

FlexAgentsSigning Team, LLC

DIRECTORS' REPORT

Dear Shareholders,

Your directors are pleased to present the Directors' Report of Flex Agents Signing Team, LLC and the Audited Statement of Accounts of the Company for the year ended December 31, 2010.

Financial Results

The performance of the Company for the year ended December 31, 2010 is summarized below:

(US\$ In 000's)

Particulars	For the year ended December 31, 2010	For the period ended December 31, 2009
Income	321	445
Profit/(Loss) before Tax	(37)	(723)
Profit/(Loss) after Tax	(37)	(723)

Business Operations

Your Company, Flex Agent Signing Team, LLC (Flex) is a Tennessee limited liability company engaged in providing notary services to title companies. It is a whole owned subsidiary of Richmond Title Services, LP.

Directors

Ms. Carolyn Mullins and Mr. Chetan Patel are the present members of the Board.

Share Capital

There was no change on the share Capital during the current year.

FlexAgentsSigning Team, LLC

Acknowledgements

Your Directors thank the Company's clients, vendors, investors and banks and Government Departments for their support during the year. Your Directors place on record their appreciation of the contribution made by employees at all levels.

For and on behalf of the Board of Directors



Director



Director

Date : May 04, 2011
Place: Bensalem, PA

AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF FLEX AGENT SIGNING TEAM, LLC

1. We have audited the attached Balance Sheet of **FLEX AGENT SIGNING TEAM, LLC** ("the Company") as at December 31, 2010, the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. Without qualifying our opinion we invite attention to:
 - a. Note no 1 (d) of Schedule 10 relating to the translation of the financial statements at the closing rate for the convenience of the readers. These numbers are based on information from the management and have not been audited by us.
 - b. Note no 4 of Schedule 10 regarding the accounts being prepared on principles applicable to a going concern, despite erosion of net worth due to the reasons mentioned therein.
4. We report as follows:
 - (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (c) in our opinion and to the best of our information and according to the explanations given to us, the said accounts give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at December 31, 2010;



**Deloitte
Haskins & Sells**

- (ii) in the case of the Profit and Loss Account, of the loss of the Company for the year ended on that date and
 - (iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.
5. These financial statements have been prepared solely for the purpose of compliance of Section 212 of the Indian Companies Act, 1956 by M/s Chambal Fertilisers and Chemical Limited, India, the ultimate holding Company. These financial statements should be used for aforesaid purpose only.

For Deloitte Haskins & Sells
Chartered Accountants
(Registration No. 008072S)

Bhavana Balasubramanian

Bhavani Balasubramanian
Partner
Membership No. 22156

Place: Chennai, May 4, 2011



FLEX AGENTS SIGNING TEAM, LLC
BALANCE SHEET AS AT DECEMBER 31, 2010

SOURCES OF FUNDS	Schedule	As at December 31, 2009 (In USD)	As at December 31, 2010 (In USD)	As at December 31, 2010 Convenience transition into (Rs '000) (Unaudited)
Shareholder's Funds				
Share Capital	1	1,000	1,000	45
Total		1,000	1,000	45
APPLICATION OF FUNDS				
Current Assets, Loans and Advances :				
Cash and bank balances	2	18,701	5,216	278
Other current assets	3	14,944	125	6
Loans and advances	4	4,909	7,169	321
		38,554	13,510	605
Less : Current Liabilities and Provisions				
Current liabilities	5	1,018,708	1,030,654	46,061
Net Current liabilities		(980,154)	(1,017,144)	(45,476)
Profit and loss account		981,154	1,018,144	45,521
Total		1,000	1,000	45

Notes on Accounts

10

Schedules referred to above form an integral part of these accounts

In terms of our report of even date attached

for Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors

Bhavani Balasubramanian

[Signature]

[Signature]

Bhavani Balasubramanian
Partner

Director

Director

[Signature]
Chief Financial Officer

Place: Chennai
Date: May 4, 2011

Place: Bensalem, USA
Date: May 2, 2011



FLEX AGENTS SIGNING TEAM, LLC
 PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 2010

	Schedule	Period ended December 31, 2009 (In USD)	Year ended December 31, 2010 (In USD)	Year ended December 31, 2010 Convenience translation into (Rs.'000) (Unaudited)
INCOME				
Revenue from Title Services	6	444,780	251,591	11,249
Other income	7	-	69,733	3,118
Total		444,780	321,324	14,367
EXPENDITURE				
Operating and other expenses	8	1,165,653	356,889	15,957
Financial expenses	9	2,204	1,425	64
Total		1,167,857	358,314	16,021
(Loss) Before Tax		(723,077)	(36,990)	(1,654)
Current tax		-	-	-
Net (loss) after tax for the period / year		(723,077)	(36,990)	(1,654)
Loss brought forward from Previous year / period		(256,077)	(981,154)	(43,867)
(Loss) Carried to Balance Sheet		(981,154)	(1,018,144)	(45,521)

