



NRB BEARINGS LIMITED 54th ANNUAL REPORT 2018-19

We miss our Founder and Chairman



Trilochan Singh Sahney 04.12.1927 - 16.10.2018



CIN: L29130MH1965PLC013251

Directors : Harshbeena Zaveri - Vice Chairman & Managing Director

Satish C. Rangani - Executive Director

Tashwinder Singh **Devesh Singh Sahney**

Ashank Desai Rustom Desai Vishakha R. M.

Company Secretary

and Compliance Officer : Shruti Joshi

Bankers : BNP Paribas

> Citibank N.A. **HDFC Bank DBS Bank**

Kotak Mahindra Bank

Debenture Trustees : IDBI Trusteeship Services Limited

Auditors : Walker Chandiok & Co. LLP

Solicitors : AZB Partners & Co.

Registered Office : Dhannur, 15, Sir P. M. Road, Fort

Mumbai 400 001

Works : Pokhran Road No.2, Majiwade

Thane 400 606

E-40, M.I.D.C. Industrial Area, Chikalthana

Aurangabad 431 010

C-6, Additional M.I.D.C. Industrial Area

Jalna 431 203

E-72, (I) & (II) M.I.D.C., Waluj

Aurangabad 431 133

A-5, Uppal Industrial Estate

Hyderabad 500 039

Plot No.33, Sector -II, SIDCUL IIE Pantnagar

Udhamsingh Nagar, Uttarakhand 263153

Website : www.nrbbearings.com

Investorcare : investorcare@nrbbearings.co.in

Registrar &

21, Shakil Niwas, Mahakali Caves Road **Share Transfer Agent**

: Universal Capital Securities Private Limited

Andheri (East), Mumbai 400 093 Tel: 2836 66 20, 28207203-05



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NOTICE

The Members,
NRB BEARINGS LIMITED

NOTICE is hereby given that the fifty-fourth Annual General Meeting of the members of NRB Bearings Limited will be held at M. C. Ghia Hall, Dubash Marg, Mumbai 400 001 on Friday, August 9, 2019 at 3:30 p.m. to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the Audited Consolidated Financial Statements for the financial year ended March 31, 2019; together with the Reports of the Board of Directors and the Auditors thereon.
- 2. To declare dividend on equity shares for the financial year ended March 31, 2019.
- 3. To appoint a Director in place of Mr. D.S. Sahney (DIN 00003956) who retires by rotation and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS

- 4. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**
 - "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification or re-enactment thereof for the time being in force (hereinafter referred to as the Act), the remuneration of Rs. 98,000/- (Rupees Ninety Eight Thousand only) to M/s Nanabhoy and Co., Cost Accountants (Firm Registration No. 7464) duly approved by the Board of Directors upon recommendation of the Audit Committee for conducting the audit of the cost records of the Company for the financial year ending on March 31, 2020, be and is hereby ratified and confirmed."
- 5. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:
 - "RESOLVED THAT Mr. Satish Rangani (DIN: 00209069), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 24, 2019 and who holds office upto the date of the forthcoming Annual General Meeting under Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification or re-enactment thereof for the time being in force (hereinafter referred to as the Act), and Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director ofthe Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director ofthe Company, liable to retire by rotation."
- 6. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**
 - "RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification or re-enactment thereof for the time being in force (hereinafter referred to as the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Tashwinder Singh (DIN: 06572282), who has submitted a declaration that he meets the criteria for independence as provided in Section149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 proposing his candidature for the office of Director (Independent) of the Act and who is eligible for appointment be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years from August 11, 2019 to August 10, 2024."
- 7. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**
 - "RESOLVED THAT Ms. Vishakha R. M. (DIN: 07108012) who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 2, 2018 and who holds office upto the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification or re-enactment thereof for the time being in force (hereinafter referred to as the Act) and Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director ofthe Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director ofthe Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Vishakha R.M. (DIN:07108012), a Non-Executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Directorof the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years from the date of her appointment i.e. from November 2, 2018."



8. To consider and if thought fit, to pass with or without modification, the following resolution as an **Special Resolution:**

"RESOLVED THAT further to the approval of the members vide a special resolution passed on July 24, 2015 and subject to the overall ceiling prescribed in Section 197 the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification or re-enactment thereof for the time being in force (hereinafter referred to as the Act) and subject to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for the payment of annual remuneration to Ms. Harshbeena Zaveri, Vice Chairman & Managing Director of the Company, who is a part of the Promoter group, exceeding Rs. 5,00,00,000/- (Rupees Five crores only) or 2.5% of the net profits of the Company, whichever is higher, for every financial year up to the balance tenure of her appointment i.e. upto September 30, 2020.

RESOLVED FURTHER THAT the Board of Directors ("the Board" which expression shall also include a Committee thereof for the time being exercising the powers of the Board) be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary proper or desirable and to settle any questions or doubts that may arise in this regard."

