



(Formerly known as Future Retail Limited)

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (E), Mumbai 400060. India  
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Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): \_\_\_\_\_  
Registered Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Folio No./ Client Id: \_\_\_\_\_ DP ID: \_\_\_\_\_

I/ we, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

- (1) Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail id: \_\_\_\_\_ Signature \_\_\_\_\_ Or failing him;
- (2) Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail id: \_\_\_\_\_ Signature \_\_\_\_\_ Or failing him;

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Twenty-Eighth Annual General Meeting of the Company, to be held on Monday, August 29, 2016 at 11:30 a.m. at Rangswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhonsale Marg, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Matter of resolution	Optional*	
		For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of Directors' and Auditors thereon.		
2	To declare dividend.		
3	To appoint a Director in place of Mr. Kishore Biyani, who retires by rotation and being eligible offers himself for re-appointment		
4	To ratify the appointment of M/s. NGS & Co. LLP, Chartered Accountants (ICAI Registration No. 119850W) as Statutory Auditors of the Company till next annual general meeting and to fix their remuneration.		
<b>Special Business</b>			
5	To consider re-designation of and payment of remuneration to Mr. Vijay Biyani as Managing Director of the Company		
6	To consider appointment of Mr. Dinesh Maheshwari as Executive Director & Chief Financial Officer of the Company		
7	To approve re-classification of Authorised Share Capital and amendment of the Capital Clause of Memorandum of Association;		
8	To consider and approve Related Party Transaction		
9	To Issue of Securities on Private Placement basis		

Signed this ..... day of ..... 2016.



Signature of shareholder

Signature of Proxy holder(s)

Notes:

\* It is optional to indicate your preference in the appropriate column. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.