



**Date: 2<sup>nd</sup> August, 2018**

**Mr. Loukik Deepak Tipnis**

Flat No. 706.7th Floor, Harimangal Manor  
Telang Road, Matunga Mumbai Maharashtra 400019

We are pleased to inform you that the Board of Directors of the Company has appointed you as an Independent Director of the Company.

We take this opportunity to welcome you to the company and express our privilege to have you on board with us. We trust that your expertise in the field of chartered accountancy would contribute for the growth and progress of our company.

This letter confirms your appointment w.e.f. August 1, 2018 as an Independent Director of Sky Gold Limited on the following terms and conditions of the appointment.

**Appointment**

1. Your Appointment is for a term of 5 years ending on July 31, 2023.
2. As an Independent Director you will not be liable to retire by rotation.
3. Re-Appointment at the end of the term shall be based on the recommendation of the Nomination & Remuneration committee and subject to the approval of the Board and shareholders. Your re-appointment would be considered by the Board based on the outcome of the performance evaluation process and you continuing to meet the Independence criteria.
4. In case of your resignation, the company may in accordance with the Company's Memorandum of Association and Articles of Association of the Companies Act, 2013 relieve you. Upon such relieving or resignation for any reason, you will not be entitled to any damages for loss of office and no fee will be payable to you in respect of any un-expired portion of the term of the Appointment.
5. You may be the member of the Committees as decided by the Board. The Board may reconstitute the composition of any/all committees, from time to time and any such change shall be promptly communicated to you. In such an event you may also be required to serve on the other committees of the Board.
6. You are considered to be an Independent Director and will be identified as such in the annual report and other documentation. If circumstances change, and you believe that your Independence may be in doubt or may be questioned, you should bring this matter to urgent attention of the chairman of the Board as soon as practicable.

**Duties and Responsibilities**

1. As a member of the Board you along with other Directors will be collectively responsible for meeting the objectives of the Board which include:  
-Requirements under the Companies Act, 2013  
-Accountability under the "Director's Responsibility Statement"



2. You shall abide by the “Code for Independent Directors” as outlined in Schedule IV to Section 149(8) of the 2013 Act and duties of directors as provided in the 2013 Act (including Section 166)
3. You will also be responsible for providing guidance in the area of your expertise.

#### **Fees**

1. You will be paid sitting fee as may be decided by the Board.

#### **Confidentiality**

1. You must apply the highest standards of confidentiality and not disclose to any person or company (whether during the course of the Appointment or at any time after your resignation or relieving) any confidential information concerning the company and any Group Companies with which you come into contact by virtue of your position as an Independent Director of the Company.
2. Your attention is drawn to the requirements under both legislation and regulation as to the disclosure of price-sensitive information. Consequently, you should avoid making any statements that might risk a breach of these requirements without prior clearance from the chairman
3. You agree to abide by the code of conduct adopted by the Board of the Company
4. On resignation or relieving you will hand over to the company any relevant documents not required to be kept by you.

Please confirm your agreement to the above by signing and returning to me duplicate of this letter.

Yours Sincerely,

**For Sky Gold Limited**

**Sd/-**

**Mangesh Ramesh Chauhan**

**Managing Director & CFO**

**DIN:** 02138048

**Add:** Flat No 801, Tiara Court, Jain Mandir  
Road, Sarvoday Nagar, Near Raja Indl. Estate,  
Mulund West. Mumbai – 400080