By Order of the Board

Place: Mumbai Shruti Joshi
Date: May 29, 2019 Company Secretary

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies in order to be effective, must be received by the Company not less than 48 hours before the meeting.

- 2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10%, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
- 3. The Register of Members of the Company and Transfer Books thereof will be closed from Saturday, August 3, 2019 to Friday, August 9, 2019 (both days inclusive).
- 4. E-voting facility to all members has been provided through the e-voting platform of CDSL and the Company has appointed Mr. Upendra Shukla, practicing Company Secretary, as Scrutinizer for the e-voting process. Instructions and manner of the process have been detailed in the para 8 below. The Scrutinizer will make a report to the Chairman of the Company, of the votes cast in favour and against and the results on the resolutions alongwith the scrutinizer's report will be available on the website of the Company within two working days of the same being passed.
- 5. The dividend after declaration, will be paid to those shareholders whose names appear in the Register of Members after giving effect to all valid share transfers lodged with the Company on or before August 2, 2019 and to the shareholders holding shares in demat form whose names appear in the Register of Members beneficiary position with NSDL and CDSL as on August 2, 2019.
 - The shareholders whose names appear in the Register of Members after giving effect to all valid share transfers lodged with the Company on or before August 2, 2019 shall be entitled to participate in e-voting/ballot at the AGM.
 - Members and all others concerned are requested to lodge transfer deeds, change of address communication, mandates (if any) with the Company's Share Transfer Agents Universal Capital Securities Private Limited, 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai 400 093.
- 6. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend. SEBI has also mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to the DPs with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
- 7. The Company has transferred on due dates, the unpaid/unclaimed dividend for the financial year ended March 31, 2011 to the IEPF. Pursuant to the provisions of IEPF (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules 2012 the Company has uploaded such details as on August 9, 2018 (date of last AGM) on the website of the Company.



Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the website www.nrbbearings.com . The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: http://iepf.gov.in/IEPFA/refund.html or contact RTA M/s. Universal Capital Securities Private Limited for lodging claim for refund of shares and/ or dividend from the IEPF Authority.

SEBI has decided that securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

8. PROCESS FOR MEMBERS OPTING FOR E-VOTING

(i) The voting period begins on Tuesday, August 6, 2019 at (9.00 am IST) and ends on Thursday, August 8, 2019 at (5.00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, August 2, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Electronic Voting Sequence Number (EVSN): 190704009

(ii) A member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a member casts his vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

In case of members receiving e-mail:

- (iii) Log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.
- (v) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (vi) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Please enter your sequence number as Sr. No. which is mentioned in the EVSN covering letter.
 - DOB Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
 - Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.
- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.
- (x) After entering these details appropriately, click on "SUBMIT" tab.



- (xi) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant <Company Name> on which you choose to vote
- (xiv) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting.
 - Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xx) above to cast vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk. evoting@cdslindia.com.
- 9. Members/ Proxies are requested to bring their attendance slip duly filled in and their copy of the Annual Report for the meeting.

By Order of the Board

Shruti Joshi Company Secretary

Place: Mumbai Date: May 29, 2019



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4:

The Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, mandate the audit of the cost accounting records of the Company in respect of its products. Accordingly, the Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on May 29, 2019, appointed M/s Nanabhoy & Co, Cost Accountants (Firm Registration No: 7464) as the Cost Auditor of the Company for the financial year ending March 31, 2020 at a remuneration of Rs. 98,000/- (Rupees Ninety Eight Thousand only), excluding taxes and reimbursement of out of pocket expenses. M/s Nanabhoy & Co., have vide their letter dated April 2, 2019 confirmed their eligibility and granted consent to act as the Cost Auditors of the Company for the financial year 2019-20. Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of the Company.

Accordingly, consent of the members is sought by way of an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4 of the Notice.

The Board recommends the Resolution under Item No. 4 of the Notice for approval of the Members as an Ordinary Resolution.

Item No. 5:

The Board of Directors at its meeting held on January 17, 2019, upon the recommendation of the Nomination and Remuneration Committee appointed Mr. Satish Rangani as an Additional Director with effect from January 24, 2019. As per Section 161 of the Companies Act, 2013 ("the Act"), Mr. Satish Rangani holds office up to the date of this Annual General Meeting and is eligible for appointment as Director. Further, the members of the Company vide Special Resolution passed on April 27, 2019 based on the approval granted by the Board have approved the appointment of Mr. Satish Rangani as the Executive Director of the Company for a period of one (1) year with effect from January 27, 2019.

The Company has received a notice from a member under Section 160 of the Act, in writing, proposing his candidature for the office of Director of the Company. The Nomination and Remuneration Committee of the Board ("NRC") has considered his candidature and recommended his appointment as a Director, who shall be liable to retire by rotation.

