

FlexAgentsSigningTeam, LLC

DIRECTORS' REPORT

Dear Shareholders,

Your directors are pleased to present the Directors' Report of Flex Agents Signing Team, LLC for the period ended December 31, 2009.

Financial Results

In the meeting held on December 8, 2009, your Directors approved the change of the Company's financial year from the fiscal year commencing on 1st April of one calendar year and ending on 31st March of the subsequent calendar year to the calendar year (ending 31st December). Accordingly, the current period financial statements have been prepared for the nine months period ended December 31, 2009. Please note that the current period will not be comparable with that of the previous year, which had been for a period of 12 months.

The performance of the Company for the nine months ended December 31, 2009 is summarized below:

Particulars	December 31, 2009 (US\$ In 000's)	March 31, 2009 (US\$ In 000's)
Income	445	1,451
Profit/(Loss) before Tax	(723)	37
Profit/(Loss) after Tax	(723)	37

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

There were no changes in Directorships under the period under review.

Share Capital

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

Acknowledgements

Your Directors thank the Company's clients, vendors, investors, 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,

A handwritten signature in black ink, appearing to read "S. Khan", with a long horizontal flourish extending to the right.

Director

Date : April 23, 2010

Place: Bensalem, PA

AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF CFCL TECHNOLOGIES LIMITED

1. We have audited the attached Balance Sheet of **FLEX AGENT SIGNING TEAM, LLC** ("the Company") as at December 31, 2009, the Profit and Loss Account and the Cash Flow Statement of the Company for the period 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 11 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 5 of Schedule 11 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;



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, 2009;
 - (ii) in the case of the Profit and Loss Account, of the loss of the Company for the period ended on that date and
 - (iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the period ended on that date.
5. These financial statements have been prepared solely for the purpose of publication of summarized financial information in the financial statements of the holding company M/s Chambal Fertilizers and Chemicals Limited pursuant to Section 212 of the Companies Act, 1956. It should be used for aforesaid purpose only.

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



Bhavani Balasubramanian
Partner
Membership No. 22156

Place: Chennai, April 26, 2010

FLEX AGENT SIGNING TEAM, LLC
BALANCE SHEET AS AT DECEMBER 31, 2009

		As at March 31, 2009 (In USD)	As at December 31, 2009 (In USD)	As at December 31, 2009 Convenience translation Into (Rs.'000) (Unaudited)
SOURCES OF FUNDS				
	Schedule			
Shareholder's Funds				
Share Capital	1	1,000	1,000	47
Total		1,000	1,000	47
APPLICATION OF FUNDS				
Current Assets, Loans and Advances :				
Sundry debtors	2	189,296	-	-
Cash and bank balances	3	57,835	18,701	870
Other current assets	4	35,620	14,944	697
Loans and advances	5	27,135	4,909	228
		309,886	38,554	1,795
Less : Current Liabilities and Provisions				
Current liabilities	6	566,963	1,018,708	47,416
Net Current Assets		(257,077)	(980,154)	(45,621)
Profit and loss account		258,077	981,154	45,668
Total		1,000	1,000	47

Notes on Accounts 11

Schedules referred to above form an integral part of these accounts

This is the Balance Sheet referred to
in our report of even date.

for Deloitte Haskins & Sells,
Chartered Accountants

Bhavani Balasubramanian

Bhavani Balasubramanian
Partner

Place: Chennai
Date: April 26, 2010

For and on behalf of the Board of Directors

Subbu *S.K*
Director Director

Chief Financial Officer
Chief Financial Officer

Place : Bensalem, PA
Date : April 23, 2010



**FLEX AGENT SIGNING TEAM, LLC
PROFIT AND LOSS ACCOUNT**

		15 months ended March 31,2009 (In USD)	For 9 months ended December 31,2009 (In USD)	For 9 months period ended December 31, 2009 Convenience translation Into (Rs.'000) (Unaudited)
INCOME				
Revenue from Title Services	7	1,448,272	444,780	20,702
Other income	8	2,375	-	-
Total		1,450,647	444,780	20,702
EXPENDITURE				
Other Administrative expenses	9	1,410,557	1,165,653	54,255
Financial expenses	10	2,792	2,204	103
Total		1,413,349	1,167,857	54,358
Profit/(Loss) Before Tax		37,298	(723,077)	(33,656)
Current tax		-	-	-
Net Profit /(Loss) after tax for the year		37,298	(723,077)	(33,656)
Loss brought forward from Previous year		(295,375)	(258,077)	(12,012)
Loss Carried to Balance Sheet		(258,077)	(981,154)	(45,668)

