

HILLTONE SOFTWARE & GASES LIMITED

NOTICE OF POSTAL BALLOT & EVOTING

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 TO TRANSACT THE FOLLOWING BUSINESS.

Notice is hereby given that pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for transacting the following special business by the members of **HILLTONE SOFTWARE AND GASES LIMITED** ("the Company") by passing resolutions through Postal Ballot or E-voting. The Explanatory Statement pertaining to the Resolutions proposed in this notice setting out all material facts and reasons to understand the meaning, scope and implication thereof along with Postal Ballot Form is annexed herewith.

In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and provisions of Section 108, Section 110 of the Companies Act, 2013 read with applicable Rules, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote, the details whereof are specified under instructions in this notice. The Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facilities to the Members.

The e-voting facility will be available at the link <https://www.evotingindia.com/> starting from **9:00 a.m. on Thursday, April 13, 2023 until 5:00 p.m. on Friday, May 12, 2023.**

Please note that your assent/dissent received after **Friday, May 12, 2023** would be strictly treated as if reply from you has not been received.

The Board of Directors has appointed **M/s. D.A Rupawala & Associates, Practicing Chartered Accountants (Firm Registration No.: 108902W; Membership No.: 37674)** (Address: 705, Mahakant, Opp. V.S Hospital, Ellisbridge, Ahmedabad – 380 006, Gujarat, India) as Scrutinizer for conducting the Postal Ballot process including e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or in his absence, to any other person authorized by him after completion of the scrutiny of physical Postal Ballot Forms and e-voting and the result of the same will be announced on or before **5:00 p.m. on Monday, May 15, 2023.** The result of the Postal Ballot shall also be hosted on the Company's website as well as on the communicated to the Stock Exchange.

The Resolution, if approved by shareholders, will be taken as effectively passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e., **Friday, May 12, 2023** and shall be deemed to have been duly passed at a general meeting convened in that behalf.

SPECIAL BUSINESS:

1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to provisions contained in Section 13, 61 and other applicable provisions, if any, of Companies Act, 2013 read with Companies (Share Capital & Debenture) Rules, 2014 the consent of members be and is hereby accorded to increase the authorized Share capital of the company **from**

HILLTONE SOFTWARE & GASES LIMITED

Rs.5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (fifty lacs) Equity Shares of Rs. 10 each to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs.10 each.”

“**RESOLVED FURTHER THAT** pursuant to section 61(1) (a) and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Share Capital & Debenture) Rules, 2014, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new clause as Clause V:

V. The Authorized Capital of the company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs.10 each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to take such steps and to do and perform all such acts, deeds, matters and things and make, sign and file such applications/ forms with Registrar of Companies and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolutions and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit.”

2. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO VARIOUS INVESTORS:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to (i) the provisions of Sections 23(1)(b), 42 and 62 and other applicable provisions, if any of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with Calcutta stock exchange Limited where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions, the consent of members be and is hereby accorded to create, issue, offer and allot, **on preferential basis to persons belonging to Non-Promoter Category, 72,70,000 (Seventy Two Lakh Seventy Thousand Only) Equity Shares of face value of `10/- each at an issue price of `12/- as calculated in valuation report given by registered Valuer,** determined in accordance with the provisions of

HILLTONE SOFTWARE & GASES LIMITED

Chapter V of SEBI ICDR Regulations, to the below mentioned persons (“Proposed Allottees”), on such further terms and conditions as mentioned hereunder:

S. No.	Name of the proposed Allottee	Category	Status	No. of Equity Shares
1.	Dhanesh Parshottamdas Soni	Non Promoters	Individual	100000
2.	Bhagyesh Anilkumar Soni	Non Promoters	Individual	100000
3.	Shalin Dhaneshbhai Soni	Non Promoters	Individual	100000
4.	Binaben Anilkumar Soni	Non Promoters	Individual	200000
5.	Geetaben Dhaneshbhai Soni	Non Promoters	Individual	200000
6.	Vidita Bhagyesh Soni	Non Promoters	Individual	200000
7.	Ishan Shalin Soni	Non Promoters	Individual	200000
8.	Udeet Alokbbhai Shah	Non Promoters	Individual	177000
9.	Udeet Alokbbhai Shah HUF	Non Promoters	HUF	123000
10.	Barun More	Non Promoters	Individual	105000
11.	Nisha More	Non Promoters	Individual	105000
12.	Pratik Kumar More	Non Promoters	Individual	250000
13.	Pawan Kumar More	Non Promoters	Individual	250000
14.	Ajaykumar Rasiklal Shah	Non Promoters	Individual	250000
15.	Kavitaben Ajaykumar Shah	Non Promoters	Individual	250000
16.	Monil Ajaykumar Shah	Non Promoters	Individual	100000
17.	Aum Ajaykumar Shah	Non Promoters	Individual	100000
18.	Siddharth Navinbhai Shah	Non Promoters	Individual	125000
19.	Harshdsingh Bavubha Chaudasama	Non Promoters	Individual	75000
20.	Virali Vicky Jhaveri	Non Promoters	Individual	800000
21.	Vicky Jhaveri HUF	Non Promoters	HUF	700000
22.	Rajesh Jhaveri HUF	Non Promoters	HUF	700000
23.	Purohit Sunil V	Non Promoters- Independent Director	Individual	10000
24.	Vijaykumar L. Nayak	Non Promoters	Individual	10000
25.	Mayur R Parikh	Non Promoters	Individual	50000
26.	Raveesh Dewan	Non Promoters	Individual	600000
27.	Parminder Sethi	Non Promoters	Individual	600000
28.	Dipesh Kanubhai Khatadia	Non Promoters	Individual	200000
29.	Kinjal K Mehta	Non Promoters	Individual	10000
30.	Meghna Chandorkar	Non Promoters	Individual	10000
31.	Rishabh M. Shah HUF	Non Promoters	Individual	40000
32.	Jitesh A Matalia	Non Promoters	Individual	15000
33.	Shilpa J Matalia	Non Promoters	Individual	15000
34.	IFC Financial and Investment Advisors Private Limited	Non Promoters	Body Corporate	500000
	Total			7270000

RESOLVED FURTHER THAT in terms of Chapter V of the ICDR Regulations, the “**Relevant Date**” for determining the minimum price for the purpose of the Preferential Allotment shall be **Monday, April 12, 2023** being the date that is thirty days prior to the date on which the meeting of members of the Company is held to consider the Preferential Allotment.

HILLTONE SOFTWARE & GASES LIMITED

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed and traded on the Stock Exchange where the existing Equity Shares are listed, subject to receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Board or any committee thereof, be and is hereby authorized to make an offer to the Proposed Equity Allottee (s) through private placement offer letter in **Form PAS-4** as prescribed under the Companies Act after passing of this shareholders' resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange, receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The proposed allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account;
- The pre-preferential shareholding of the proposed Allottees, if any and the equity shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval;
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.
- The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of ₹10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, utilisation of proceeds of the Preferential Issue, open one or more bank

HILLTONE SOFTWARE & GASES LIMITED

accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

Place: MEHSANA
Date: 10/04/2023

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, HILLTONE SOFTWARE AND GASES LIMITED

MR. HITAL SHAH
DIRECTOR
(DIN: 00279026)

NOTES: -

1. The business set out in the Notice may be transacted through Postal ballot and the Company is providing facility for electronic voting system.
2. A Statement pursuant to Section 102(1) of the Act setting out the material facts concerning each item of business to be transacted is annexed hereto.
3. In compliance with the provisions of section 108 of the companies act, 2013 read with rule 20 of the Companies (Management And Administration) rule, 2014, the Company is providing E-Voting facility to its members whose names appear in the register of members/beneficial owners as on the cut-off date i.e. **Friday 07th April, 2023**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by National Securities Depository Limited (NSDL), through their portal <http://www.evotingindia.com>. in this regard, members are notified that (i) the company has completed the dispatch of notice of general meeting through courier to all the members of the company individually to their registered address along with the explanatory statement and (ii) voting through electronic means shall commence from **9:00 a.m. on Thursday, April 13, 2023 until 5:00 p.m. on Friday, May 12, 2023.**

HILLTONE SOFTWARE & GASES LIMITED

4. The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrars and Transfer Agents (in case of physical shareholding). for members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
5. Resolutions passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf.
6. The members can opt for only one mode of voting, i.e., **either by postal ballot or e-voting**. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **Friday 7th April, 2023.**
8. A member cannot exercise his vote by proxy on postal ballot.
9. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
10. Relevant documents referred to in the Notice and the Statement is available for inspection by the members at Company's registered office during business hours on all its working days from the date of dispatch of the Notice till **Monday, May 15, 2023.**
11. In case of any query/grievance with respect to voting by postal ballot including voting through electronic means, please visit Help & FAQ's section available at website: <https://www.evoting.nsdl.com/>
12. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.

