

Deloitte Haskins & Sells LLP

Chartered Accountants
Indiabulls Finance Centre
Tower 3, 27th - 32nd Floor
Senapati Bapat Marg
Elphinstone Road (West)
Mumbai - 400 013
Maharashtra, India

Tel: +91 (022) 6185 4000
Fax: +91 (022) 6185 4501/4601

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

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

1. We have audited the Half Yearly Consolidated Financial Results reflected under column titled "Half Year Ended 30.09.2015" and the related Notes contained in the accompanying "Statement of Consolidated Financial Results for the Quarter and Half Year Ended September 30, 2015" ("the Statement") of **IL&FS INVESTMENT MANAGERS LIMITED** ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group") and jointly controlled entities, 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 D - Select Information herein below.
2. The Half Yearly Consolidated Financial Results have been prepared on the basis of the related interim consolidated financial statements, which are the responsibility of the Company's Management ("the Management") and the Board of Directors. Our responsibility is to express an opinion on the Half Yearly Consolidated Financial Results, based on our audit of the related interim consolidated 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 Consolidated 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 Consolidated 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 Consolidated 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 Consolidated Financial Results. We believe that our audit provides a reasonable basis for our opinion.
4. We did not audit the interim financial results of three subsidiaries included in the Half Yearly Consolidated Financial Results, whose interim financial results reflect total assets of Rs. 25,922.75 lakhs as at September 30, 2015, total revenues of Rs. 7,395.73 lakhs and total profit after tax of Rs. 1,666.79 lakhs for the half year ended September 30, 2015, as considered in the consolidated financial results. These interim financial results have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Half Yearly Consolidated Financial Results in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.



5. The Half Yearly Consolidated Financial Results also include the interim financial results of one Jointly Controlled Entity which has not been audited by its auditor, whose interim financial results reflect total assets of Rs. 1,462.87 lakhs as at September 30, 2015, total revenue of Rs. 409.48 lakhs and loss after tax of Rs. 68.62 lakhs for the half year ended September 30, 2015 as considered in the Half Yearly Consolidated Financial Results. These interim financial results have been certified by the Management of the entity and, our opinion on the Half Yearly Consolidated Financial Results, in so far as it relates to amounts included in respect of this entity, is based solely on such unaudited interim financial results. Any adjustment to these interim financial results could have consequential effects on the Half Yearly Consolidated Financial Results. However, the size of the entity in the context of the Group is not material. Our report is not modified in respect of this matter.
6. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors referred to in paragraph 4 above and read with our comments in paragraph 5 above, the Half Yearly Consolidated Financial Results:
- (i) include the results of the entities stated in paragraph 14 below.
 - (ii) are presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges to the extent applicable; and
 - (iii) 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 Group and its jointly controlled entities for the half year ended September 30, 2015.

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

7. We have reviewed the Quarterly Consolidated Financial Results reflected under the column titled "Quarter Ended 30.09.2015" and the related Notes contained in the accompanying "Statement of Consolidated Financial Results for the Quarter and Half Year Ended September 30, 2015" ("the Statement") of **IL&FS INVESTMENT MANAGERS LIMITED** ("the Company"), its subsidiaries (the Company and its subsidiaries together referred to as "the Group") and jointly controlled entities, 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 D – Select Information herein below.
8. The Quarterly Consolidated Financial Results are the responsibility of the Company's Management ("the Management") and the Board of Directors. Our responsibility is to issue a report on the Quarterly Consolidated Financial Results based on our review.



9. We conducted our review of the Quarterly Consolidated 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 Consolidated 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.
10. The Quarterly Consolidated Financial Results include the results of the entities stated in paragraph 14 below.
11. We did not review the interim financial statements of three subsidiaries included in the Quarterly Consolidated Financial Results, whose interim financial results reflect total assets of Rs. 25,922.75 lakhs as at September 30, 2015, total revenues of Rs. 3,814.91 lakhs and total profit after tax of Rs. 907.55 lakhs for the quarter ended September 30, 2015, as considered in the Quarterly Consolidated Financial Results. These interim financial statements for the half year ended September 30, 2015 have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Quarterly Consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors. The figures for the quarter ended September 30, 2015, as disclosed above for these aforesaid entities, is the balancing figures between the audited figures for the half year ended September 30, 2015 and the reviewed figures for the quarter ended June 30, 2015.
12. The Quarterly Consolidated Financial Results include the interim financial results of one Jointly Controlled Entity which has not been reviewed by its auditor, whose interim financial results reflect total assets of Rs. 1,462.87 lakhs as at September 30, 2015, total revenue of Rs. 201.08 lakhs and loss after tax of Rs. 25.39 lakhs for the quarter ended September 30, 2015, as considered in the Quarterly Consolidated Financial Results. These interim financial results have been certified by the Management of the entity and, our opinion on the Quarterly Consolidated Financial Results, in so far as it relates to amounts included in respect of this entity, is based solely on such unaudited interim financial results. Any adjustment to these interim financial results could have consequential effects on the Quarterly Consolidated Financial Results. However, the size of the entity in the context of the Group is not material. Our report is not modified in respect of this matter.
13. Based on our review conducted as stated above, and based on the consideration of the reports of the other auditors referred to in paragraph 11 above and read with our comments described in paragraph 12 above, nothing has come to our attention that causes us to believe that the Quarterly Consolidated Financial Results, prepared in accordance with the Accounting Standards specified under 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] List of Consolidating Entities