Notes on Accounts

11

Schedules referred to above form an integral part of these accounts

This is the Profit & Loss referred to
in our report of even date.

for Deloitte Haskins & Sells,
Chartered Accountants

Bhavana Balasubramanian

Bhavani Balasubramanian
Partner

Place: Chennai
Date: April 26, 2010

For and on behalf of the Board of Directors

Manoj Kumar
Director

S. K. N.
Director

CM
Chief Financial Officer

Place : Bensalem, PA
Date : April 23, 2010



FLEX AGENT SIGNING TEAM, LLC
 CASHFLOW STATEMENT FOR THE PERIOD ENDED DECEMBER 31, 2009

	Period ended 31st March 2009 (15 months) In US \$ (Unaudited)	Period Ended December 31, 2009 (US\$)	Period Ended 31st Dec'09 Convenience translation into (Rs.000's) (Inaudited)
A. Cash flow from operating activities :			
Profit/ (Loss) before tax.	37,298	(723,077)	(33,656)
Operating Profit/ (Loss) before working capital changes	37,298	(723,077)	(33,656)
<u>Movement in working capital :</u>			
(Increase)/Decrease in trade and other receivables	(262,362)	232,199	10,808
Increase in trade payables	281,899	451,744	21,026
Cash generated from / (used in) operations	56,835	(39,134)	(1,822)
Direct taxes paid (net of refunds)	-	-	-
Net cash generated from /(used) in operating activities	56,835	(39,134)	(1,822)
B. Cash flow from Investing activities	NIL	NIL	NIL
C. Cash flow from financing activities	NIL	NIL	NIL
Capital contribution from member	1,000	-	-
Net cash generated from financing activities	1,000	-	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	57,835	(39,134)	(1,822)
Cash and cash equivalents at the beginning of the year	-	57,835	2,692
Cash and cash equivalents at the end of the year	57,835	18,701	870

This is the Cashflow statement referred to
 in our report of even date.

for Deloitte Haskins & Sells,
 Chartered Accountants

For and on behalf of the Board of Directors

Bhavani Balasubramanian
 Bhavani Balasubramanian
 Partner

Director
 Director

S. Venkatesh
 Director

Place: CHENNAI
 Date: APRIL 26, 2010

Chief Financial Officer
 Chief Financial Officer

PLACE : BENSALLEN, PA.
 DATE : APRIL 23, 2010



FLEX AGENT SIGNING TEAM, LLC
SCHEDULES FORMING PART OF ACCOUNTS

As at March 31,
2009 (In USD) As at December 31,
2009 (In USD) As at December 31,
2009 Convenience
translation Into
(Rs.'000) (Unaudited)

SCHEDULE 1 : SHARE CAPITAL

Share Capital (The entire share capital held by Richmond Title services, LP)	1,000	1,000	47
	<u>1,000</u>	<u>1,000</u>	<u>47</u>

SCHEDULE 2 : SUNDRY DEBTORS

Debts outstanding for a period six months or less Unsecured, considered good	189,296	-	-
	<u>189,296</u>	<u>-</u>	<u>-</u>

SCHEDULE 3 : CASH AND BANK BALANCES

Balances with Banks - In Current Accounts	57,835	18,701	870
	<u>57,835</u>	<u>18,701</u>	<u>870</u>

SCHEDULE 4 : OTHER CURRENT ASSETS

Unbilled revenue	35,620	14,944	697
	<u>35,620</u>	<u>14,944</u>	<u>697</u>

SCHEDULE 5 : LOANS AND ADVANCES

Advances recoverable in cash or in kind or for value to be received	27,135	4,909	228
	<u>27,135</u>	<u>4,909</u>	<u>228</u>

SCHEDULE 6 : CURRENT LIABILITIES

Sundry creditors	558,797	1,018,708	47,416
Book Overdraft	8,166	-	-
	<u>566,963</u>	<u>1,018,708</u>	<u>47,416</u>



