

**24<sup>th</sup>**  
**Annual Report**  
**2016-2017**

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**HILLTONE SOFTWARE**  
**& GASES LIMITED**

**CIN:L72200GJ1993PLC020620**

# ANNUAL REPORT 2016-17

## BOARD OF DIRECTORS

Niket Shah	Managing Director
Hital Shah	Whole-time Director
Narendra Shah	Director
Dinesh Shah	Director
Parulben Shah	Women-Director

## AUDITORS

M/s BPA & Company,  
Chartered Accountants,  
Ahmedabad.

## COMPANY SECRETARY (CONSULTING)

D.A. Rupawala

## BANKERS

The Mehsana Urban Co Op Bank,  
Mehsana.

## REGISTERED OFFICE

B/4, K.B. Complex,  
Dairy Road,  
Mehsana,  
(Gujarat) – 384 002  
INDIA.

## WORKS

SantejVadsar Road,  
Santej, Ta: Kalol,  
Dist: Gandhinagar  
Gujarat

# HILLTONE SOFTWARE & GASES LIMITED

CIN: L72200GJ1993PLC020620

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## NOTICE

**NOTICE** is hereby given that the Twenty-Third Annual General Meeting of the Shareholders of the Company will be held on Friday, 30<sup>th</sup> September, 2017 at 11.30 a.m. at the Registered Office of the Company situated at B/4, K.B. Complex, Dairy Road, Mehsana – 384 002 to transact the following business :

### ORDINARY BUSINESS

1. To receive, consider and adopt Audited Balance Sheet as at 31<sup>st</sup> March 2016 & Profit and Loss Account for the year ended on 31<sup>st</sup> March, 2017 and the Reports of the directors, Auditors thereon.
2. To Appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 139 and all other applicable provisions of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the retiring statutory auditors, M/s BPA & Company, Chartered Accountants (Firm Registration No.109685W), who have offered themselves for reappointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and rules, be and are hereby appointed as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by Audit committee and board of Directors in consultation with the Auditors”.

For, HILLTONE SOFTWARE & GASES LIMITED  
(CIN: U72200GJ1993PLC020620)

**Place:** Mehsana  
**Date:** 01/09/2017

**Registered Office:**  
B/4, K.B. Complex,  
Dairy Road,  
Mehsana – 384 002

**HITAL MAHENDRA SHAH**  
**(Executive Director)**  
(DIN: 00279026)

**HILLTONE SOFTWARE & GASES LIMITED**  
**CIN: L72200GJ1993PLC020620**

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**BOARD REPORT**

To  
The Members,  
**HILLTONE SOFTWARE AND GASES LIMITED**

Your Directors have pleasure in submitting their Twenty-Third Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

**1. FINANCIAL RESULTS**

The Company's financial performance for the year under review along with previous years figures are given hereunder:

<b>PARTICULARS</b>	<b>(Rs. In Lacs)</b>	
	<b><u>2016- 2017</u></b>	<b><u>2015- 2016</u></b>
Total Income including other income	<b>3,63,04,723</b>	<b>2,88,06,183</b>
Profit before financial cost, depreciation and taxation	<b>39,59,726</b>	<b>13,24,579</b>
Less: Financial Cost	<b>3,12,966</b>	<b>3,73,286</b>
Less : Depreciation	<b>4,43,488</b>	<b>4,20,521</b>
Less: Provision of taxation	-	-
Current Tax (Net)	-	-
Deferred Tax	-	-
Profit after depreciation & taxation	<b>32,03,272</b>	<b>5,30,772</b>
Add : Opening Balance in P & L A/c	<b>(1,78,79,923)</b>	<b>(18,410,695)</b>
Transfer to general reserve	-	-
Surplus carried Forward	<b>(1,46,76,651)</b>	<b>(1,78,79,923)</b>

**2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS**

The Company was able to achieve Sales including other income of Rs. 763.05 Lacs as compared to Rs. 2,88.06 Lacs for the Previous Year.

The Net Profit after making the provision for Depreciation and Taxation stood at Rs. 5.30Lacs as against Rs. 4.86 Lacs for the previous year.

The above results cannot be considered quite satisfactory. The company could not do Software business as envisaged last year. The company has received Drug License & it has started producing surgical oxygen which gives better value addition. Your Directors hope better results with expectation of good market apprehensions.

During the year company has incurred total Capital Expenditure of Rs. 7, 90,000/-

**HILLTONE SOFTWARE & GASES LIMITED**  
**CIN: L72200GJ1993PLC020620**

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**3. SHARE CAPITAL**

The paid up Equity Share capital of the Company is Rs.40003000/-. During the year under review, the company has neither issued any shares with differential voting rights nor granted any stock Option nor any sweat Equity Shares.

**4. DIVIDEND**

In view of carried forward loss the Directors do not recommended any dividend for the year under review.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

**5. Finance :**

Cash and Cash equivalent as at March 31, 2017 was Rs. 1, 33,704. The company continues to focus on adjusting management of its working capital, Receivable, purchases and other working capital parameters were kept under strict check through continuous monitoring.

**6. FIXED DEPOSIT**

The company has not invited, accepted or renewed any fixed deposit from the public during the year. No amount on account of principal or interest on fixed deposit was outstanding as on the date of Balance sheet. However the company has accepted deposit form Directors, Shareholders and relatives pursuant to Rule 2(1)(c)(xiii) of the Companies (Acceptance of Deposits) Rules, 2014.

**7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The Company has not provided any loan to any person or body corporate or given any guarantee or provided security in connection with such loan or made any investment in the securities of anybody corporate pursuant to section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**8. ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

Your Company has established adequate internal financial control systems to ensure reliable financial reporting and compliance with laws and regulations. All resources are put to optimal use and adequately protected against any loss.

Internal control systems commensurate with its size and operations to ensure orderly and efficient conduct of business while safeguarding the assets, quality, safety, procurements, finance and accounts and reducing and detecting error.

The Company also has appointed an external firm of Chartered Accountants to supplement the efficient Internal Audit.

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**9. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The company has complied with the requirements of having Key managerial Personnel as per provisions of section 203 of the companies Act, 2013.

All the independent Directors of your company have given their declarations, that they meet the criteria of independence as laid down under Section 149(6) of the Act and the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015.

The Directors are not liable to retire by rotation.

**10. PERFORMANCE EVALUATION OF THE BOARD**

Pursuant to the provisions of the Companies Act, 2013 and SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had adopted a formal mechanism for evaluating its own performance and as well as that of its committee and individual Directors, including the chairperson of the Board. The Exercise was carried out through a structured evaluation process covering the various aspects of the Board's functioning such as composition of board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc.

The evaluation of the independent Directors was carried out by Board, except the independent Director being evaluated and the chairperson and the non independent Directors was carried out by the independent Directors.

**11. REMUNERATION AND NOMINATION POLICY**

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of the board members. The Details of this policy is explained in the Corporate Governance Report.

**12. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW**

Six Board Meetings were held during the 12 months accounting period ended 31-3-2017. The dates of such Board Meeting are

- 1) 31<sup>st</sup> May, 2016                      2) 14th August, 2016                      3) 1<sup>st</sup> September, 2016  
4) 15th November, 2016                      5) 12th February, 2017                      6) 29<sup>th</sup> March, 2017

**13. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:—

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the

# HILLTONE SOFTWARE & GASES LIMITED

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- state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
  - d. the directors had prepared the annual accounts on a going concern basis; and
  - e. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
  - f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 14. AUDITORS AND AUDITOR'S REPORT:

Your Company's Auditors, M/s BPA & COMPANY, Chartered Accountants, Ahmedabad will retire at the conclusion of the forthcoming Annual General Meeting and they have consented to be re-appointed for the financial year 2016-17. The Company has received a letter from M/s BPA & COMPANY, stating that their appointment as auditors, if made, would be within the limits specified under Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014 and as provided in section 141 of Companies Act 2013.