14. The Statement includes the results of the following entities:

- i) IL&FS Investment Managers Limited
- ii) IL&FS Asian Infrastructure Managers Limited
- iii) IL&FS Urban Infrastructure Managers Limited
- iv) IL&FS Investment Advisors LLC
- v) IIML Advisors LLC
- vi) IIML Asset Advisors Limited
- vii) Saffron Investment Trust
- viii) IIML Fund Managers (Singapore) Pte. Ltd.
- ix) IL&FS Milestone Realty Advisors Private Limited
- x) Standard Chartered IL&FS Management (Singapore) Pte. Limited

D] Select Information

15. 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 CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2015

PART I

(₹ in lakhs)							
Sr No.	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
		(Refer note 7)	(Unaudited)	(Refer note 7)	(Audited)	(Audited)	(Audited)
1)	Income from Operations :						
	(a) Income from Operations	4,929.24	4,617.35	4,552.92	9,546.59	8,948.80	19,099.25
	(b) Other Operating Income	2.61	17.49	6.69	20.10	20.66	95.37
	Total income from operations (net)	4,931.85	4,634.84	4,559.61	9,566.69	8,969.46	19,194.62
2)	Expenses :						
	(a) Employee benefits expense	1,168.61	1,314.19	1,162.34	2,482.80	2,705.19	5,237.59
	(b) Depreciation/Amortisation expense	509.51	486.12	482.09	995.63	946.44	1,925.34
	(c) Legal and Professional expense	464.51	356.89	283.61	821.40	541.08	1,160.51
	(d) Other expense	732.75	622.34	886.32	1,355.09	1,559.10	2,893.87
	Total Expenses	2,875.38	2,779.54	2,814.36	5,654.92	5,751.81	11,217.31
3)	Profit from Operations before Other Income, Finance costs and Exceptional Items (1-2)	2,056.47	1,855.30	1,745.25	3,911.77	3,217.65	7,977.31
4)	Other Income	206.60	186.66	301.87	393.26	967.05	1,673.40
5)	Profit from Ordinary Activities before Finance costs and Exceptional Items (3+4)	2,263.07	2,041.96	2,047.12	4,305.03	4,184.70	9,650.71
6)	Finance costs	-	-	-	-	-	-
7)	Profit from Ordinary Activities after Finance costs but before Exceptional Items (5-6)	2,263.07	2,041.96	2,047.12	4,305.03	4,184.70	9,650.71
8)	Exceptional Items	-	-	-	-	-	-
9)	Profit from Ordinary Activities before tax (7+8)	2,263.07	2,041.96	2,047.12	4,305.03	4,184.70	9,650.71
10)	Tax expense	453.74	526.00	461.75	979.74	1,061.17	2,341.40
11)	Net Profit from Ordinary Activities after tax (9-10)	1,809.33	1,515.96	1,585.37	3,325.29	3,123.53	7,309.31
12)	Extraordinary Item (net of tax expense)	-	-	-	-	-	-
13)	Net Profit for the period (11-12)	1,809.33	1,515.96	1,585.37	3,325.29	3,123.53	7,309.31
14)	Share of profit/(loss) of associate	-	-	-	-	-	-
15)	Minority Interest	0.35	(0.21)	0.72	0.14	5.02	6.70
16)	Net Profit after taxes, minority interest and share of profit/(loss) of associates (13+14-15)	1,808.98	1,516.17	1,584.65	3,325.15	3,118.51	7,302.61
17)	Paid-up equity share capital (Shares of Face Value of ₹ 2/- each)	6,280.85	6,280.85	6,280.85	6,280.85	6,280.85	6,280.85
18)	Reserve excluding Revaluation Reserves (as per balance sheet) of previous accounting year	-	-	-	-	-	30,173.23
19)	Earnings Per Share (₹) (before and after Extraordinary Item) (Face Value of ₹ 2/- each)						
	- Basic (Not Annualised)	0.58	0.48	0.50	1.06	0.99	2.33
	- Diluted (Not Annualised)	0.58	0.48	0.50	1.06	0.99	2.33



