

**HELIOS AND MATHESON INFORMATION TECHNOLOGY LIMITED**

Regd office: Cybervale, 02#01, Mahindra World City, Chennai 603002

POSTAL BALLOT FORM

Postal Ballot No. _____

1.	Name(s) of Member(s) (including joint holders, if any)	
2.	Registered address of the sole / first named member	
3.	Registered Folio No.* (*Applicable to member(s) holding shares in physical form) DP ID No. & Client ID No.** (**Applicable to member(s) holding shares in dematerialised form)	
4.	Number of shares held	

I/We hereby exercise my/our vote in respect of the Special/Ordinary Resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick(3) mark at the appropriate box below:

Sl. No.	Description	No. of shares	I / we assent to the resolution (for)	I / we dissent to the resolution (against)
1.	Special resolution under Section 62 (1) (c) of the Companies Act, 2013 for issue of equity shares/fully/partly convertible/non convertible debentures/debentures with warrants/any other securities (other than warrants)(collectively referred to as "QIP Securities") to the Qualified Institutional Buyers ("QIBs") as per applicable SEBI Regulations, 2009 upto a sum not exceeding Rs 300 crore.			
2.	Ordinary resolution for increase of authorized share capital of the company from Rs 50 crore to Rs 60 crore by creation of 10 lakh nos of equity shares of Rs 10 each amounting to Rs 10 crore and alteration of clause 29(II) of Memorandum of Association.			
3.	Special resolution for alteration of Article 16(f) of the Articles of Association of the Company consequent to the increase in authorised share capital from Rs 50 crore to Rs 60 crore.			
4.	Special resolution for raising long term funds in the form of Foreign Currency Convertible Bonds (FCCBs),and/or Global Depository Receipts(GDRs),and/or American Depository Receipts(ADRs), or other convertible securities etc upto an amount not exceeding Rs 300 crore or equivalent amount in any foreign currency as the case may be.			
5.	Ordinary resolution for borrowing moneys from time to time upto a sum not exceeding Rs 1000 crore under Section 180(1)© of the Companies Act 2013.			
6.	Special resolution for mortgage and /or create charge, on the company's assets/properties upto the limits approved under Section 180 (1) (c) of The Companies Act 2013.			
7.	Special resolution for accepting deposits both secured and unsecured not exceeding the limits specified under Section 76 of The Companies Act 2013 and also mortgaging/charging all or any of the immovable and movable assets of the Company to secure an amount not less than the amount of secured deposits accepted from time to time, which is in addition to the limits approved under Section 180 (1)(a) of the Companies Act, 2013.			

Place:

Date:

Signature of the Member _____

ELECTRONIC VOTING PARTICULARS

(E-Voting Event Number)	User ID	Password / PIN

Note : Last date for receipt of Postal Ballot Forms by Scrutinizer is 10th September 2014 (before the close of the working hours i.e.17.30 hours)

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr.G.Ramachandran a Practicing Company Secretary in the attached self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder. In case Postal Ballot Form is signed through a delegatee, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
3. Duly completed Postal Ballot Form should reach the Company not later than 10th September 2014 before the close of the working hours i.e. 17:30 hours. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
5. In case of 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.
6. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach The Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e. 10th September 2014 at 17.30 hours.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on 1st August 2014.
8. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A Shareholder neither needs to use all the vote nor needs to cast all the votes in the same way.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The result of the Postal Ballot will also be posted on the website of the Company and also in the newspaper(s) for the information of the Shareholders.
13. In compliance with provisions of Section 110 of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Shareholders of the company for which necessary instructions are given in the postal ballot notice