

# ***Richmond Investors LLC***

## **DIRECTORS' REPORT**

Dear Shareholders,

Your directors are pleased to present the Directors' Report of Richmond Investors, 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\$ 000')

<b>Particulars</b>	<b>For the year Ended December 31, 2010</b>	<b>For the Period Ended December 31, 2009</b>
Share of Income/(Loss) of Richmond Title Services, LP	(126)	(718)

### ***Business Operations:***

Your company is not engaged in any other business activity, except, to hold the 99% membership interest in Richmond Title Services, LP.

### ***Directors:***

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

### ***Subsidiary Companies***

Richmond Title Services, LLC (Alabama) and Flex Agents Signing Team, LLC (Flex) are the subsidiaries of Richmond Title Services, LP on which your company holds membership interest.

### ***Capital***

During the year ISGN Solutions Inc., the parent Company had contributed US\$ 495,000 toward the Capital fund.

# ***Richmond Investors LLC***

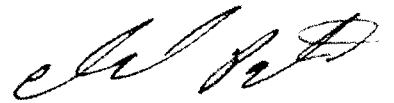
## ***Acknowledgements***

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 RICHMOND INVESTORS, LLC

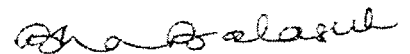
1. We have audited the attached Balance Sheet of **RICHMOND INVESTORS, LLC** ("the Company") as at December 31, 2010, the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the 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 Note no 1 (c) of Schedule 4 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.
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;



**Deloitte  
Haskins & Sells**

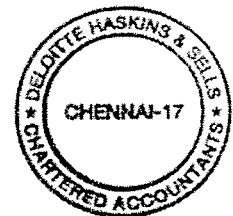
- (c) in our opinion and to the best of our information and according to the explanations given to us, the said accounts give a true and fair view in conformity with the accounting principles generally accepted in India:
- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at December 31, 2010;
  - (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)



Bhavani Balasubramanian  
Partner  
Membership No. 22156

Place: Chennai, May 4 , 2011



Ⓜ RICHMOND INVESTORS, LLC  
BALANCE SHEET AS AT DECEMBER 31, 2010

		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)
<b>Schedule</b>				
<b>SOURCES OF FUNDS</b>				
Partner's Capital	1	1,643,400	2,138,400	95,608
Reserves and Surplus	2	(1,618,855)	(1,745,051)	(78,021)
<b>Total</b>		<b>24,545</b>	<b>393,349</b>	<b>17,587</b>
<b>APPLICATION OF FUNDS</b>				
Investments	3	24,545	393,349	17,587
<b>Total</b>		<b>24,545</b>	<b>393,349</b>	<b>17,587</b>

Notes on Accounts 4

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

*Bhavana Balasub*

Bhavana Balasubramanian  
Partner

*[Signature]* *[Signature]*

Director

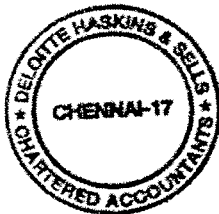
Director

*[Signature]*

Chief Financial Officer

Place: Chennai  
Date: May 4, 2011

Place: Bensalem, USA  
Date: May 2, 2011



RICHMOND INVESTORS, LLC

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 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)
<b>INCOME</b>			
Share of losses of Richmond Title services, LP.	(718,078)	(126,196)	(5,642)
<b>Total</b>	<b>(718,078)</b>	<b>(126,196)</b>	<b>(5,642)</b>
<b>Loss carried to Balance Sheet</b>	<b>(718,078)</b>	<b>(126,196)</b>	<b>(5,642)</b>

Notes on Accounts

4

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

*Bhavana Balasubramanian*

Bhavana Balasubramanian  
Partner

*[Signature]*

Director

*[Signature]*

Director

*[Signature]*

Chief Financial Officer

Place: Chennai  
Date: May 4, 2011

Place: Bensalem, USA  
Date: May 2, 2011



RICHMOND INVESTORS, LLC  
**CASH FLOW STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2010**

	Period ended December 31, 2009 (US\$)	Year ended December 31, 2010 (US\$)	Year ended December 31, 2010 Convenience translation into (Rs '000) (Unaudited)
<b>A. Cash flow from operating activities :</b>			
Loss before tax	(718,078)	(126,196)	(5,642)
Adjustments for :			
Share of loss from partnership firm	718,078	126,196	5,642
<b>Operating loss before working capital changes</b>	-	-	-
<b>Movement in working capital :</b>			
<b>Net cash used in operating activities</b>	-	-	-
<b>B. Cash flow from investing activities</b>			
Investments made	(212,522)	(366,804)	(16,489)
Share of loss from partnership firm	(718,078)	(126,196)	(5,642)
<b>Net cash used in investing activities</b>	<b>(930,600)</b>	<b>(495,000)</b>	<b>(22,131)</b>
<b>C. Cash flow from financing activities</b>			
Capital contribution from member	930,600	495,000	22,131
<b>Net cash generated from financing activities</b>	<b>930,600</b>	<b>495,000</b>	<b>22,131</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	-	-	-

