

**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY CIRCULATION BY
THE BOARD OF DIRECTORS OF INDUS FILA LIMITED ON 27TH JUNE ,
2014.**

"**RESOLVED THAT** pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013 Mr. Sandeep Choudhary be and is hereby appointed as an Independent Director of the Company. He will hold office upto the date of commencement of the next Annual General meeting of the Company."

For Indus Fila Limited



HANSRAJ RATHOR
CFO & Company Secretary