Notes on Accounts

10

Schedules referred to above form an integral part of these accounts

In terms of our report of even date attached

for Deloitte Haskins & Sells
 Chartered Accountants

For and on behalf of the Board of Directors

Bhavan

[Signature]

[Signature]

Bhavani Balasubramanian
 Partner

Director

Director

Place: Chennai
 Date: May 4, 2011

[Signature]
 Chief Financial Officer
 Place: Bensalem, USA
 Date: May 2, 2011



FLEX AGENTS SIGNING TEAM, LLC

CASHFLOW STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2010

	Period Ended December 31 2009 (in USD)	Year Ended December 31 2010 (in USD)	Year ended December 31, 2010 Convenience translation into (Rs '000) (Unaudited)
A. Cash flow from operating activities :			
Loss after exceptional items and before tax.	(723,077)	(36,990)	(1,654)
Operating loss before working capital changes	(723,077)	(36,990)	(1,654)
<u>Movement in working capital :</u>			
Decrease in trade and other receivables	232,199	12,559	561
Increase in trade payables	451,744	11,946	534
Cash used in operations	(39,134)	(12,485)	(559)
Direct taxes paid (net of refunds)			
Net cash used in operating activities	(39,134)	(12,485)	(559)
B. Cash flow from investing activities	Nil	Nil	Nil
C. Cash flow from financing activities	Nil	Nil	Nil
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(39,134)	(12,485)	(559)
Cash and cash equivalents at the beginning of the year / period	57,835	18,701	837
Cash and cash equivalents at the end of the period / year	18,701	6,216	278

In terms of our report of even date attached

for Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors



Bhavam Balesuoramasian
Partner



Director



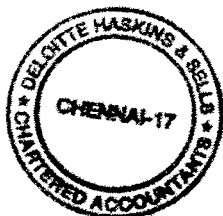
Director



Chief Financial Officer

Place: Chennai
Date: May 4, 2011

Place: Bensalem, USA
Date: May 2, 2011



FLEX AGENTS SIGNING TEAM, LLC
SCHEDULES FORMING PART OF ACCOUNTS

SCHEDULE 1 : SHARE CAPITAL

	As at December 31, 2009 (In USD)	As at December 31, 2010 (In USD)	As at December 31, 2010 Convenience translation into (Rs '000) (Unaudited)
Share Capital (The entire capital held by Richmond Title services, LP)	1,000	1,000	45
	<u>1,000</u>	<u>1,000</u>	<u>45</u>

SCHEDULE 2 : CASH AND BANK BALANCES

Balances with Banks - In Current Accounts	18,701	8,216	278
	<u>18,701</u>	<u>8,216</u>	<u>278</u>

SCHEDULE 3 : OTHER CURRENT ASSETS

Unbilled revenue	14,944	125	6
	<u>14,944</u>	<u>125</u>	<u>6</u>

SCHEDULE 4 : LOANS AND ADVANCES

Advances recoverable in cash or in kind or for value to be received	4,909	7,169	321
	<u>4,909</u>	<u>7,169</u>	<u>321</u>

SCHEDULE 5 : CURRENT LIABILITIES

Sundry creditors	1,018,708	1,030,654	46,081
	<u>1,018,708</u>	<u>1,030,654</u>	<u>46,081</u>



FLEX AGENTS SIGNING TEAM, LLC
SCHEDULES FORMING PART OF ACCOUNTS

SCHEDULE 6 : REVENUE FROM TITLE SERVICES

	Period ended December 31, 2009 (In USD)	Year ended December 31, 2010 (In USD)	Year ended December 31, 2010 Convenience translation into (Rs.'000) (Unaudited)
Fees income	444,780	251,591	11,249
	444,780	251,591	11,249

SCHEDULE 7 : OTHER INCOME

Liabilities no longer required written back	.0	69,733	3,118
	-	69,733	3,118

SCHEDULE 8 : OPERATING AND OTHER EXPENSES

Sub contracting expenses	1,148,192	334,619	14,961
Rent	6,369	8,400	376
Rates and taxes	851	257	12
Communication costs	4,500	6,000	268
Printing and stationery	410	413	18
Miscellaneous expenses	5,400	7,200	322
	1,165,653	356,889	15,957