### EXPLANATION ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS MADE BY THE AUDITORS

There were no qualifications, reservations or adverse remarks made by the Auditors and the practicing company secretary in their report.

## 15. SECRETARIAL AUDIT

As a measure of good corporate practice, the board of the director of the Company appointed M/s. NAHIDAKHTAR VHORA & CO, Practicing Company Secretary to conduct Secretarial Audit. The Secretarial Audit Report for the financial year end 31.03.2017 is provided in the Annual Report- Annexure B

The Secretarial Audit Report confirms that the Company has complied with all the applicable provisions of the Companies Act, 2013.

## 16. CORPORATE GOVERNANCE

Please note that the provisions of CORPORATE GOVERNANCE as specified in the Regulations 1,18,19,20,21,22,23,24,25,26,27 and clauses (b) to (i) of sub- regulation (2) of regulation 46 and para C,D and E separately of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are not mandatorily applicable to the " Companies having paid up capital not exceeding Rs. 10 Crores and net worth not exceeding Rs. 25 Crores, as on the last day of the previous financial year." As on March 31<sup>st</sup>, 2016 the paid up capital and net worth of the company was Rs.4.0003 and Rs.2.301 Crores.

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**17. MANAGEMENT DISCUSSION AND ANALYSIS**

In terms of Clause 49 of the Listing Agreements with Stock Exchange, Management discussion and analysis on the business and operations of the company is attached herewith and forms part of this Annual Report.

**18. CORPORATE SOCIAL RESPONSIBILITY**

In accordance with the provisions of section 135 of the Companies Act 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 Made there under, the Company has not developed and implemented the following Corporate Social Responsibility initiatives as the said provisions are not applicable.

**19. ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure MGT-9 and is attached to this Report. - Annexure A.

**20. PARTICULARS OF EMPLOYEES:**

The particulars of employees required to be furnished pursuant to section 197(12) of the Companies Act, 2013 read with sub rules 2 and 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, are not applicable to the Company. However, there was no employee in receipt of remuneration under this section.

**21. RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into by the Company during the financial year were in the ordinary course of business and on arms' length basis. There is no materially significant related party transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large.

The Company does not have contracts or arrangements with its related parties under Section 188(1) of the Companies Act, 2013, which are not on arms' length basis or material in nature.

**22. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint venture or Associate Company.

**23. FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year under review, foreign exchange earnings and outgoings flow were given in Annexure C to this report.

**24. VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The company has not developed a "Policy on Whistle Blower and Vigil Mechanism" to deal with instance fraud and mismanagement, if any.



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## 25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

A statement giving details of conservation of energy, technology absorption, foreign exchange earnings and out-go, in accordance with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is given in Annexure ' D ' to this Report.

As there was no manufacturing activity during the year, the information on conversion of energy and technology absorption is not applicable to your company.

## 26. PREVENTION OF INSIDER TRADING:

Your company has adopted the "Code of Conduct on Prohibition of insider trading" and "Code of Conduct for Directors and Senior Management Personnel" for regulating the dissemination of Unpublished Price Sensitive Information and trading in security by insiders.

## 27. PREVENTION OF SEXUAL HARASSMENT OF WOMAN AT WORKPLACE:

The company has in place the "Policy on Prevention of Sexual Harassment at the workplace" in line the requirements of the sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. The Company had constituted Internal Complaints committee (ICC) to redress the complaints received regarding sexual harassment. During the year under review, no complaints were received by the Committee for Redressal.

## 28. COST AUDITORS

The section 148 read with Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 are not applicable to the Company Hence, the Board of Directors of your company had not been appointed Cost Auditor for obtaining Cost Compliance Report of the company for the financial year 2016-17.

## 29. RISK MANAGEMENT

The Company has in place a mechanism to inform the Board about the risk assessment and minimization procedure and review to ensure that risk is controlled. In the Board's view, there are no material risks.

## 30. Significant and Material Orders:

There were no significant and material orders passed by any Regulators or courts or Tribunals during the year ended 31<sup>st</sup> March, 2017 impacting the going concern status and company's operations in future.

## 31. DECLARATION OF INDEPENDENT DIRECTORS

The Company has received declarations from all the independent Directors of the Company conforming that they meet the criteria of independence as prescribed under section 149(6) of Companies Act, 2013 and revised clause 49 of the Listing Agreements with Stock Exchange.

## 32. HUMAN RESOURCE

The company considers its employees as its most valuable assets. The company focuses on building an organization through induction and development of talent to meet current and future needs.

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### 33. STOCK EXCHANGES

The company was earlier listed on Ahmedabad Stock Exchange, the Calcutta Stock Exchange Association Ltd and Delhi Stock Exchanges. But presently SEBI has derecognized the Regional Stock Exchanges hence the company is no more listed.

However, the Directors are taking necessary steps to get the company listed at appropriate stock exchange.

### 34. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. They also record their appreciation of the devoted services rendered by the Executives, Staff Members and Workers of the Company. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**On behalf of the Board of Directors**

**Date: 01/09/2017**

**Place: Mehsana**

**HITAL MAHENDRA SHAH**

**(Executive Director)**

**(DIN: 00279026)**

**HILLTONE SOFTWARE & GASES LIMITED**  
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**Annexure A**  
**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31.03.2017**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

- i. CIN : U72200GJ1993PLC020620  
ii. Registration Date : 08/11/1993  
iii. Name of the Company : HILLTONE SOFTWARE AND GASES LIMITED  
iv. Category / Sub Category of the company : Company Limited by shares/ NON Government Company  
v. Address of Registered Office and contact details : B/4, K B COMPLEX, DAIRY ROAD, MEHSANA-384002  
vi. Whether listed company YES / NO : NO  
vii. Name, Address and Contact Details of Registrar & Transfer Agent, if any : MCS Shares Transfer Agent Limited  
201, Shatdal Complex,  
Ashram Road, Ahmedabad-380 006.

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the products / services	% to total turnover of the company
1	Manufacture of industrial gases (includes manufacture of elemental gases, liquid or compressed air, acetylene refrigerant gases and mixed industrial gases etc.)	24111	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name and Address of the company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
-	-	-	-	-	-

**IV. SHARE HOLDING PATTERN (Equity Share capital breakup as percentage of total equity)**

**i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (AS on April 1, 2016)				No. of Shares held at the end of the year (AS on March 31, 2017)				% Change during the year
	Demat	Physical	Total	% OF Total Shares	Demat	Physical	Total	% Of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a. Individual / HUF	-	1704400	1704400	42.61	-	1704400	1704400	42.61	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.(s)	-	-	-	-	-	-	-	-	-

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d. Bodies Corporate	-	-	-	-	-	-	-	-	-	-
e. Bank/FI	-	-	-	-	-	-	-	-	-	-
f. Any other	-	-	-	-	-	-	-	-	-	-
<b>Subtotal (A)(1):</b>	-	1704400	1704400	42.61	-	1704400	1704400	42.61	-	-

Category of Shareholders	No. of Shares held at the beginning of the year (AS on April 1, 2014)				No. of Shares held at the beginning of the year (AS on March 31, 2015)				% Change during the year	
<b>2) Foreign</b>										
a. NRI Individuals	-	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-	-
c. Bodies Corporate	-	-	-	-	-	-	-	-	-	-
d. Bank/FI	-	-	-	-	-	-	-	-	-	-
e. Any other	-	-	-	-	-	-	-	-	-	-
<b>Subtotal (A)(2):</b>	-	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	-	1704400	1704400	42.61	-	1704400	1704400	42.61	-	-

## B. Public Shareholding

<b>1) Institutions</b>										
a. Mutual Funds/UTI	-	-	-	-	-	-	-	-	-	-
b. Banks/FI	-	-	-	-	-	-	-	-	-	-
c. Central Govt.	-	-	-	-	-	-	-	-	-	-
d. State Govt.(s)	-	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f. Insurance Companies	-	-	-	-	-	-	-	-	-	-
g. FIs	-	-	-	-	-	-	-	-	-	-
h. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i. Others (specify)	-	-	-	-	-	-	-	-	-	-
<b>Subtotal (B)(1):</b>	-	-	-	-	-	-	-	-	-	-

