Xchanging

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CSL/SE/2012

May 14, 2012

The Asst. Vice President,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
MUMBAI - 400 051
Fax :No. 022 – 26598237 / 8

Department of Corporate Services - CRD
Bombay Stock Exchange Limited,
Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street
MUMBAI - 400 001
Fax No. 022 – 22723121/3719

Sub: Unaudited Financial Results of the Company for the quarter ended March 31, 2012

With reference to the above subject, we would like to inform you that the Board of Directors, in its meeting held today, has approved the unaudited financial results of the Company for the quarter ended March 31, 2012.

We are enclosing herewith copy of the unaudited financial results of the Company for the quarter ended March 31, 2012 as per the format prescribed under Clause 41 of the Listing Agreement along with the Limited Review report by the Statutory Auditors thereon.

Thanking you,

Yours faithfully,
for CAMBRIDGE SOLUTIONS LIMITED

Vijayamahantesh V. Khannur
Company Secretary

Cambridge Solutions Limited

Xchanging Tower, SJR I Park, Opp. Satya Sai Hospital, 13,14,15, EPIP Park, Whitefield, Bangalore-560066

PART I (Rs in lakhs)

Statement of Unaudited Financial results for the quarter and three months ended 31/03/2012

	Particulars	Quarter ended March 31,		Quarter ended December 31,	Year ended December 31,
		2012	2011	2011	2011
		Unaudited	Unaudited	Audited	Audited
1.	Net Sales/ Income from Operations	2,613	5,851	2,368	17,301
2.	Expenditure				
	a) Employee Costs	1,460	2,874	1,336	9,274
	b) Project Work Expenses	51	160	87	565
	c) Exchange loss / (gain)	207	39	(360)	(823)
	d) Depreciation and Amortisation	54	345	59	951
	e) Other Expenditure	547	1,415	576	3,955
	Total	2,319	4,831	1,731	13,822
3.	Profit from Operations before Other income, Finance cost and Exceptional Items (1-2)	294	1,020	637	3,479
4.	Other Income	310	152	101	484
5.	Profit before Finance cost and Exceptional Items (3+4)	604	1,172	738	3,963
6	Finance Cost	6	159	6	342
7.	Profit after Finance cost but before Exceptional Items (5-6)	598	1,013	732	3,621
8.	Exceptional Items	-	-	2,122	15,588
9.	Profit (+) / Loss (-) from ordinary activities before tax (7-8-9)	598	1,013	(2,370)	(11,967)
10.	Tax Expense	149	204	784	986
11.	Net Profit (-) / Loss (-) for the period (10-11)	449	809	(3,154)	(12,955)
12.	Paid up Equity Share Capital (Face Value per Share Re 10/-)	11,140	11,140	11,140	11,140
13	Reserve excluding Revaluation Reserve as per balance sheet of previous accounting year (includes debit balance of profit & loss a/c, if any)	-	-	-	2,827
14	Earning / (Loss) Per Share (Rs.)				
	- Basic	0.40	0.73	(2.83)	(11.63)
	- Diluted	0.40	0.72	(2.83)	(11.63)

PART II

Select Information for the quarter and three months ended 31/03/2012

	Particulars	Quarter ended March 31,		Quarter ended	Year ended
		2012	2011	2011	2011
		Unaudited	Unaudited	Audited	Audited
A	PARTICULARS OF SHAREHOLDING				
1.	Public shareholding				
	- Number of Shares	27,164,552	27,164,552	27,164,552	27,164,552
	- Percentage of shareholding	24.38%	24.38%	24.38%	24.38%
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 shareholding of the total share capital of the Company)	-	-	-	-
	b. Non Encumbered				
	-Number of Shares	84,239,164	84,239,164	84,239,164	84,239,164
	-Percentage of shares (as a % of the total shareholding of Promoter and promoter group)	100.00%	100.00%	100.00%	100.00%
	-Percentage of shares (as a % of the total shareholding of the total share capital of the Company)	75.62%	75.62%	75.62%	75.62%

	Particulars	3 months ended 31/03/2012
B	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	Nil
	Received during the quarter	Nil
	Disposed of during the quarter	Nil
	Remaining unresolved at the end of the quarter	Nil

Segment Reporting

Segment-wise Revenue, Results and Capital Employed

(Rs in lakhs)

