

FORM NO. MGT-7

[Pursuant to sub-section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U74130MH2005PTC216732

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCH7570C

(ii) (a) Name of the company

CRIF HIGH MARK CREDIT INFOI

(b) Registered office address

Unit Nos. 3B- 01, 02 & 03, 3rd Floor, Phoenix
Paragon Plaza, CTS No. 124/B, 15 LBS Marg, Kurla-W
Mumbai
Maharashtra
INDIA

(c) *email-ID of the company

shristi.padia@crifhighmark.cor

(d) *Telephone number with STD code

02271712900

(e) Website

www.crifhighmark.com

(iii) Date of Incorporation

17/03/2005

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes

No

(vii) *Financial year From (DD/MM/YYYY) To (DD/MM/YYYY)

(viii) *Whether Annual General Meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	M	Professional, Scientific and Technical	M9	Other professional, scientific and technical activities	80

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held
1	CRIF S.p.A.		Holding	71.99

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	85,000,000	48,200,772	48,200,772	48,200,772
Total amount of equity shares (in rupees)	850,000,000	482,007,720	482,007,720	482,007,720

Number of classes

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	85,000,000	48,200,772	48,200,772	48,200,772

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	850,000,000	482,007,720	482,007,720	482,007,720

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of Shares	Number of shares	Total Nominal Amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	35,918,967	359,189,670	359,189,670	
Increase during the year	12,281,805	122,818,050	122,818,050	267,334,200
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	
iii. Bonus issue	0	0	0	
iv. Private Placement/ Preferential allotment	10,693,368	106,933,680	106,933,680	267,334,200
v. ESOPs	1,588,437	15,884,370	15,884,370	
vi. Sweat equity shares allotted	0	0	0	
vii. Conversion of Preference share	0	0	0	

viii. Conversion of Debentures	0	0	0	
ix. GDRs/ADRs	0	0	0	
x. Others, specify NA	0	0	0	
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify NA	0	0	0	
At the end of the year	48,200,772	482,007,720	482,007,720	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	
iii. Others, specify NA	0	0	0	
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	
iv. Others, specify NA	0	0	0	
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM		19/09/2014	
Date of Registration of Transfer			
Type of Transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ debenture/ unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

Date of Registration of Transfer		<input type="text"/>	
Type of Transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ debenture/ unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total	0		0

Details of debentures

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

106,792,580

(ii) Net worth of the Company

327,755,950

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	34,701,658	71.99	0	
10.	Others NA	0	0	0	
	Total	34,701,658	71.99	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,989,522	6.2	0	

	(ii) Non-resident Indian (NRI)	9,999	0.02	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	5,779,593	11.99	0	
5.	Financial institutions	4,527,347	9.39	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	192,653	0.4	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others NA	0	0	0	
	Total	13,499,114	28.01	0	0

Total number of shareholders (other than promoters)

20

Total number of shareholders (Promoters+Public/Other than promoters)

21

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	21	20
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	0	0	0	0
B. Non-Promoter	1	8	1	0	0	0
(i) Non-Independent	1	4	1	0	0	0
(ii) Independent	0	4	0	0	0	0
C. Nominee Directors representing	0	3	0	6	0	0
(i) Banks and FIs	0	3	0	2	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	4	0	0
Total	2	11	1	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
Larry Howell	00005445	Nominee director	0	
Ajay Rameshchandra G	00630768	Nominee director	0	
Steven Angelo Pinto	00871062	Nominee director	0	
Kalpana Prakash Pande	06715713	Whole-time director	0	
Enrico Lodi	06904637	Nominee director	0	
Stefano Stoppani	06905105	Nominee director	0	13/09/2015
Supriyo Kumar Chaudhri	06915387	Nominee director	0	
Shristi J Padia	AVBPP7087Q	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