<b>2) Non-Institutions</b>										
a. Bodies Corporate	-	216400	216400	5.41	-	216400	216400	5.41	-	-
i. Indian	-	-	-	-	-	-	-	-	-	-
ii. Overseas	-	-	-	-	-	-	-	-	-	-
b. Individuals	-	-	-	-	-	-	-	-	-	-
i. Individual shareholder holding nominal share capital upto `1 Lakh	-	2079500	2079500	51.98	-	2079500	2079500	51.98	-	-
ii. Individual shareholder holding nominal share capital in excess of `1 Lakh	-	-	-	-	-	-	-	-	-	-
c. Others (specify)	-	-	-	-	-	-	-	-	-	-
<b>Subtotal (B)(2):</b>	-	2295900	2295900	57.39	-	2295900	2295900	57.39	-	-
<b>Total Public shareholding (B) = (B)(1) + (B)(2)</b>	-	2295900	2295900	57.39	-	2295900	2295900	57.39	-	-

<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-	-
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<b>Grand Total (A+B+C)</b>	-	4000300	4000300	100.00	-	4000300	4000300	100.00	-	-
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**ii. Shareholding of Promoter**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Share Held	% of total shares of the company	% of shares /pledged / encumbered to total shares	No. of Share Held	% of total shares of the company	% of shares /pledged / encumbered to total shares	
1	Niket M Shah	471,900	11.80	-	471900	11.80	-	-
2	Hital M Shah	387,700	9.69	-	387,700	9.69	-	-
3	Mahendra B Shah	307,200	7.68	-	307,200	7.68	-	-
4	Narendra B. Shah	299,200	7.48	-	299,200	7.48	-	-
4	ShitalJhaveri	89,600	2.24	-	89,600	2.24	-	-
5	AnnalJhaveri	89,600	2.24	-	89,600	2.24	-	-
6	HarshaJhaveri	89,600	2.24	-	89,600	2.24	-	-
7	Jyoti Shah	89,600	2.24	-	89,600	2.24	-	-
8	Falguni Shah	89,600	2.24	-	89,600	2.24	-	-
9	BelaKayastha	89,600	2.24	-	89,600	2.24	-	-
<b>Total</b>		<b>1704400</b>	<b>42.61</b>	<b>-</b>	<b>1704400</b>	<b>42.61</b>	<b>-</b>	<b>-</b>

**iii. Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Share	% of total share of the company	No. of Share	% of total share of the company
		-	-	-	-

**iv. Shareholding Pattern of top ten shareholders**

(Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	For each of the top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Share	% of total share of the company	No. of Share	% of total share of the company
-	-	-	-	-	-

**v. Shareholding of Directors and Key Management Personnel**

Sr. No.	Shareholding of each Directors and each Key Management Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Share	% of total share of the company	No. of Share	% of total share of the company
1.	NIKET MAHENDRA SHAH	471900	11.80	471900	11.80

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	At the end of the year Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweet equity etc.) At the end of the year				
2.	NARENDRA BHOGILAL SHAH	471900	11.80	471900	11.80
	At the end of the year Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweet equity etc.) At the end of the year	299200	7.48	299200	7.48
	At the end of the year Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweet equity etc.) At the end of the year	-	-	-	-
3.	HITAL MAHENDRA SHAH	387700	9.69	387700	9.69
	At the end of the year Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweet equity etc.) At the end of the year	387700	9.69	387700	9.69
4.	DINESH BHOGILAL SHAH	-	-	-	-
	At the end of the year Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweet equity etc.) At the end of the year	-	-	-	-
5.	PARULBEN NIKETKUMAR SHAH	-	-	-	-
	At the beginning of the year Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweet equity etc.) At the end of the year	-	-	-	-
6.	ANIL SHOBHA RAM KUMAR	-	-	-	-
	At the end of the year Date wise increase/decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweet equity etc.) At the end of the year	-	-	-	-

## V. INDEBTEDNESS

Indebtedness of the company including interest outstanding / accrued but not due for payment

Particulars	Secured Loans	Unsecured Loans	Deposits	(` inLacs)
				Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i. Principal Amount	28.42	3.57	-	31.99
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>28.42</b>	<b>3.57</b>	<b>-</b>	<b>31.99</b>
<b>Change in indebtedness during the financial year</b>				
Addition	9.64	10.28	-	19.92
Reduction	-	-	-	-
Net Change	9.64	10.28	-	19.92

**HILLTONE SOFTWARE & GASES LIMITED**  
**CIN: L72200GJ1993PLC020620**

**Indebtedness at the end of the financial year**

i.	Principal Amount	38.06	13.85	-	51.91
ii.	Interest due but not paid	-	-	-	0
iii.	Interest accrued but not due	-	-	-	0
<b>Total (i+ii+iii)</b>		<b>38.06</b>	<b>13.85</b>	<b>-</b>	<b>51.91</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole Time Director and / or Manager**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		(` inLacs)	
		Mr. NIKET MAHENDRA SHAH MD	Mr. HITAL MAHENDRA SHAH WTD	Total Amount	
<b>1.</b>	<b>Gross Salary</b>				
	a. Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	<b>6.00</b>	<b>6.00</b>	-	-
	b. Value of Perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
	c. Profits in lieu of salary u/s 17(3) of the Income tax Act, 1961	-	-	-	-
<b>2.</b>	<b>Stock Option</b>	-	-	-	-
<b>3.</b>	<b>Sweat Equity</b>	-	-	-	-
<b>4.</b>	<b>Commission</b>				
	- As % of profit	-	-	-	-
	- Others, specify	-	-	-	-
<b>5.</b>	<b>Others. Please specify</b>	-	-	-	-
	<b>Total (A)</b>	<b>6.00</b>	<b>6.00</b>	-	-

**B. Remuneration to other Directors**

Sr. No.	Particulars of Remuneration	Name of Directors			(` inLacs)	
		Mr. NARENDRA BHOGILAL SHAH	Mr. DINESH BHOGILAL SHAH	Mr. PARULBEN NIKETKUMAR SHAH	Total Amount	
<b>1.</b>	<b>Independent Directors</b>					
	Fees for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-
<b>2.</b>	<b>Other Non-Executive Directors</b>					
	Fees for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-
	<b>Total B = (1+2)</b>	-	-	-	-	-

# HILLTONE SOFTWARE & GASES LIMITED

CIN: L72200GJ1993PLC020620

## C. Remuneration to Key Management Personnel other than MD, WTD/Manager

						(` inLacs)
Sr. No.	Particulars of Remuneration	Key Management Personnel				Total Amount
		<b>Mr. ANIL SHOBHA RAM KUMAR</b>				
<b>1.</b>	<b>Gross Salary</b>					
	a. Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	<b>1.44</b>	-	-	-	-
	b. Value of Perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-	-
	c. Profits in lieu of salary u/s 17(3) of the Income tax Act, 1961	-	-	-	-	-
<b>2.</b>	<b>Stock Option</b>	-	-	-	-	-
<b>3.</b>	<b>Sweat Equity</b>	-	-	-	-	-
<b>4.</b>	<b>Commission</b>					
	- As % of profit	-	-	-	-	-
	- Others, specify	-	-	-	-	-
<b>5.</b>	<b>Others. Please specify</b>	-	-	-	-	-
	<b>Total (A)</b>	<b>1.44</b>	-	-	-	-

## VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment / Compounding fees imposed	Authority / (RD /NCLT / COURT)	Appeal made, if any (give details)
<b>A. COMPANY</b>					
<b>B. DIRECTORS</b>					
<b>C. OTHER OFFICERS IN DEFAULT</b>					



**HILLTONE SOFTWARE & GASES LIMITED**  
**CIN: L72200GJ1993PLC020620**

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**FORM B**

(Form for disclosure of particulars with respect to absorption)

**Research and Development (R & D):**

1. Special areas in which R&D carried out by the Company.
2. Benefits derived as a result of the above R &D.
3. Future plan of action.
4. Expenditure on R & D.

