

# FUTURE RETAIL

## Future Retail Limited

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari-Vikhroli Link Road, Jogeshwari (East), Mumbai 400060. India  
Tel. No. +91 22 3084 2336; Fax No. : +91 22 3084 2502; CIN: L52399MH1987PLC044954  
Website : www.futureretail.co.in; Email: investorrelations@futureretail.in

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;
- (3) Name:.....  
Address:.....  
E-mail id:..... Signature.....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Twenty-Sixth Annual General Meeting of the Company, to be held on Saturday, August 2, 2014 at 10:30 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
	<b>Ordinary Business</b>
1	To receive, consider and adopt the Financial Statements of the Company for the period ended March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the period ended on that date together with the reports of Auditors' and Directors' 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 appoint a Director in place of Mr. Rakesh Biyani who retires by rotation and being eligible offers himself for re-appointment.
5	To appoint M/s. NGS & Co. LLP, Chartered Accountants (ICAI Registration No. 119850W) as Statutory Auditors of the Company for a term of three years and to fix their remuneration
	<b>Special Business</b>
6	To appoint Mr. S. Doreswamy as an Independent Director of the Company to hold office for a term of five years
7	To appoint Mr. Anil Harish as an Independent Director of the Company to hold office for a term of five years
8	To appoint Ms. Bala Deshpande as an Independent Director of the Company to hold office for a term of five years
9	To appoint Mr. V. K. Chopra as an Independent Director of the Company to hold office for a term of five years
10	To approve payment of remuneration to Mr. Kishore Biyani as Managing Director of the Company
11	To approve payment of remuneration to Mr. Rakesh Biyani as Joint Managing Director of the Company
12	To approve payment of remuneration to Mr. Vijay Biyani as Wholetime Director of the Company
13	To re-appoint Mr. Vijay Biyani as Wholetime Director of the Company for three years
14	To approve payment of commission to Directors other than Managing Director, Joint Managing Director and Wholetime Director

Signed this ..... day of ..... 2014.

Affix  
Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s)

**Note:** 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.