

**AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF
IL&FS INVESTMENT MANAGERS LIMITED
ON THE UNAUDITED STANDALONE FINANCIAL RESULTS OF
IL&FS INVESTMENT MANAGERS LIMITED**

1. We have reviewed the accompanying statement of Unaudited Standalone Financial Results ("the Statement") of **IL&FS INVESTMENT MANAGERS LIMITED** ("the Company") for the quarter ended June 30, 2012. 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 the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatements. 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 opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 and other recognised accounting practices and policies, has 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 it contains any material misstatement.
4. 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 from the details furnished by the Management and the particulars relating to undisputed investor complaints from the details furnished by the Registrars.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Registration No.117366W)



Kalpesh J. Mehta
Partner
(Membership No. 48791)

MUMBAI, July 24, 2012
KJM/NDU

IL&FS INVESTMENT MANAGERS LIMITED

Registered Office: The IL&FS Financial Centre, C-22, G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051

PART I
STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2012

(₹ in Lakhs)					
Sr. No.	Particulars	Quarter Ended 30.06.2012 (Unaudited)	Quarter Ended 31.03.2012 (Unaudited)	Quarter Ended 30.06.2011 (Unaudited)	Year Ended 31.03.2012 (Audited)
1	a) Income from Operations	2,315.79	2,246.74	1,948.44	8,520.83
	b) Other Operating Income	205.58	911.73	156.06	1,741.03
	Total Income from Operations (Net)	2,521.37	3,158.47	2,104.50	10,261.86
2	Expenses :				
	a) Employees benefits and expense	747.83	570.47	786.68	2,747.99
	b) Depreciation / Amortisation expense	14.91	17.94	17.34	71.82
	c) Legal & Professional Expenses	88.63	72.04	60.75	481.45
	d) Other Expense	318.33	207.91	305.92	1,369.88
	Total Expenses	1,169.70	868.36	1,170.69	4,671.14
3	Profit from Operations before Other Income, Finance costs and Exceptional Items (1-2)	1,351.67	2,290.11	933.81	5,590.72
4	Other Income	72.38	111.00	70.84	165.68
5	Profit from ordinary activities before Finance Costs and Exceptional Items (3+4)	1,424.05	2,401.11	1,004.65	5,756.40
6	Finance Costs	-	-	-	-
7	Profit from ordinary activities after Finance Costs but before Exceptional Items (5-6)	1,424.05	2,401.11	1,004.65	5,756.40
8	Exceptional Items	-	-	-	-
9	Profit from ordinary activities before tax (7+8)	1,424.05	2,401.11	1,004.65	5,756.40
10	Tax Expense	423.43	704.54	319.96	1,652.11
11	Net Profit from ordinary activities after tax (9-10)	1,000.62	1,696.57	684.69	4,104.29
12	Extraordinary Items (net of Tax Expense)	-	-	-	-
13	Net Profit for the period / year (11-12)	1,000.62	1,696.57	684.69	4,104.29
14	Paid-up Equity Share Capital (Shares of ₹ 2/- each)	4,165.71	4,165.71	4,112.73	4,165.71
15	Reserves excluding Revaluation Reserves as per Balance Sheet of previous accounting year	-	-	-	4,550.98
16	a) Earning Per Share (₹) (after extraordinary items) (Face Value ₹ 2/- per share) – Basic (Not Annualised)	0.48	0.82	0.33	1.98
	b) Earnings Per Share (₹) – Diluted (Not Annualised)	0.48	0.82	0.33	1.97

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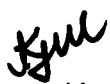
PART II					
A	PARTICULARS OF SHAREHOLDING				
1	Public shareholding	103,219,975	103,219,975	100,570,820	103,219,975
	- Number of shares	49.56	49.56	48.91	49.56
	- Percentage of shareholding				
2	Promoters and Promoter Group Shareholding				
	a) Pledged / Encumbered				
	- Number of shares	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of Promoter and Promoter group)	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-
	b) Non - encumbered				
	- Number of shares	105,055,435	105,055,435	105,055,435	105,055,435
	- Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group)	100	100	100	100
	- Percentage of shares (as a % of the total share capital of the company)	50.44	50.44	51.09	50.44

Particulars		3 months ended 30.06.2012
B INVESTOR COMPLAINTS		
Pending at the beginning of the quarter		-
Received during the quarter		18
Disposed of during the quarter		18
Remaining unresolved at the end of the quarter		-

NOTES :

- (1) The aforesaid standalone unaudited financial results of the Company for the quarter ended June 30, 2012 have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on July 24, 2012 and reviewed by the Statutory Auditors
- (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 quarter ended June 30, 2012 is net of deferred tax credit of ₹ 10.16 lakhs (corresponding previous period ₹ 12.17 lakhs)
- (4) Figures for the previous period / year have been regrouped and rearranged wherever considered necessary

By Order of the Board



Mumbai, July 24, 2012



Archana Hingorani
Chief Executive Officer & Executive Director