**Technology absorption, adaptation and innovation:**

1. Efforts, in brief, made towards technology absorption, adaptation and innovation.
2. Benefits derived as a result of the above efforts.
3. In case of imported technology:
  - (a) Technology imported
  - (b) Year of import
  - (c) Has technology been fully absorbed?
  - (d) If not fully absorbed, areas where this has not taken place, reasons thereof and future plans of action

The production technology is indigenously developed and the company is carrying out its activities with its trained and experienced staff.

There is no separate R & D

The technology has been developed has fully absorbed the production indigenously and the Company has technology.

The Company has not sued any imported technology.

**HILLTONE SOFTWARE & GASES LIMITED**  
**CIN: L72200GJ1993PLC020620**

**ANNEXURE 'C'**

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars	2016-17	2015-16
Foreign Exchange Earned	-	-
Foreign Exchange Used	-	-

**ANNEXURE 'D'**

Information pursuant to prescribe Section of the Companies Act, 2013 read with the Companies (Disclosure of particulars in the Report of Board of Director) Rules, 1988:

**A. Conservation of Energy :**

A.	Power & fuel Consumption	2016-2017	2015-2016
<b>1.</b>	Electricity		
	A. Purchased	-	-
	Units	-	-
	Total amount Rs.	-	-
	Rate/units	-	-
	B. Own Generation:	-	-
	i. Through diesel generator	-	-
	Diesel KI	-	-
	Unit	-	-
	Oil	-	-
	Cost/unit Rs.	-	-
	ii. Through steam turbine / generator	-	-
	Unit	-	-
	Unit per litre of fuel	-	-
	Oil/gas	-	-
	Cost per unit	-	-
<b>2.</b>	Coal(Specify quality & where used)	-	-
	Quantity (tones)	-	-
	Total cost avg. rates	-	-
<b>3.</b>	Furnace oil/SHS	-	-
	Quantity (KL)	-	-
	Total Cost	-	-
	Avg. rate Rs./KL	-	-
<b>4.</b>	Other/ internal generation	-	-

**HILLTONE SOFTWARE & GASES LIMITED**  
**CIN: L72200GJ1993PLC020620**

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**CFO Certification**

The Board of Directors  
Hilltone Software & Gases Limited  
Mehsana

Re: Financial Statements for the year 2016-17 - Certification by CFO

I Anil Shobha ram kumar, Chief Financial Officer of Hilltone Software & Gases Limited, on the basis of review of the financial statements and the Cash Flow Statement for the financial year ending 31<sup>st</sup> March, 2017 and to the best of my knowledge and belief, I hereby certify that:

1. These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of my knowledge and belief, no transaction entered into by the Company during the year ended 31<sup>st</sup> March, 2016 which is fraudulent, illegal or violative of the Company's Code of Conduct.
4. I accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee those deficiencies, of which I am aware, in the design or operation of the internal control systems and that I have taken the required steps to rectify these deficiencies.
5. I further certify that:
  - a. There have been no significant changes in internal control during this year.
  - b. There have been no significant changes in accounting policies during this year.
  - c. There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems.

ANIL SHOBHA RAM KUMAR  
Chief Financial Officer

Place: Mehsana  
Date: 01/09/2017

# NAHIDAKHTAR Vhora & Co.

COMPANY SECRETARIES

Address : C1, B-Square, 6th Floor, Shree Krishna Center,  
Mithakhali Six Road, Navrangpura, Ahmedabad-380009, Gujarat.



## Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **HILLTONE SOFTWARE AND GASES LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2017. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents,

I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
  1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed there for;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
  4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
  5. Closure of Register of Members / Security holders, as the case may be.
  6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
  7. contracts/arrangements with related parties as specified in section 188 of the Act;
  8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
  9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act



Mobile No : +91 88661 26480

E-Mail : nahidvhora@yahoo.com

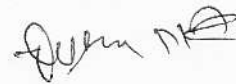
10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. acceptance/ renewal/ repayment of deposits;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

Place: Ahmedabad

Date: 27<sup>th</sup> November, 2017

for **Nahidakhtar Vhora & Co.**

Company Secretaries



Nahidakhtar A. Vhora  
(Proprietor)

M.No.: 35492

CP. No.: 13187



## **INDEPENDENT AUDITORS' REPORT**

**TO,**

**THE MEMBERS OF HILLTONE SOFTWARE & GASES LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **HILLTONE SOFTWARE & GASES LIMITED** (“the Company”), which comprise the Balance Sheet as at **31/03/2017**, the Statement of Profit and Loss, **the cash flow statement** for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management’s Responsibility for the Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company’s Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31/03/2017**, and its **Profit and it's cash flows** for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and **and the cash flow statement** dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, except AS-15 and AS-22.
- (e) On the basis of the written representations received from the directors as on **31/03/2017** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2017** from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

- iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

Date : 31<sup>st</sup> May 2017  
Place : Ahmedabad

**FOR BPA & COMPANY**  
**(Chartered Accountants)**  
**Reg No. :109685W**

**CA. PRAKASH R. PATEL**  
**Partner**  
**M.No. : 030575**



## **Annexure A to the Auditors' Report**

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The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2017, we report that :

### **(1) In Respect of Fixed Assets**

- (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All Fixed assets have been physically verified by the management at reasonable intervals during the year ended 31 March 2016; No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

### **(2) In Respect of Inventories**

Physical verification of inventory has been conducted at reasonable intervals by the management during the year.

### **(3) Compliance under section 189 of The Companies Act, 2013**

The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act 2013. Consequently, requirement of clauses (iii,a), (iii,b), and (iii,c) of paragraph 3 of the order are not applicable.

### **(4) Compliance under section 185 and 186 of The Companies Act , 2013**

In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.

### **(5) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed thereunder while accepting Deposits**

The company has not accepted any Deposits.

### **(6) Maintenance of cost records**

To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for the products of the company.

### **(7) Deposit of Statutory Dues**

- (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it.
- (b) There is no dispute with the revenue authorities regarding any duty or tax payable.

### **(8) Repayment of Loans and Borrowings**

According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to financial institution, banks, government, or debenture holders during the year.

**(9) Utilization of Money Raised by Public Offers and Term Loan For which they Raised**

The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Thus para 3(ix) is not applicable.

**(10) Reporting of Fraud During the Year**

During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

**(11) Managerial Remuneration**

To the best of our knowledge and belief and according to the information and explanations given to us, managerial remuneration has been paid/provided in accordance with the requisite approval mandated by the provision of section 197 read with Schedule V of the Act.

**(12) Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio**

As per information and records available with us The company is not Nidhi Company. Thus para 3(xii) is not applicable.

**(13) Related party compliance with Section 177 and 188 of companies Act - 2013**

According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

**(14) Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures**

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

**(15) Compliance under section 192 of Companies Act - 2013**

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Thus para 3(xv) is not applicable.

