

Future Retail Limited

(formerly Bharti Retail Limited)

Regd. Off.: Knowledge House, Shyam Nagar, Off Jogeshwari –Vikhroli Link Road, Jogeshwari (East), Mumbai 400 060.

Tel. No.: +91 22 6644 2200; Fax No.: +91 22 6644 2201; CIN: L51909MH2007PLC268269

Website: www.futureretail.co.in; E-mail: 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 Tenth Annual General Meeting of the Company to be held at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai – 400 021 on Tuesday, August 29, 2017 at 09:30 am and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon		
2	To appoint a Director in place of Mr. Kishore Biyani (DIN: 00005740), who retires by rotation and being eligible, offers himself for re-appointment		
3	To ratify the appointment of Auditors of the Company and to fix their remuneration		
Special Business			
4	Appointment of Ms. Sridevi Badiga as an Independent Director		
5	Approval for revision in remuneration of Mr. Kishore Biyani as Managing Director		
6	Approval for revision in remuneration of Mr. Rakesh Biyani as Joint Managing Director		
7	Increase in the investment limit in Equity Share capital by Registered Foreign Portfolio Investors ("RFPs") and Foreign Institutional Investors ("FIIs")		
8	Approval for entering into Related Party Transaction(s)		

Signed this day of 2017.

Affix
revenue
stamp

.....
Signature of Proxy Holder(s)

.....
Signature of Member(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.