Accordingly, the resolution set out at Item No. 5 of the Notice for appointment as Mr. Satish Rangani as Director, liable to retire by rotation, has been placed before the members for approval by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Satish Rangani (being appointed), are in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 5 of the Notice.

The Board recommends the Resolution under Item No. 5 of the Notice for approval of the Members as an Ordinary Resolution.

Item No. 6:

At the 49th Annual General Meeting of the Members of the Company held on August 11, 2014, Mr. Tashwinder Singh was appointed as an Independent Director for a period of five (5) years with effect from August 11, 2014. His existing term expires on August 10, 2019.

Mr. Tashwinder Singh, age 49 years, is the Chairman of the Audit Committee and the Nomination and Remuneration Committee of the Company. Mr. Singh has given his consent for re-appointment as Independent Director for a second term beginning from August 11, 2019 to August 10, 2024 i.e. five (5) consecutive years. Pursuant to the provisions of sections 149 and 152 and other applicable provisions of the Companies Act, 2013 (the Act), an Independent Director can be re-appointed for a second term up to five (5) consecutive years after obtaining the approval of the shareholders by passing a special resolution.

Mr. Tashwinder Singh is an engineer and MBA from the Delhi University with more than twenty five (25) years of experience in the field of finance and investing with extensive exposure to commercial banking, private banking and business development. Mr. Singh does not hold any shares in the Company and is not related to any Director or Key Managerial Personnel of the Company. He was first appointed as an Non-Executive/ Independent Director of the Company in May, 2013.

During his second term as Independent Director, Mr. Singh will be entitled to receive the Sitting Fees for attending meetings



of the Directors and the Committees thereof, of which he is a member and commission, as may be decided by the Board of Directors every year for Independent Directors. In the opinion of the Board of Directors of the Company, Mr. Singh continues to fulfill the conditions specified in the Act and Rules made thereunder for reappointment as an Independent Director. Having regard to his qualifications, knowledge and vast business experience, his re-appointment on the Board of the Company as an Independent Director will be in the interest of the Company.

The Company has received a notice from a member under Section 160 of the Act in writing proposing his candidature for the office of Director (Independent). The Nomination and Remuneration Committee of the Board has also recommended his appointment as Director (Independent).

Accordingly, the Board of Directors recommend passing the Special Resolution at Item No. 6 of the Notice. None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Tashwinder Singh (being appointed), are in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 6 of the Notice.

The copy of the draft letter of appointment setting out the terms and conditions, would be available for inspection at the Registered Office of the Company up to the date of the Annual General Meeting i.e. August 9, 2019 on any working day except Saturday, Sunday and public holidays between 11:00 a.m. and 5:00 p.m.

Brief details of Mr. Tashwinder Singh are given below:

- DIN: 06572282
- Qualification: BE Electrical, MBA (Delhi University)
- Expertise/Experience: More than twenty five (25) years of work experience. Started his career with Voltas Ltd (Electrical Business Group) and worked with Citigroup for 18 years in operations management, business development, commercial banking and private banking. Currently Director with Kohlberg Kravis Roberts, a reputed International Private Equity firm
- Director of the Company: Since July 23, 2013
- Shareholding in the Company: Nil
- List of other Indian Public companies in which Directorship is held:
 - KKR Financial Services Private Limited
 - Resonance Eduventures Limited
 - KKR Capital Markets India Private Limited
 - Sinlex BAPL Limited
- Chairman/Member of Committees in other public companies in which he is a Director :Nil

Item No. 7:

Ms. Vishakha R.M. was appointed as an Additional Director by the Board of Directors of the Company at its meeting held on November 2, 2018.Ms. Vishakha R.M. age 54 years, holds a degree of Bachelor in Commerce, is an Associate member of the Institute of Chartered Accountants of India and a Fellow Member of the Insurance Institute of India. Ms. Vishakha, currently the Managing Director & CEO of India First Life Insurance, has a rich experience of over 30 years in the Risk and Insurance Sector. She is recognised and influential in the public domain within the industry and more broadly as an organisational leader.

Prior to India First Life Insurance, she has held important positions with various prestigious companies like Canara HSBC Oriental Bank of Commerce Life Insurance Co. Limited, IDBI Federal Life Insurance Company Limited, Sompo Japan Insurance Company Limited, Birla Sun Life Life Insurance Company Limited, Cigna Healthcare Management Company (I) Private Limited, Royal Sundaram Alliance Insurance Company Limited and New India Assurance.

Ms. Vishakha has been a recipient of many awards and accolades over the years few of which are:

- Selected as one of the Top 30 Most Powerful Women in Business by Business Today September 2018
- Selected as one of Forbes India Top 25 W Power trail blazers 2018
- Ranked 38th amongst the 50 Most Powerful Woman in Business by Fortune India in September 2017
- CA Business Leader Woman 2016 Award from ICAI (Institute of Chartered Accountants of India).
- ASSOCHAM (Associated Chambers of Commerce and Industry of India) Individual Achievement Award