

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: L52399MH1987PLC044954  
 Website: www.felindia.in; Email: investorrelations@futuregroup.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 Thirty-First 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, July 30, 2019, at 04:30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the reports of the Board of Directors and of Auditors thereon;		
2.	To appoint a Director in place of Mr. Vijay Biyani, (DIN: 00005827) who retires by rotation and being eligible offers himself for re-appointment;		
<b>Special Business</b>			
3.	Approval for payment of remuneration to Mr. Vijay Biyani, Managing Director in terms of regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;		
4.	Appointment of Mr. Haresh Chawla (DIN: 00029828) as a Director of the Company;		
5.	Re-appointment of Mr. V. K. Chopra (DIN: 02103940) as an Independent Director of the Company;		
6.	Re-appointment of Ms. Bala Despande (DIN: 00020130) as an Independent Director of the Company;		
7.	Re-appointment of Mr. Dinesh Maheshwari as Executive Director & Chief Financial Officer of the Company and payment of remuneration thereof;		
8.	Issue of Securities on Private Placement Basis;		

Sr. No.	Resolutions	Optional*	
		For	Against
9.	Approval of Future Enterprises Limited Employee Stock Option Plan, 2019 and Grant of Employee Stock Options/Restricted Stock Units to the employees of the Company thereunder;		
10.	Grant of Employee Stock Options/Restricted Stock Units to the employee of the Subsidiary Company(ies) of the Company under Future Enterprises Limited Employee Stock Option Plan, 2019;		
11.	Grant of Employee Stock Options/Restricted Stock Units to the Employees of Company and that of the Subsidiary Company(ies) by way of secondary acquisition under Future Enterprises Limited Employee Stock Option Plan, 2019;		
12.	Approval of Trust Route for the implementation of Future Enterprises Limited Employee Stock Option Plan, 2019;		
13.	Provision of money by the Company for purchase of its own shares by the trust/trustees for the benefit of employees under Future Enterprises Limited Employee Stock Option Plan, 2019;		
14.	Approval for entering into Material Related Party Transaction(s).		

Signed this ..... day of ..... 2019.

Affix revenue stamp
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.....  
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.

Appointing of Proxy does not prevent a Member from attending the Meeting in person if he/she/it wishes.

In case of joint holders, the signature of one holder will be sufficient, but names of all the joint holders should be stated.