**(16) Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934**

The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Date : 31<sup>st</sup> May 2017  
Place : Ahmedabad

**FOR BPA & COMPANY**  
**(Chartered Accountants)**  
**Reg. No. :109685W**

**CA Prakash Patel**  
**Partner**  
**M. No. : 030575**

## **Annexure B to the Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

We have audited the internal financial control over financial reporting of Hilltone Software and Gases Limited ('the company') as of 31<sup>st</sup> March, 2017 in conjunction with our audit of the financial statement of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance note on Audit of Internal Financial Controls over Financial reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal; financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention of timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has. In all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

*Date : 31<sup>st</sup> May 2017*  
*Place : Ahmedabad*

**FOR BPA & COMPANY**  
**(Chartered Accountants)**  
**Reg. No. :109685W**

**CA Prakash Patel**  
**Partner**  
**M. No. : 030575**

**Note 1****Share capital****(Amount in Rs.)**

Share Capital	2016-17	2015-16
	Amount	Amount
<b>Authorised</b>		
1 % preference shares of Rs. 10/-	-	-
50,00,000 Equity Shares of Rs. 10/- each	50,00,000	50,00,000
<b>Issued</b>		
___% preference shares of ___ each	-	-
40,00,300 Equity Shares of Rs. 10/- each	40,003,000	40,003,000
<b>Subscribed &amp; Paid up</b>		
___% preference shares of ___ each	-	-
40,00,300 Equity Shares of Rs. 10/- each fully paid	40,003,000	40,003,000
<b>Forfeited Shares (Amount Originally Paid up)</b>	-	-
<b>Subscribed but not fully Paid up</b>	Nil	Nil
<b>Total</b>	40,003,000	40,003,000

**Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period****(Amount in Rs.)**

Particulars	2016-17		2015-16	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	4,000,300	40,003,000	4,000,300	40,003,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares Forfeited during the year	-	-	-	-
Shares outstanding at the end of the year	4,000,300	40,003,000	4,000,300	40,003,000

**Shares in the company held by each shareholder holding more than 5 percent shares**

Name of Shareholder	2016-17		2015-16	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
NIKET M. SHAH	471,900	11.80	471,900	11.80
HITAL M. SHAH	387,700	9.69	387,700	9.69
MAHENDRA B. SHAH	307,200	7.68	307,200	7.68
NARENDRA B. SHAH	299,200	7.48	299,200	7.48

Shares issued for other than cash, Bonus issue and Shares bought back during last 5 years , NIL

Unpaid Calls, NIL (Previous Year Rs.. Nil)

Forfeited shares - Nil Shares for Rs. Nil. (Previous Year Rs. Nil.)

**Note 2****Reserves and surplus****(Amount in Rs.)**

	2016-17	2015-16
<b>a. Other Reserves</b>		
Capital Investment Subsidy from State Govt.	966,342	966,342
	<b>966,342</b>	<b>966,342</b>
<b>b. Surplus</b>		
Opening balance	(17,879,923)	(18,410,695)
(+) Net Profit/(Net Loss) For the current year	3,203,272	530,772
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	<b>(14,676,651)</b>	<b>(17,879,923)</b>
<b>Total</b>	<b>(13,710,309)</b>	<b>(16,913,581)</b>

**Note 3****Long Term Borrowings****(Amount in Rs.)**

	2016-17	2015-16
<b>Secured</b>		
The Mehsana Urban Co Op. Bank Ltd. (Secured By Plant & Machinery)	-	-
Mahindra & Mahindra Financial Services (Secured by Vehicle)	-	126,670.00
(of the above, ₹ NIL is guaranteed by Directors and / or others)	-	126,670.00
<b>Total</b>	-	126,670

**Note 4****Other Long Term Liabilities****(Amount in Rs.)**

	2016-17	2015-16
(a) Trade Payables	-	-
(b) Others (Specify Nature)	-	-
Deposit against Cylinder	796,109	410,600
CDSL	-	-
MCS Ltd.	-	-
NSDL	-	-
Shah Merchant & Associates	-	-
<b>Total</b>	<b>796,109</b>	<b>410,600</b>

**Note 5****Short Term Borrowings****(Amount in Rs.)**

	2016-17	2015-16
<b>Secured</b>		
The Mehsana Urban Co Op. Bank Ltd. (Secured By Plant & Machinery) (of the above, ₹ NIL is guaranteed by Directors and / or others)	-	331,282
<b>Mahindra &amp; Mahindra Financial Services</b> (Secured By Plant & Machinery) (of the above, ₹ NIL is guaranteed by Directors and / or others)	155,190	216,540
Bank Overdraft (Secured against Stock and Book debt)	3,114,354	2,394,380
	3,269,544	2,942,202
<b>Unsecured</b>		
(a) Loans and advances from related parties (of the above, 12,10,883/- is guaranteed by	995,983	1,210,883
(b) Other loans and advances (specify nature) Advance for sale of Plant & Machinery	-	-
	995,983	1,210,883
<b>Total</b>	<b>4,265,527</b>	<b>4,153,085</b>

**Note 6****Other Current Liabilities****(Amount in Rs.)**

	2016-17	2015-16
(a) Vat Payable	49,243	19,096
(b) Other Payable	-	-
<b>Total</b>	<b>49,243</b>	<b>19,096</b>

**Note 7****Short Term Provisions****(Amount in Rs.)**

	2016-17	2015-16
(a) Others (Specify nature)		
Provision for Electricity Exp.	1,426	3,461
Provision for tax Audit fees	-	-
Provision for TDS	20,299	49,716
Provision for Telephone Exp.	2,493	3,513
<b>Total</b>	<b>24,218</b>	<b>56,690</b>

**Note 9****Non-current investments****(Amount in Rs.)**

Particulars	2016-17	2015-16
<b>Other Investments (Refer B below)</b>		
(a) Investment Property	-	-
(b) Investment in equity instruments	98,000	98,000
<b>Total</b>	<b>98,000</b>	<b>98,000</b>
Less : Provision for dimunition in the value of Investments	-	-
<b>Total</b>	<b>98,000</b>	<b>98,000</b>

**(Amount in Rs.)**

Particulars	2016-17	2015-16
Aggregate amount of quoted investments (Market value of __ Nos. of _____)	-	-
Aggregate amount of unquoted investments (Previous Year ` 98000)	98,000	98,000

**Note 10****Long Term Loans and Advances****(Amount in Rs.)**

	2016-17	2015-16
<b>a. Security Deposits</b>		
Secured, considered good		
Unsecured, considered good	11,587,177	10,760,165
Doubtful		
Less: Provision for doubtful deposits		
	11,587,177	10,760,165
<b>b. Other loans and advances (specify nature)</b>		
Secured, considered good	-	-
Unsecured, considered good	1,435,583	911,500
Doubtful	-	-
Less: Provision for _____		
	1,435,583	911,500
	<b>13,022,760</b>	<b>11,671,665</b>

**Note 11****Other non-current assets****(Amount in Rs.)**

	2016-17	2015-16
<b>a. Long term trade receivables (including trade receivables on deferred credit terms)</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for doubtful debts		
	-	-
	-	-

**Note 12****Inventories****(Amount in Rs.)**

	2016-17		2015-16	
<b>a. Finished goods (Valued at _____)</b>	2,962,452		786,007	
Goods-in transit		2,962,452		786,007
<b>Total</b>		<b>2,962,452</b>		<b>786,007</b>

**Note 13****Trade Receivables****(Amount in Rs.)**

	2016-17	2015-16
Trade receivables outstanding for a period less than six months from the date they are due for payment.		
Secured, considered good	-	-
Unsecured, considered good	6,136,835	6,442,530
Unsecured, considered doubtful	-	-
Less: Provision for doubtful debts	-	-
	6,136,835	6,442,530
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Secured, considered good		
Unsecured, considered good	2,261,850	1,142,618
Unsecured, considered doubtful		
Less: Provision for doubtful debts		
	2,261,850	1,142,618
<b>Total</b>	<b>8,398,685</b>	<b>7,585,148</b>

**Note 14****Cash and cash equivalents****(Amount in Rs.)**

	2016-17		2015-16	
a. Balances with banks*		109,610		63,095
This includes:				
Current Accounts	109,610		63,095	
b. Cheques, drafts on hand		-		-
c. Cash on hand*		24,094		710,743
d. Fixed Deposit (Pledge with Bank for Gurantee)		-		300,000
		133,704		1,073,838

\*Repatriation restrictions, if any, in respect of cash and bank balances shall be separately stated.