FLEX AGENT SIGNING TEAM, LLC
SCHEDULES FORMING PART OF ACCOUNTS

SCHEDULE 7: REVENUE

	15 months ended March 31, 2009 (In USD)	For 9 months ended December 31, 2009 (In USD)	For 9 month period ended December 31, 2009 Convenience translation into (Rs.'000) (Unaudited)
Fee Income	1,448,272	444,780	20,702
	<u>1,448,272</u>	<u>444,780</u>	<u>20,702</u>

SCHEDULE 8 : OTHER INCOME

Miscellaneous income	2,375	-	-
	<u>2,375</u>	<u>-</u>	<u>-</u>

SCHEDULE 9 : OTHER ADMINISTRATIVE EXPENSES

Sub contracting expenses	1,377,017	1,148,192	53,443
Rent	9,800	6,300	293
Rates and taxes	165	851	40
Travelling and conveyance	195	-	-
Communication costs	14,521	4,500	209
Printing and stationery	1,840	410	19
Miscellaneous expenses	7,019	5,400	251
	<u>1,410,557</u>	<u>1,165,653</u>	<u>54,255</u>

SCHEDULE 10 : FINANCIAL EXPENSES

Bank charges and guarantee commission	2,792	2,204	103
	<u>2,792</u>	<u>2,204</u>	<u>103</u>



Flex Agent Signing Team, LLC

Schedule forming part of accounts

Schedule - 11

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

Operating revenues from title operations comprising of signing fees and tax certificate fees are recognized at the time of settlement of the related real estate transactions. Unbilled revenues represents work executed in accordance with the terms of the agreement with customers but not billed as at the balance sheet date.

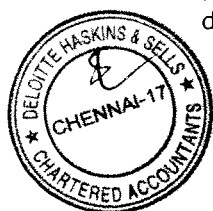
d) Convenience Translation

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, 2009 and the Profit and Loss account for the period then ended have been translated into INR, the reporting currency, using the year end exchange rate as of December 31, 2009 which was 1US\$ = Rs 46.545. 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 income 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



Flex Agent Signing Team, LLC

Schedule forming part of accounts

Schedule – 11

Notes on Accounts (Contd)

that they can be realized against future taxable profits and are reviewed for the appropriateness of their carrying values at each balance sheet date.

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. Change in Accounting year

In the meeting held on 11th December 2009, the Board of Directors approved the change of the Company's financial year from the fiscal year commencing on 1st April of one calendar year and ending on 31st March of the subsequent calendar year to the calendar year (ending 31st December). In order to give effect to the change, the Board of Directors approved the closure of the financial year commencing 1st April 2009 for a 9 months period up to 31st December 2009. Accordingly, these financial statements have been prepared for the nine months period ended 31st December 2009.

3. 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 Inc
NEA – Indo US Ventures, LLC



Flex Agent Signing Team, LLC

Schedule forming part of accounts

Schedule – 11

Notes on Accounts (Contd)

b) Key Management Personnel (KMP)

Mr. Krishnakumar Srinivasan, Director
Mr. Murali Gomatam, Director
Mr. Niraj Patel, Director

c) 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.

d) List of transactions with related parties

Description	Holding Company		Total	
	Dec'09	Mar'09	Dec'09	Mar'09
Reimbursement of Expenses received				
Richmond Title Services LP		184,618		184,618
Reimbursement of expenses made				
Richmond Title Services LP	173,700	339,532	173,700	339,532
Sundry creditors				
Richmond Title Services LP	859,475	4,678	859,475	4,678

4. 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.

5. Going Concern

The accumulated losses as at 31st December 2009 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 2010 through capital infusion already made by existing shareholders in the year 2009 and use of enhanced available lines of credit. Further, based on the business plans for the year 2010, 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.



Flex Agent Signing Team, LLC

Schedule forming part of accounts

Schedule – 11

Notes on Accounts (Contd)

6. The current financial period is for nine months and hence the Profit and Loss Account of the current period is not comparable with that of the previous year which was for a period of 15 months. Previous year figures have been regrouped / reclassified, wherever necessary to conform to the current period's classification.

Signature to Schedules 1 to 11

for Deloitte Haskins & Sells,
Chartered Accountants

For and on behalf of the Board of Directors



Bhavani Balasubramanian
Partner


Director

Director


Chief Financial Officer