

FUTURE CONSUMER ENTERPRISE LIMITED

(formerly known as Future Ventures India Limited)

Corporate Identity Number: L52602MH1996PLC192090

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

Tel. No.: +91 22 3084 1300 Fax: +91 22 6199 5391

E-mail: investor.care@futureventures.in Website: www.futureconsumer.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) ofshares 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:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on the 26th August, 2014 at 11.00 a.m. at Rangswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No | Matter of Resolution |
|--------|---|
| | Ordinary Business |
| 1 | To consider and adopt the audited Financial Statements of the Company for the year ended 31 st March, 2014 together with the Reports of the Board of Directors and Auditors thereon. |
| 2 | To appoint a Director in place of Mr. B. Anand, who retires by rotation and being eligible, offers himself for re-appointment. |
| 3 | To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors of the Company for a period of 3 (three) years and to fix their remuneration. |
| | Special Business |
| 4 | To appoint Mr. G.N.Bajpai as an Independent Director of the Company to hold office for a period of five years. |
| 5 | To appoint Mr. Anil Harish as an Independent Director of the Company to hold office for a period of five years. |
| 6 | To appoint Mr. Jagdish Shenoy as an Independent Director of the Company to hold office for a period of five years. |
| 7 | To appoint Ms. Vibha Rishi as an Independent Director of the Company to hold office for a period of five years. |
| 8 | To appoint Mr. Frederic de Mevius as an Independent Director of the Company to hold office for a period of five years. |
| 9 | To appoint Mr. Arun Kumar Agarwal as Manager of the Company and approve payment of remuneration. |

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.