**Specified bank notes disclosure (SBNs)**

In accordance with MCA notification G.S.R 308(E) dated March 30,2017 details of Specified Bank Notes (SBN) and

**(Amount in Rs)**

	SBNs	ODNs	Total
<b>Closing cash on hand as on November 8, 2016</b>	1,371,000	61,560	1,432,560
(+) Permitted Receipts	-	658,789	658,789
(-) Permitted Payments	-	235,160	235,160
(-) Amounts Deposited in Banks	1,371,000	458,480	1,829,480
<b>Closing cash on hand as on December 30, 2016</b>	-	26,709	26,709

**Note 15****Short-term loans and advances****(Amount in Rs.)**

	2016-17		2015-16	
<b>a. Loans and advances to related parties</b>				
Secured, considered good	-	-	-	-
Unsecured, considered good	-	-	-	-
Doubtful	-	-	-	-
Less:Provision for doubtful loans and advances				
		-		-
<b>b. Others (specify nature)</b>				
Secured, considered good				
Unsecured, considered good				
Other Advance	2,859			2,178
Advantage to Staff	19,000			25,500
Doubtful	-	-	-	-
Less:Provision for _____	-	-	-	-
		21,859		27,678
		21,859		27,678

**Related Party Transaction****(Amount in Rs.)**

Particulars	2016-17	2015-16
Directors *		
Other officers of the Company *		
Firm in which director is a partner *		
Private Company in which director is a member		
	-	-

\*Either severally or jointly

**Note 16****Other Current Assets****(Amount in Rs.)**

Particulars	2016-17		2015-16	
Prepaid Income Tax / Advance Tax / T.D.S. / MAT Credit (Net of Provisions, if any)	107,767		262,538	
		107,767		262,538
		107,767		262,538



# HILLTONE SOFTWARE & GASES LIMITED

BALANCE SHEET AS AT 31<sup>st</sup> March 2017

(Amt. in Rs.)

Particulars		Note No.	2016-17	2015-16
<b>I. EQUITY AND LIABILITIES</b>				
<b>1 Shareholders' funds</b>				
	(a) Share capital	1	40,003,000	40,003,000
	(b) Reserves and surplus	2	(13,710,309)	(16,913,581)
	(c) Money received against share warrants		-	-
<b>2 Share application money pending allotment</b>				
<b>3 Non-current liabilities</b>				
	(a) Long-term borrowings	3	-	126,670
	(b) Deferred tax liabilities (Net)		-	-
	(c) Other Long term liabilities	4	796,109	410,600
	(d) Long-term provisions		-	-
<b>4 Current liabilities</b>				
	(a) Short-term borrowings	5	4,265,527	4,153,085
	(b) Trade payables		3,339,173	3,324,536
	(c) Other current liabilities	6	49,243	19,096
	(d) Short-term provisions	7	24,218	56,690
<b>TOTAL</b>			<b>34,766,961</b>	<b>31,180,096</b>
<b>II. ASSETS</b>				
<b>Non-current assets</b>				
1	(a) Fixed assets	8	10,021,734	9,675,222
	(i) Tangible assets		9,998,928	9,649,466
	(ii) Intangible assets		22,806	25,756
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(b) Non-current investments	9	98,000	98,000
	(c) Deferred tax assets (net)		-	-
	(d) Long-term loans and advances	10	13,022,760	11,671,665
	(e) Other non-current assets	11	-	-
<b>2 Current assets</b>				
	(a) Current investments		-	-
	(b) Inventories	12	2,962,452	786,007
	(c) Trade receivables	13	8,398,685	7,585,148
	(d) Cash and cash equivalents	14	133,704	1,073,838
	(e) Short-term loans and advances	15	21,859	27,678
	(f) Other current assets	16	107,767	262,538
<b>TOTAL</b>			<b>34,766,961</b>	<b>31,180,096</b>
	Significant Accounting Policies	24		
	Notes on Financial Statements			

As per our separate Report of even Date

On Behalf of the Board of Directors

**FOR, BPA & COMPANY**

Chartered Accountants  
FRN No.: 109685W

**NIKET M. SHAH**  
(Managing Director)

**CA. PRAKASH PATEL**

Partner  
M. No.:030575

**ANIL SHARMA**  
(CFO)

**Place** : Ahmedabad  
**Date** : 31st May 2017

**HITAL M. SHAH**  
(Executive Director)

Note 8

	Fixed Assets	Gross Block					Accumulated Depreciation					Net Block		
		Balance as at 1st April 2016	Additions	(Disposals / Deductions)	Acquired through business combinations	Revaluations/ (Impairments)	Balance as at 31st March 2017	Balance as at 1st April 2016	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31st March 2017	Balance as at 1st April 2016	Balance as at 31st March 2017
a	<b>Tangible Assets</b>													
	Land	2,011,277	-	-	-	-	2,011,277	-	-	-	-	-	2,011,277	2,011,277
	Assets under lease	-	-	-	-	-	-	-	-	-	-	-	-	-
	Office Buildings	-	-	-	-	-	-	-	-	-	-	-	-	-
	Assets under lease	-	-	-	-	-	-	-	-	-	-	-	-	-
	Factory Buildings	5,994,117	-	-	-	-	5,994,117	3,311,769	111,502	-	-	3,423,271	2,682,348	2,570,846
	Assets under lease	-	-	-	-	-	-	-	-	-	-	-	-	-
	Plant and Equipment	10,714,918	699,000	-	-	-	11,413,918	6,437,575	212,243	-	-	6,649,818	4,277,343	4,764,100
	Assets under lease	-	-	-	-	-	-	-	-	-	-	-	-	-
	Furniture and Fixtures	704,164	71,800	-	-	-	775,964	629,129	10,138	-	-	639,267	75,035	136,697
	Assets under lease	-	-	-	-	-	-	-	-	-	-	-	-	-
	Vehicles	622,986	-	-	-	-	622,986	95,557	73,980	-	-	169,537	527,429	453,449
	Assets under lease	-	-	-	-	-	-	-	-	-	-	-	-	-
	Office equipment	250,663	-	-	-	-	250,663	220,559	17,571	-	-	238,130	30,104	12,533
	Assets under lease	-	-	-	-	-	-	-	-	-	-	-	-	-
	Computers	457,437	19,200	-	-	-	476,637	411,507	15,104	-	-	426,611	45,930	50,026
	Others (specify nature)	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>20,755,562</b>	<b>790,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>21,545,562</b>	<b>11,106,096</b>	<b>440,538</b>	<b>-</b>	<b>-</b>	<b>11,546,634</b>	<b>9,649,466</b>	<b>9,998,928</b>
b	<b>Intangible Assets</b>													
	Goodwill	-	-	-	-	-	-	-	-	-	-	-	-	-
	Brands /trademarks	-	-	-	-	-	-	-	-	-	-	-	-	-
	Computer software	4,000,000	-	-	-	-	4,000,000	4,000,000	-	-	-	4,000,000	-	-
	Computer software (for cylinders)	50,501	-	-	-	-	50,501	24,745	2,950	-	-	27,695	25,756	22,806
	Mastheads and publishing titles	-	-	-	-	-	-	-	-	-	-	-	-	-
	Mining rights	-	-	-	-	-	-	-	-	-	-	-	-	-
	Copyrights, and patents and other intellectual property rights, services and operating rights	-	-	-	-	-	-	-	-	-	-	-	-	-
	Recipes, formulae, models, designs and prototypes	-	-	-	-	-	-	-	-	-	-	-	-	-
	Licenses and franchise	-	-	-	-	-	-	-	-	-	-	-	-	-
	Others (specify nature)	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>4,050,501</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,050,501</b>	<b>4,024,745</b>	<b>2,950</b>	<b>-</b>	<b>-</b>	<b>4,027,695</b>	<b>25,756</b>	<b>22,806</b>
c	<b>Capital Work In Progress</b>	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
d	<b>Intangible assets under Development</b>	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>24,806,063</b>	<b>790,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>25,596,063</b>	<b>15,130,841</b>	<b>443,488</b>	<b>-</b>	<b>-</b>	<b>15,574,329</b>	<b>9,675,222</b>	<b>10,021,734</b>
	<b>Previous Year</b>	<b>23,884,063</b>	<b>922,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>24,806,063</b>	<b>14,710,320</b>	<b>420,521</b>	<b>-</b>	<b>-</b>	<b>15,130,841</b>	<b>9,173,743</b>	<b>9,675,222</b>