Particulars	Quarter ended March 31,		Quarter ended December 31,	Year ended December 31,
	2012	2011	2011	2011
	Unaudited	Unaudited	Audited	Audited
Segment Revenue				
IT	2,613	2,215	2,388	9,207
BPO	-	3,651	-	8,129
Total	2,613	5,866	2,388	17,336
Less: Inter-segment revenue	-	15	-	35
Net income from operations	2,613	5,851	2,388	17,301
Segment Results Profit(+)/Loss(-) before Exceptional, Prior period, Tax and Interest from each segment				
IT	294	133	487	1,400
BPO	-	1,039	199	2,436
Total	294	1,172	686	3,836
Less: Inter-segment profit	-	-	-	-
Net segment results	294	1,172	686	3,836
Exceptional and prior period items				
IT	-	-	-	-
BPO	-	-	-	-
Total	-	-	-	-
Segment Results Profit(+) Loss(-) before Tax and Interest from each segment				
IT	294	133	487	1,400
BPO	-	1,039	199	2,436
Total	294	1,172	686	3,836
Less: Inter-segment profit	-	-	-	-
Net segment results	294	1,172	686	3,836
Less: Unallocable items				
Exceptional and prior period items	-	-	3,122	15,586
Interest Expense	6	159	6	342
Other Operating income		-	(72)	(127)
Other Income	(310)	1,013	(2,370)	(11,967)
Total Profit Before Tax	598			
Capital Employed				
(Segment Assets-Segment Liabilities)				
(a)IT	14,417	2,525	13,968	13,868
(b)BPO	-	12,344	-	-
Total	14,417	14,870	13,968	13,868

Notes to above results :

(Rs in lakhs)

1. The above financial results of Cambridge Solutions Limited (the Company) have been reviewed and recommended by the Audit Committee, and approved by the Board of Directors on May 14, 2012, and a limited review has been carried out by the statutory auditors of the Company .

2. During the previous year, Business Process Outsourcing ("BPO") segment of the Company has been disposed of. Currently, the Company has only one segment - Information Technology and related services ("IT") and accordingly the results for quarter ended March 31,2012 relate to this segment. Up to the year ended December 31, 2011, the Company was organised into two business segments, viz., IT and BPO.

3 On August 1, 2002, the Company issued 1,500,000, 11% debentures of face value of Rs.100 each. The debentures were repayable at par at the end of five years from the date of issuance. Based on the orders of the Debt Recovery Tribunal, the Company had issued duplicate debenture certificates for 625,000 debentures in favour of a Bank and these debentures were redeemed in June 2007. Post redemption of these debentures, a civil suit was filed against the Company by Third Party claiming rights over the said 625,000 debentures. Decision on the suit is still pending before Hon'ble Madras High Court. On the basis of an interim application filed by the Third Party, the Hon'ble High Court passed an Interim Order in restraining the Company from effecting the redemption of debentures and directing the Company to continue to show it as due and payable. The Company has filed an appeal against the interim order, pending which, no adjustment has been made in these accounts.

4. In accordance with Accounting Standard 15 "Employee Benefits", the Company has been providing for compensated absences/ leave encashment based on valuation performed by an independent actuary. During the quarter, the Company has amended its leave policy that impacts the carry forward leave balance of employees, and carried out an actuarial valuation based on the amended leave policy, which has resulted in the reduction of provision as at the quarter end by Rs.206.25 lakhs. This reduction has been treated as reversal of the provision on account of amendment to the leave policy and has been included under "Other income" in the above results.

5. The amounts for the previous year have been reclassified wherever necessary to conform to the current years presentation.

6. The figures of quarter ended December 31, 2011 are the balancing figures between audited figures in respect of the full financial year ended December 31, 2011 and the published year to date figures for the 9 months ended September 30, 2011

By Order of Board

David Bauernfeind
Executive Director

Place : London, United Kingdom

Date : May 14, 2012

The Board of Directors
Cambridge Solutions Limited
SJR I-Park Plot 13, 14, 15
EPIP Industrial Area, Phase I, Whitefield
Bangalore-560 066

1. We have reviewed the accompanying 'Statement of Unaudited Financial results for the quarter and three months ended March 31, 2012' in which are included the results for the quarter ended March 31, 2012 (the "Statement") of Cambridge Solutions Limited, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding', which have been traced from disclosures made by the Management but have neither been reviewed nor been audited by us. The Statement has been prepared by the Company pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges in India, which has been initialled by us for identification purposes. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors/ Committee of Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

2. 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*" 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 financial statements are free of material misstatement.

3. 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.

4. We have only traced the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' in the Statement from the disclosures made by the Management and are, therefore, not expressing a review opinion thereon.

5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with the applicable Accounting Standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 and other recognised accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We draw your attention to Note 3 on the Statement, regarding redemption of certain debentures, aggregating to Rs.62,500,000, by the Company in the year 2007; subsequent order of the Hon'ble High Court of adjudicature at Madras restraining the Company from reflecting the redemption of debentures and to continue to show it as due and payable consequent to a petition filed by a third party; and non-reversal of the aforesaid redemption of debentures in the books of account of the Company pending admission and disposal of the appeal filed by the Company with the Hon'ble High Court of adjudicature at Madras on July 26, 2011. Depending on the outcome of the Company's appeal, significant adjustments may be required to be made and reflected in the subsequent period financial reporting. Our opinion is not qualified in this respect.

For Price Waterhouse & Co
Firm Registration Number: 007567S
Chartered Accountants

Shivakumar Hegde
Partner
Membership Number: 204627

Place: Bangalore
Date: May 14, 2012