Archana Hingorani
 Chief Executive Officer & Executive Director