**Note 17****Revenue from operations****(Amount in Rs.)**

Particulars	2016-17	2015-16
Sale of products	34,876,706	27,549,202
Other operating revenues	191,825	231,580
<b>Total</b>	<b>35,068,531</b>	<b>27,780,782</b>

**Sale of Products includes:**

1. Sale of Oxygen & Other Gases	34,876,706
---------------------------------	------------

**Other Operating Income includes:**

1. Cylinder Printing Income	750
2. Cylinder Maintenance Income	32,050
3. Cylinder Rent Income	155,280
4. Creditor Write off	-
5. Cylinder Flashing	3,745

**Note 18****Other income****(Amount in Rs.)**

Particulars	2016-17	2015-16
Interest Income (in case of a company other than a finance company)	839,222	641,526
Dividend Income	14,850	11,875
Cylinder Testing	10,120	-
Other income (Land Rent Income)	252,000	252,000
Other income (Land Rent income 2)	120,000	120,000
<b>Total</b>	<b>1,236,192</b>	<b>1,025,401</b>

**Note 19****Purchases of Stock-in-Trade****(Amount in Rs.)**

Particulars	2016-17	2015-16
Purchases of Stock-in-Trade	25,932,311	20,291,611
<b>Total</b>	<b>25,932,311</b>	<b>20,291,611</b>

**Note 20****Changes in inventories of finished goods work-in-progress and Stock-in-Trade****(Amount in Rs.)**

Particulars	2016-17	2015-16
<b>Opening Stock :</b>		
Work-in-Process	-	-
Finished Goods		
Traded Items	786,007	544,011
<b>Closing Stock :</b>		
Work-in-Process	-	-
Finished Goods	-	-
Traded Items	2,962,452	786,007
Add/(Less): Excise Duty adjustment on Finished Goods	-	-
<b>Total</b>	<b>(2,176,445)</b>	<b>(241,996)</b>

**Note 21****Employee Benefits Expense****(Amount in Rs.)**

	2016-17	2015-16
(a) Salaries and incentives	4,763,510	3,509,643
(b) Staff welfare expenses	41,798	20,934
<b>Total</b>	<b>4,805,308</b>	<b>3,530,577</b>

**Note 22****Finance costs****(Amount in Rs.)**

<b>Particulars</b>	<b>2016-17</b>	<b>2015-16</b>
Interest expense	28,521	48,059
Interest on Term Loan	280,181	321,691
Bank Charges etc.	4,294	3,536
<b>Total</b>	<b>312,996</b>	<b>373,286</b>

**Note 23****Other expenses****(Amount in Rs.)**

<b>Particulars</b>	<b>2016-17</b>	<b>2015-16</b>
Bad Debts	-	953,657
Diesel Exp	932,916	339,662
Conveyance Expenses	-	-
Donation	-	-
Electricity expenses	466,956	399,318
Transportation Exp.	771,736	415,392
Kasar A/c	110,912	348,033
Insurance -Others	33,180	-
Legal and Consultancy Fees	-	-
Legal Charges	-	-
Office Expenses	-	-
Other Expenses	906,189	1,086,257
Postage & Courier Charges	-	-
Printing & Stationery	-	-
Rent	-	-
Repair and Maintenance-Others	516,674	313,863
Profit / Loss of Speculation	-	-
Tele Communication Expenses	-	-
a. auditor	45,230	45,230
b. for taxation matters	-	-
<b>Total</b>	<b>3,783,793</b>	<b>3,901,412</b>

# HILLTONE SOFTWARE & GASES LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED ON 31<sup>st</sup> March 2017

(Amt. in Rs.)

Particulars		Refer Note No.	2016-17	2015-16
I.	Revenue from operations	17	35,068,531	27,780,782
II.	Other income	18	1,236,192	1,025,401
<b>III.</b>	<b>Total Revenue (I + II)</b>		<b>36,304,723</b>	<b>28,806,183</b>
IV.	Expenses:			
	Purchases of Stock-in-Trade	19	25,932,311	20,291,611
	Changes in inventories of Stock-in-Trade	20	(2,176,445)	(241,996)
	Employee benefits expense	21	4,805,308	3,530,577
	Finance costs	22	312,996	373,286
	Depreciation and amortization expense	8	443,488	420,521
	Other expenses	23	3,783,793	3,901,412
	Total expenses		33,101,451	28,275,411
<b>V.</b>	<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>3,203,272</b>	<b>530,772</b>
VI.	Exceptional items		-	-
<b>VII.</b>	<b>Profit before extraordinary items and tax (V - VI)</b>		<b>3,203,272</b>	<b>530,772</b>
VIII.	Extraordinary Items		-	-
<b>IX.</b>	<b>Profit before tax (VII- VIII)</b>		<b>3,203,272</b>	<b>530,772</b>
X	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
<b>XI</b>	<b>Profit (Loss) for the period from continuing operations (VII-VIII)</b>		<b>3,203,272</b>	<b>530,772</b>
XII	Profit/(loss) from discontinuing operations		-	-
XIII	Tax expense of discontinuing operations		-	-
<b>XIV</b>	<b>Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		<b>-</b>	<b>-</b>
<b>XV</b>	<b>Profit (Loss) for the period (XI + XIV)</b>		<b>3,203,272</b>	<b>530,772</b>
XVI	Earnings per equity share:			
	(1) Basic		0.80	0.13
	(2) Diluted		0.80	0.13
	Significant Accounting Policies Notes on Financial Statements	24		

As per our separate Report of even Date

On Behalf of the Board of Directors

**FOR, BPA & COMPANY**

Chartered Accountants  
FRN No.: 109685W

**NIKET M. SHAH**  
(Managing Director)

**CA. PRAKASH PATEL**

Partner  
M. No.:030575

**ANIL SHARMA**  
(CFO)

**Place :** Ahmedabad  
**Date :** 31st May 2017

**HITAL M. SHAH**  
(Executive Director)

**HILLTONE SOFTWARE & GASES LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2017**

	For the year ended on 31st March, 2017		For the year ended on 31st March, 2016	
	RUPEES	RUPEES	RUPEES	RUPEES
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit/Loss before tax and extraordinary items	3203272		530772	
Adjustments For :				
Depreciation	443488		420521	
Bad Debts	0		953657	
Interest Exp.	308702		369750	
Profit/Loss on Sale of Investments/assets	-		-	
Other Income	(1226072)		(1025401)	
		<b>2729390</b>		1249299.00
Operating Profit before Working Capital Changes				
Adjustment For :				
Current Assets	(2835211)		(3626032)	
Current Liabilities	1117795		571438	
Increase / Decrease in Net Current Assets	<b>(1717416)</b>		<b>(3054594)</b>	
Net Cash from operating activities		<b>1011974</b>		<b>(1805295)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of fixed assets/Ad. Against	(790000)		(922000)	
Purchase of Investmet	0		0	
Increase in Deposit & Advances	(1345276)		1983121	
Sale realisation on sale of Fixed Assessts	0		0	
Dividend Income Received	14850		11875	
Land Maintanance Income	0		0	
Rent Received	372000		372000	
Net Cash used in investing activities		<b>(1748426)</b>		<b>1444996</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Bank Borrowings	(519300)		(568311)	
Other Borrowongs	(214900)		(217193)	
Interest Income	839222		641526	
Interest Exp.	(308702)		(369750)	
Net Cash from financing activities		<b>(203680)</b>		<b>(513728)</b>
Net increase in Cash and Cash equivalents	<b>(940134)</b>		<b>(874029)</b>	
Cash and Cash equivalents at beginning of the year	1073838		1947867	
Cash and Cash equivalents at close of the year	<b>133704</b>		<b>1073838</b>	

As per our separate Report of even Date

On Behalf of the Board of Directors

**FOR, BPA & COMPANY**

Chartered Accountants  
FRN No.: 109685W

**NIKET M. SHAH**  
(Managing Director)

SD/-

**CA. PRAKASH PATEL**

Partner  
M. No.:030575

**ANIL SHARMA**  
(CFO)

Place : Ahmedabad

Date : 31st May 2017

**HITAL M. SHAH**  
(Executive Director)

## NOTES FORMING PART OF THE ACCOUNTS

### Note 24: SIGNIFICANT ACCOUNTING POLICIES

1. ACCOUNTING CONVENTION:

The Financial Statements have been prepared in accordance with historical cost convention, the accounting principles generally accepted in India including the applicable Accounting Standards specified u/s 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and relevant provisions of the Companies Act, 2013.