M2

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						
(a) Number of shares	155,699,588	155,699,588	155,699,588	155,699,588	155,699,588	155,699,588
(b) 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 the 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	-

Consolidated Statement of assets and liabilities

(₹ in lakhs)

Particulars	As at 30.09.2015	As at 31.03.2015
	Audited	Audited
A) EQUITY AND LIABILITIES		
1. Shareholders' Funds:		
a) Share Capital	6,280.85	6,280.85
b) Reserves and surplus	34,728.45	30,173.23
Sub-total - Shareholders' funds	41,009.30	36,454.08
2. Minority interest	295.82	363.38
3. Non-current liabilities		
a) Deferred tax liabilities (net)	51.19	72.23
b) Long-term provisions	695.85	630.25
Sub-total - Non-current liabilities	747.04	702.48
4. Current liabilities		
a) Trade payables	1,736.70	1,996.10
b) Other current liabilities	446.97	399.86
c) Short-term provisions	1,325.48	5,830.78
Sub-total - Current liabilities	3,509.15	8,226.74
TOTAL - EQUITY AND LIABILITIES	45,561.31	45,746.68



M2

(₹ in lakhs)

Particulars	As at 30.09.2015	As at 31.03.2015
	Audited	Audited
B) ASSETS		
1. Non - current assets		
a) Fixed assets (including Capital Work in Progress)	13,975.70	14,177.17
b) Non-current investments	3,236.79	3,253.84
c) Deferred tax assets (net)	370.85	331.88
d) Long-term loans and advances	1,158.77	855.12
e) Other non-current assets	301.12	424.90
Sub-total - Non-current assets	19,043.23	19,042.91
2. Current assets		
a) Current investments	10,170.18	11,124.72
b) Trade receivables	10,274.14	10,173.28
c) Cash and cash equivalents	4,866.68	3,843.24
d) Short-term loans and advances	1,072.84	1,408.10
e) Other current assets	134.24	154.43
Sub-total - Current assets	26,518.08	26,703.77
TOTAL - ASSETS	45,561.31	45,746.68

NOTES :

- 1) The aforesaid consolidated financial results of IL&FS Investment Managers Limited (the "Company"), its subsidiaries (the Company and its subsidiaries together constitute the "Group") and jointly controlled entities 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 subject to audit by the Statutory Auditor of the Company
- 2) The Consolidated Financial Statements are prepared in accordance with the principles and procedures set out in Accounting Standard (AS 21) on "Consolidated Financial Statements" which consists of the accounts of the Company, its subsidiaries i.e. IL&FS Asian Infrastructure Managers Limited, IL&FS Urban Infrastructure Managers Limited, IIML Asset Advisors Limited, IL&FS Investment Advisors LLC, Saffron Investment Trust, IIML Advisors LLC and IIML Fund Managers (Singapore) Pte Limited which are based on their respective audited accounts and investments in jointly controlled entities i.e. IL&FS Milestone Realty Advisors Private Limited which is based on audited accounts and Standard Chartered IL&FS Management (Singapore) Pte Ltd which is based on management accounts, have been accounted for by using the proportionate consolidation method in accordance with Accounting Standard (AS 27) on "Financial Reporting of Interests in Joint Ventures"
- 3) The Group 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"
- 4) Tax expense for the half year ended September 30, 2015 is net of deferred tax credit of ₹ 51.02 lakhs (half year ended September 30, 2014 of ₹ 104.57 lakhs)
- 5) 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



MB

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

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
	(Refer note 7)	(Unaudited)	(Refer note 7)	(Audited)	(Audited)	(Audited)
Total Income from Operations	2,144.11	2,417.01	2,308.31	4,561.12	4,654.42	10,391.48
Profit before tax	1,290.41	1,521.87	1,483.23	2,812.28	3,279.48	7,616.75
Profit after tax	957.18	1,100.27	1,071.00	2,057.45	2,385.66	5,589.16

- 7) 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
- 8) 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

Archana Hingorani
Archana Hingorani
Chief Executive Officer & Executive Director

M

Mumbai, November 10, 2015

