



September 15, 2008

The Secretary  
The National Stock Exchange Ltd  
Corporate Relations Department  
Bandra  
Mumbai  
**Scrip Code: HELIOSMATH**

The Secretary  
The Bombay Stock Exchange Ltd  
Phiroze Jeejeebhoy Towers  
Fort, Mumbai  
**Scrip Code: 532347**

The Secretary  
Madras Stock Exchange Ltd  
2<sup>nd</sup> Line Beach  
Chennai - 600 001  
**Scrip Code - HMS**

Sir,

Please find enclosed an update on the Postal Ballot regarding the issue and allotment of Convertible Warrants on preferential basis. The results of Postal Ballot was declared today.

This is for your records.

Thanking you,  
Yours faithfully,  
**For Helios and Matheson Information Technology Ltd.**

A handwritten signature in black ink, appearing to read "K.M. Kumar".

(K.M. Kumar)  
COMPANY SECRETARY

2/3



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Dear Sir,

Sub: Results of Postal Ballot.

Please be informed that the approval of the members under Section 81(1A) of the Companies Act 1956 was sought by means of Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules 2001, authorizing the Board of Directors to issue and allot warrants, on preferential basis, convertible into equity shares at a later date, more particularly described in the resolution.

Accordingly, vide notice of notice of Postal Ballot dated July 31, 2008 which included inter alia the item of postal ballot under Section 192A of the Companies Act, 1956, the Resolution and explanatory statement was sent to the shareholders along with the postal ballot form and business reply envelope for consideration. Mr.G.Ramachandran, a practising Company Secretary, was appointed as Scrutinizer for conducting the postal ballot process in a fair and transparent manner. The last date for receipt of the postal ballot form duly completed was fixed as Wednesday, September 10, 2008.

The Scrutinizer has submitted his report on the postal ballot and the Company Secretary so authorised by the Chairman has announced the results to the shareholders on September 15, 2008 at 3.30 P.M at the corporate office of the Company. The said results are given below.

A handwritten signature in black ink is written over a circular blue stamp. The stamp contains the text "HELIOS &amp; MATHESON INFORMATION TECHNOLOGY LTD" around the perimeter and "CHENNAI" in the center.



3/3

| Category | Votes | Shares    |
|----------|-------|-----------|
| For      | 1001  | 93,92,717 |
| Against  | 97    | 66,269    |
| Total    | 1098  | 94,58,986 |

The votes cast in favour of the resolution was 99.29% and consequently the Resolution under Section 81(1A) as aforementioned is passed.

Kindly take the same on record.

Thanking you,  
Yours faithfully,

**For Helios and Matheson Information Technology Ltd.**

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(K.M. Kumar)  
COMPANY SECRETARY