The preparation of financial statements require the management to make estimates and assumptions in the reported amount of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

All assets and liabilities have been classified as current or non-current as per criteria set out in the Schedule III to the Companies Act, 2013.

2. SYSTEM OF ACCOUNTING:

The Company has adopted accrual concept in the preparation of the accounts. The Balance Sheet and Statement of Profit or Loss of the Company are prepared in accordance with the provisions contained in the Companies Act, 2013 read with Schedule III thereto.

3. INVESTMENTS:

Investments are capitalized at cost inclusive of related expenses and are classified into two categories, viz. Current and Non-Current. Non-Current Investments are carried individually at cost less provision for diminution, other than temporary in the value of such investments.

4. TANGIBLE ASSETS:

TANGIBLE Assets are carried at cost inclusive of legal and/or installation expenses.

DEPRECIATION

Depreciation is provided on all assets on a pro-rata basis on the "Straight Line Method" over the useful lives and in the manner prescribed under Schedule II to the Companies Act, 2013.

5. INTANGIBLE ASSETS

Intangible Assets are stated at cost of acquisition, including any cost attributable for bringing the same in its working conditions less accumulated amortization.

6. PROVIDENT FUND BENEFITS:

The management of the company has decided to provide for Gratuity liability on cash basis, since the company has got limited number of employees and its impact on profitability of the company shall not be material.

7. CONTINGENT LIABILITIES:

There are no Contingent liabilities.

8. Related Party Disclosure

a. List of Related Party for the year ended on 31<sup>st</sup> March 2017:

Name of Related Party	Nature of Relation
Niket Mahendra Shah	Managing Director(KMP)
Parulben Niketkumar Shah	Director
Mahendra Bhogilal shah	Relative of Director & KMP
Minaxiben Mahendrabhai Shah	Relative of Director & KMP
Hital Mahendrabhai shah	Whole-time Director(KMP)
Narendra Bhogilal Shah	Director
Khush Niketbhai Shah	Relative of KMP
Ruchi Niketbhai Shah	Relative of KMP
Bhogilal Nathalal Shah	Relative of Director
Shantaben Bhogilal Shah	Relative of Director
Sapnaben Hitalbhai Shah	Relative of KMP
Smit Hitalbhai Shah	Relative of KMP
Aayushi Hitalbhai shah	Relative of KMP
Dinesh Bhogilal Shah	Director
Kumiben Dineshbhai shah	Relative of Director
Bhogilal shah	Relative of Director
Kantaben Bhogilal shah	Relative of Director
Dr.Nimesh Dineshbhai shah	Relative of Director
Navnitbhai Vithhaldas Shah	Relative of Director
Sushilaben Navnitbhai Shah	Relative of Director
Bhavinbhai Navnitbhai Shah	Relative of Director
Toralben Ripalbhai Shah	Relative of Director
Anil Shobha Ram Kumar	CFO(KMP)
Rajesh Anil sharma	Relative of KMP
Shobharam sharma	Relative of KMP
Ramkumari Shobha ram sharma	Relative of KMP
Sushilbhai Shobharam Sharma	Relative of KMP
Aryan Anil sharma	Relative of KMP
Sonam Anil sharma	Relative of KMP
Vinodbhai Shobharam Sharma	Relative of KMP
Dhanlaxmi Distributors	Director is Partner
Shree Vinayak Speciality Gases	Director is Partner



b. Details of Related Party Transactions during the year ended on 31<sup>st</sup> March 2017:

Type of Transactions	Name of Related Party	Nature of Relation	Key Management Personnel	Amount in Rs.
Remuneration	Niket M. Shah	Managing Director	Yes	6,00,000/-
Remuneration	Hital M. Shah	Whole-time Director	Yes	6,00,000/-
Sales	Dhanlaxmi Distributors	Director is Partner	Yes	2,300/-
Trade Deposit	Dhanlaxmi Distributors	Director is Partner	Yes	75,000/-
Sales	Shree Vinayak Speciality Gases	Director is Partner	Yes	99,297/-

As per our separate Report of even Date

FOR, BPA & Company  
Chartered Accountants  
FRN.: 109685W

CA. Prakash Patel  
Partner  
M. No.:030575

Ahmedabad, 31st May 2017

On Behalf of the Board of Directors

Niket M. Shah                      Hital M. Shah  
Managing Director                  Director

Anil Sharma  
CFO  
Ahmedabad, 31st May 2017

# HILLTONE SOFTWARE & GASES LIMITED

CIN: L72200GJ1993PLC020620

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## ATTENDANCE SLIP

### 24<sup>th</sup> Annual General Meeting

Regd. Folio/ DP & Client No.	
No. Shares held	

I certify that I am registered Shareholder/ Proxy for the registered shareholder of the Company. I hereby record my presence at the 24th Annual General Meeting of the shareholders of the company, to be held on Saturday, the 30<sup>th</sup> September, 2017 at 11.30 a.m. at the registered office of the company

Member's Name: \_\_\_\_\_

Proxy's Name: \_\_\_\_\_

### **Note:**

1. Please fill the attendance slip and hand over at the registered office of the Company.
2. Members/Proxy Holders/ Authorized Representative are requested to show their Photo ID proof for the attending the meeting.
3. Authorized Representative of corporate members shall produce proper authorization issue in their favour.

# HILLTONE SOFTWARE & GASES LIMITED

CIN: L72200GJ1993PLC020620

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**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./DP ID & Client ID:	_____

\*For details with respect to you Folio No./DP ID, Client ID and number of shares, please refer to above Attendance Slip enclosed along with the Annual Report.

I/We, being the member(s) of \_\_\_\_\_ shares of the above name company, hereby appoint

1. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/her

# HILLTONE SOFTWARE & GASES LIMITED

CIN: L72200GJ1993PLC020620

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2. Name: \_\_\_\_\_ E-mail ID: \_\_\_\_\_  
\_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Signature: \_\_\_\_\_

as my/our to attend and vote (on a poll) for me/us on mu/our behalf at the 23<sup>rd</sup> Annual General Meeting of the company, to be held on Wednesday, the 30<sup>th</sup> September, 2016 at 11.30 a.m. at the registered office of the company and at my adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the year ended 31.03.2017		
2.	Re-appointment of M/s BPA & Company as Statutory Auditors of the company		

Singed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Affix  
Revenue

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

# HILLTONE SOFTWARE & GASES LIMITED

CIN: L72200GJ1993PLC020620

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## Notes:

1. A proxy need not be a members of the company. Pursuant to the provisions of the section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as proxy for any other member.
2. It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. 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 thinks appropriate.
3. For the resolutions, explanatory statement and notes, please refer to the notice of the 22<sup>nd</sup> Annual General Meeting of the company.
4. This form of proxy, to be effective should by duly completed and deposited at the registered office of the company, not later than 48 hours before the commencement of the aforesaid meeting.

# HILLTONE SOFTWARE & GASES LIMITED

CIN: L72200GJ1993PLC020620

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**BOOK POST**

**If undelivered Please return to:**

**HILLTONE SOFTWARE & GASES LIMITED**

**B/4, K.B. Complex,**

**Dairy Road,**

**Mehsana – 384 002**

**HILLTONE SOFTWARE & GASES LIMITED**

**CIN: L72200GJ1993PLC020620**

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