SCHEDULE 9 : FINANCIAL EXPENSES

Bank charges and guarantee commission	2,204	1,425	64
	2,204	1,425	64



Flex Agents Signing Team, LLC

Schedule forming part of accounts

Schedule – 10

Notes on Accounts (Contd)

1. Significant accounting policies

a) Basis of Preparation

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and comply in all material respects with the accounting standards prescribed by Institute of Chartered Accountants of India.

b) Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the Balance Sheet date and reported amount of revenue and expenses for the year and disclosure of contingent liabilities as at the date of Balance Sheet. The estimates and assumptions used in the accompanying financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of financial statements. Actual amounts could differ from these estimates.

c) Revenue recognition

Revenue from title and related operations are primarily transactions based and are recognized as revenue when services are performed, the fee is fixed or determinable, and collection is reasonably assured.

Unbilled revenue represents work executed in accordance with the terms of the agreement with customers but not billed as of the balance sheet date.

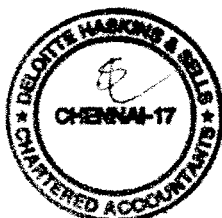
d) Convenience Translation

The books of accounts of the company are maintained in US Dollars being the currency of the primary economic environment in which it operates and the reporting currency is Indian Rupees (INR). The company does not have any transactions entered in any other currency apart from US Dollars. Solely for the convenience of the reader, the balance sheet as of December 31, 2010 and the Profit and Loss account for the year ended have been translated into INR, the reporting currency, using the year end exchange rate as of December 31, 2010 which was 1US\$ = Rs 44.71. The convenience translation should not be construed as a representation that the US\$ amounts or the INR amounts referred to in these financial statements have been, could have been, or could in the future be, converted into INR or US\$, as the case may be, at this or at any other rate of exchange, or at all.

e) Tax expenses

Provision for current tax, where applicable, is made based on the liability computed in accordance with the relevant tax rates and the tax laws applicable. Provision for deferred tax is made for all timing differences arising between the taxable incomes and accounting income at the tax rates enacted or substantively enacted by the Balance sheet date.

Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits and are reviewed for the appropriateness of their carrying values at each balance sheet date.



Flex Agents Signing Team, LLC

Schedule forming part of accounts

Schedule - 10

Notes on Accounts (Contd)

f) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made. Contingent liability is disclosed for (i) possible obligation which will be confirmed only by future events not wholly within the control of the Company or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognised in the financial statements since this may result in the recognition of income that may never be realised.

2. Related Party Disclosure

a) List of parties where control exists

Ultimate Holding Company (UHC)

Chambal Fertilizers and Chemicals Limited

Holding Companies (HC)

CFCL Overseas Limited - Cayman Islands

CFCL Technologies Limited

ISGN Corporation USA

ISGN Solutions Inc., USA

Richmond Investors LLC

Richmond Title Genpar LLC

Richmond Title services LP

Significant influence

NEA FDI Ltd

NEA - Indo US Ventures, LLC

b) The above information regarding related parties have been determined to the extent such parties have been identified on the basis of information available with the company and relied upon by auditors.

c) List of transactions with related parties

Description	(In USD)			
	Holding Company		Total	
	Dec'10	Dec'09	Dec'10	Dec'09
Balance at year end				
Sundry creditors				
Richmond Title Services LP	1,014,382	859,475	1,014,382	859,475



Flex Agents Signing Team, LLC

Schedule forming part of accounts

Schedule – 10

Notes on Accounts (Contd)

3. Segmental Reporting

The Company is primarily engaged in the business of providing services to the mortgage industry and accordingly, there are no separate reportable segments as per Accounting Standard 17 on Segment reporting.

4. Going Concern

The accumulated losses as at 31st December 2010 exceed the net worth and the entity is dependent upon the parent entities for liquidity support on a continuing basis. The entity and all the companies in the group (CFCL Technologies Limited and its subsidiaries) plan to manage liquidity during the year 2011 through capital infusion already made by existing shareholders in the year 2010 and through cost optimization plan. Further, based on the business plans for the year 2011, the group expects to generate sufficient cash flows to meet the obligations as and when they fall due. Accordingly, the financial statements have been prepared assuming that the entity will continue as a going concern.

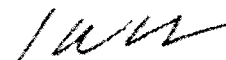
5. The current financial year is for twelve months and hence the Profit and Loss Account of the current year is not comparable with that of the previous period which was for a period of 9 months. Previous period figures have been regrouped / reclassified, wherever necessary to conform to the current year's classification.

Signature to Schedules 1 to 10

For and on behalf of the Board of Directors



Director



Director



Chief Financial Officer

Place: Bensalem, USA
Date: May 2, 2011

