

KARNAVATI FINANCE LIMITED**CIN: L65910MH1984PLC034724****Regd. Off:** Unit No 2, Sagar Deep Darshan Co Operative Housing Society Limited, S.V. Road, Borivali (West), Mumbai – 400 092**Corp. Off:** Vraj, 5th Floor, Opp. President Hotel, Near Bhumi Press, Limda Lane, Jamnagar – 361001, Gujarat**Phone:** +91 – 022 – 3190 8900, +91 – 288 – 266 3042; **Fax:** 0288-2673759; **E-mail:** karnavatifinance@gmail.com**Web:** www.karnavatifinancelimited.com**POSTAL BALLOT FORM****Last Date for Receipt of Postal Ballot Form****Thursday, April 27, 2017 before 05.00 P.M.****Serial No.:**

1.	Name (s) of the member(s) (in block letters) (including joint holders, if any)	
2.	Registered Address of the Sole/First named member/beneficial owner	
3.	Registered Folio No/ DP ID*/ Client ID No.* (*Applicable to investors holding shares in demat form)	
4.	Number of Shares held as on March 24, 2017	

I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolutions to be passed through postal ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick mark (✓) at the appropriate box below:

Sr. No.	Description	No. of Share(s)	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Increase the Authorized Share Capital of the Company and consequent alteration in the Clause V of the Memorandum of Association of the Company – Ordinary Resolution			
2.	Issue of Equity Shares of the Company on Preferential Basis to Promoter & Promoters' Group and other identified entities – Special Resolution			
3.	Migration of Listing of Equity Shares of the Company from SME Platform of BSE Limited to the Main Board of BSE Limited – Special Resolution			

Place:**Date:****Signature of Sole/ Joint Shareholder(s)**

Note: Please read the instructions printed overleaf carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN	USER ID	PASSWORD	NO. OF SHARES
106078			

The e-voting facility will be available during the following voting period:

Date and time of Commencement of Remote e-voting	Date and time of End of Remote e-voting
March 29, 2017 (09:00 A.M.)	April 27, 2017 (05:00 P.M.).

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INSTRUCTIONS:

1. A member desiring to exercise vote by postal ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by Karnavati Finance Limited. (the "Company") Envelopes containing postal ballot forms, if sent by courier, at the expenses of the member will also be accepted.
2. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member. In case Postal Ballot Form is signed through a delegate, a copy of the power of attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every Folio/ client ID irrespective of the number of joint holders.
4. In case of equity shares held by Companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of board resolution/ authority letter.
5. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The scrutinizer's decision on the validity of the Postal Ballot Form will be final and binding.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 05.00 P.M. on April 27, 2017. Postal Ballot form received after this date will be strictly treated as if the reply from such member(s) has not been received.
7. The members, whose name appears in the Register of members / Record of Depositories as on March 24, 2017, will be considered for voting.
8. The exercise of vote by Postal Ballot is not permitted through proxy.
9. A member need not use all his votes nor does he need to cast all his votes in the same way.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope as such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. Kindly note that the Members can opt only one mode of voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot also and vice versa. However, in case Members cast their vote by physical ballot and e-voting, then voting done through valid e-voting shall prevail and voting done by physical ballot will be treated as invalid.
12. No other form or photocopy of this postal ballot is permitted for exercising the vote.
13. The result of the Postal Ballot will be declared on April 29, 2017 under the instructions of the Managing Director at the Corporate Office of the Company.
14. Postal Ballot Forms with following deficiencies will be rejected.
 - a) A form other than one issued by the company has been used;
 - b) It has not been signed by or on behalf of the Member;
 - c) Signature on the postal ballot form doesn't match the specimen signatures with the Company;
 - d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - e) Neither assent nor dissent is mentioned;
 - f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - g) The envelope containing the postal ballot form is received after the last date prescribed;
 - h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.