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

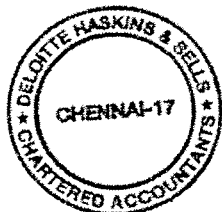
Director

*[Signature]*

Chief Financial Officer

Place: Chennai  
 Date: May 4, 2011

Place: Bensalem, USA  
 Date: May 2, 2011



**RICHMOND INVESTORS, LLC**  
**SCHEDULES FORMING PART OF ACCOUNTS**

	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)
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**SCHEDULE 1 : PARTNER'S CAPITAL**

ISGN Solutions, Inc	1,643,400	2,138,400	95,608
	<u>1,643,400</u>	<u>2,138,400</u>	<u>95,608</u>

**SCHEDULE 2 : RESERVES AND SURPLUS**

Opening balance as at 01st Jan 2008	(416,885)	(416,885)	(18,639)
Losses upto 15th August 2008	(1,142,965)	(1,142,965)	(51,102)
Losses absorbed by erstwhile partners	658,890	658,890	29,459
Amount contributed by erstwhile partners	5,466	5,466	244
	<u>(895,494)</u>	<u>(895,494)</u>	<u>(40,038)</u>
Loss for the period 16th August 2008 to 31st March 2009	(5,283)	(5,283)	(236)
Loss for the period 01st April 2009 to 31st December 2009	(718,078)	(718,078)	(32,105)
Loss for the year 01st January 2010 to 31st December 2010	(126,196)	(126,196)	(5,642)
	<u>(723,361)</u>	<u>(849,557)</u>	<u>(37,983)</u>
	<u>(1,618,855)</u>	<u>(1,745,051)</u>	<u>(78,021)</u>

**SCHEDULE 3 : INVESTMENTS**

**RICHMOND TITLE SERVICES, LP**

Opening balance as at 01st January 2008	(416,885)	(416,885)	(18,639)
Losses upto 15th August 2008	(1,142,965)	(1,142,965)	(51,102)
Losses absorbed by erstwhile partners	658,890	658,890	29,459
Amount contributed by erstwhile partners	5,466	5,466	244
Loss for the period 16th August 2008 to 31st March 2009	(5,283)	(5,283)	(236)
Loss for the period 01st April 2009 to 31st December 2009	(718,078)	(718,078)	(32,105)
Loss for the year 01st January 2010 to 31st December 2010	(126,196)	(126,196)	(5,642)
Contributed capital	1,643,400	2,138,400	95,608
	<u>24,545</u>	<u>393,348</u>	<u>17,587</u>





Richmond Investors, LLC

Schedule forming part of the Accounts

Schedule: 4

Notes on Accounts

### **Company Back Ground**

Richmond Investors, LLC is a Limited Liability Company formed on September 26, 2003. To be the Limited Partner for Richmond Title Services, LP of which it owns 99%. Effective 16<sup>th</sup> August, 2008 the membership interest in Richmond Investor LLC has been acquired by ISGN Solutions Inc.

### **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. Investments**

Long term investments are stated at cost. However, provision for diminution in the value is made to recognize the decline (other than temporary) in the value of investments. Share of profit/losses from investee companies also accounted in the respective period.

#### **c. 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.

### **2. Related Party Disclosure**

#### **a. List of parties where control exists**

##### **Ultimate Holding Company (UHC)**

Chambal Fertilizers and Chemicals Limited

##### **Holding Company (HC)**

CFCL Overseas Limited – Cayman Islands  
CFCL Technologies Limited  
ISGN Corporation USA  
ISGN Solutions Inc



Richmond Investors, LLC

Schedule forming part of the Accounts

Schedule: 4

Notes on Accounts

**Significant influence**

NEA FDI Ltd  
NEA - Indo US Ventures, LLC.

**Subsidiaries**

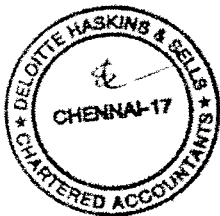
Richmond Title Services, LP  
Flex Agents Signing Team, LLC  
Richmond Title Services LLC

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.

**List of transactions with related parties**

(In USD)

Particulars	Holding Company	
	Dec'10	Dec'09
<b>Capital contribution by member</b>		
• ISGN Solutions Inc.	495,000	930,600
	Subsidiary	
Particulars	Dec'10	Dec'09
<b>Investment made</b>		
• Richmond Title services LP	495,000	930,600



Richmond Investors, LLC

Schedule forming part of the Accounts

Schedule: 4

Notes on Accounts

3. 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 4**

For and on behalf of the Board of Directors



Director



Director



Chief Financial Officer

Place: Bensalem, USA

Date: May 2, 2011