24

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Steven Angelo Pinto	00871062	Nominee director	29/04/2014	Change in designation
Kalpana Prakash Pande	06715713	Managing Director	01/04/2014	Change in designation as CEO & MD
Kalpana Prakash Pande	06715713	Whole-time director	29/04/2014	Change in designation
Rajiv Johri	01150052	Director	08/04/2014	Cessation
Bruce Joseph Nixon	03606398	Director	29/04/2014	Cessation
Dr. Anil Pandya	00638746	Director	29/04/2014	Cessation
Abha Pandya	00638776	Director	29/04/2014	Cessation
Dipankar Basu	02274346	Director	29/04/2014	Cessation
Mani Krishna Iyer	03063000	Nominee director	29/04/2014	Cessation
Manish M. Kumar	03502160	Director	29/04/2014	Cessation
Shyam Sunder Suri	00410766	Director	29/04/2014	Cessation
Jayanta Kumar Sinha	02009697	Director	29/04/2014	Cessation
Rakesh Kumar	06699549	Nominee director	28/04/2014	Cessation
Ajay Rameshchandra G	00630768	Nominee director	29/04/2014	Appointment
Ajay Rameshchandra G	00630768	Nominee director	29/04/2014	Change in designation
Enrico Lodi	06904637	Additional director	24/06/2014	Appointment
Enrico Lodi	06904637	Nominee director	03/07/2014	Change in designation
Stefano Stoppani	06905105	Additional director	24/06/2014	Appointment
Stefano Stoppani	06905105	Nominee director	03/07/2014	Change in designation
Supriyo Kumar Chaudh	06915387	Additional director	07/08/2014	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members who attended the meeting	% of total shareholding of attended members
Extraordinary General Meet	29/04/2014	22	12	63.18
Extraordinary General Meet	03/07/2014	60	11	89.06
Annual General Meeting	19/09/2014	22	5	22.73
Extraordinary General Meet	23/12/2014	22	8	36.37

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	as %age of total directors
1	29/04/2014	13	10	76.92
2	30/04/2014	4	4	100
3	09/05/2014	4	4	100
4	20/05/2014	4	2	50
5	27/05/2014	4	4	100
6	24/06/2014	6	4	66.67
7	03/07/2014	6	5	83.33
8	07/08/2014	7	6	85.71
9	19/09/2014	7	6	85.71
10	18/11/2014	7	6	85.71
11	20/11/2014	7	4	57.14
12	04/02/2014	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

5

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	as %age of total members
1	Audit Committee	07/08/2014	3	3	100
2	Audit Committee	18/11/2014	3	2	66.67
3	Management Committee	19/09/2014	4	4	100
4	Management Committee	18/11/2014	4	3	75
5	Management Committee	04/02/2015	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								29/09/2015 (Y/N/NA)
1	Larry Howell	12	12	100	3	3	100	Yes
2	Ajay Rameshchandra	12	10	83.33	2	1	50	No
3	Steven Angelico	12	10	83.33	5	4	80	Yes
4	Kalpana Prakash	12	12	100	0	0	0	No
5	Enrico Lodi	7	1	14.29	0	0	0	No
6	Stefano Stoppa	7	5	71.43	5	5	100	No
7	Supriyo Kumar	5	5	100	3	2	66.67	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Kalpana Prakash Padgaonkar	Whole-time Director	11,743,008	636,635	0	3,306,996	15,686,639
	Total		11,743,008	636,635	0	3,306,996	15,686,639

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shristi J Padia	Company Secre	549,996	0	0	0	549,996
	Total		549,996	0	0	0	549,996

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Supriyo Kumar Cha	Nominee Directo	0	0	0	25,000	25,000
	Total		0	0	0	25,000	25,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013

during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

S N Bhandari

Whether associate or fellow

Associate Fellow

Certificate of practice number

366

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am authorised by the Board of Directors of the company vide resolution no. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director


KALPANA
PRAKASH
PANDEY

DIN of the director

To be digitally signed by


SHRISTI
J PADIA

Company Secretary

Company Secretary in Practice

Membership number

Certificate of practice number

Attachments

1. list of share holders, debenture holders;
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any.

Attach
Attach
Attach
Attach

List of attachments

Shareholding pattern as on 31st March 2014
MGT-8_CRIF HighMark_F.Y.2014-15.pdf
Particulars of change of Directors & KMP.pdf
Details of shares transferred during the year
List of Directors.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the company