HILLTONE SOFTWARE & GASES LIMITED

THE INSTRUCTIONS FOR E-VOTING:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

HILLTONE SOFTWARE & GASES LIMITED

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending5. OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

HILLTONE SOFTWARE & GASES LIMITED

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

HILLTONE SOFTWARE & GASES LIMITED

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

HILLTONE SOFTWARE & GASES LIMITED

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to M/s. D.A. Rupawala & Associates, Practicing Chartered Accountants, (Firm Registration No.:108902W ;Membership No.: 37674), rupawala_ca@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

HILLTONE SOFTWARE & GASES LIMITED

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (MR. KETAN KUMAR PATEL) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (tfrl4444@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (tfrl4444@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:

- i. The E-Voting period commences on **9:00 a.m. on Thursday, April 13, 2023 until 5:00 p.m. on Friday, May 12, 2023.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off date i.e. Friday, April 07, 2023 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. M/s. D.A. Rupawala & Associates, Practicing Chartered Accountants (Firm Registration No.:108902W; Membership No.: 37674) (Address: **705, Mahakant, Opp. V.S Hospital, Ellisbridge, Ahmedabad – 380 006, Gujarat, India**) has been appointed as the Scrutinizer to scrutinize the e-Voting process.

HILLTONE SOFTWARE & GASES LIMITED

- iv.** The Scrutinizer shall on conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
- v.** The Results shall be declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com> on or before **05.00 P.M. on Monday, May 15, 2023** and communicated to the Calcutta Stock Exchange Limited, where the shares of the Company are listed.
- vi.** The resolutions shall be deemed to be passed on the last date of receipt of duly complete postal ballot forms **i.e. Friday, May 12, 2023**, subject to receipt of sufficient votes.
- vii.** For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii.** Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to evoting@nsdl.co.in. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix.** You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x.** The Members are requested to pay attention to the matter that once he / she has exercised his / her right then he / she shall not be allowed to change his / her vote subsequently in any case.
- xi.** In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to evoting@nsdl.co.in.

HILLTONE SOFTWARE & GASES LIMITED

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

ITEM NO. 1

Your Company is contemplating the preferential issue of Equity Shares in order to raise capital for meeting long term working capital requirement and for general corporate purpose -s of the Company, and in view thereof, the Company needs to have enough Authorized share Capital, so that the requisite number of fresh equity shares may be issued for the purpose of raising sufficient funds. The board of directors of the company at its meeting held on 18th March, 2023 has proposed to increase the authorized share capital of the company due to which the existing capital clause of Memorandum of Association needs to be altered.

Hence, It was proposed to increase the Authorized share Capital of the Company from **Rs.5,00,00,000 /- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lacs) Equity Shares of Rs. 10 each to 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs.10 each.**”to accommodate the fresh issuance of the shares of the Company.

Consequent upon increase in authorized share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be substituted as mentioned below.

The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company till the last date of e-voting. The proposed resolution seeks the members’ approval to alter capital clause in the Memorandum of Association of the company. Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a Special Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

None of the directors and Key Managerial Personnel or their relatives in any way is concerned or interested in the Resolution.

ITEM NO. 2

The Company is engaged in carrying on business activity of manufacturing and trading of industrial and medical gases. The company requires additional funds to carry out its business activity, for long term working capital requirements and general corporate purpose to augment the growth and improve the financial performance of the Company and it was thought fit to bring more funds to the company by way of issue of Equity Shares on Preferential basis.

The Special Resolutions contained in Item No. 2, to issue and allot Equity Shares up to **72,70,000 (Seventy Two lacs seventy thousand only) of face value of Rs.10/- each at an issue price of Rs. 12/-** as calculated in valuation report given by Registered Valuer, to persons belonging to Non-Promoter Category.

The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on 18th March, 2023.

The approval of the members is accordingly being sought by means of a **‘Special Resolution’** under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

HILLTONE SOFTWARE & GASES LIMITED

The Shares to be allotted to the Investors shall rank pari-passu with all other equity shares of the Company in respect of all rights including dividend.

The Board of directors at its meeting held on 18th March, 2023 after considering various sources of funding while at the same time maintaining the minimum public shareholding at 25% post issue, deemed it appropriate to issue, allot Equity Shares up to **72,70,000 (Seventy Two Lacs Seventy Thousand Only) of face value of ₹10/- each to persons belonging to Non-Promoter Category on preferential basis.**

Pursuant to provisions of Rule 13(2)(a) and (b) of Companies (Share Capital and Debenture) Rules 2014 read with Regulation 160 (b) of SEBI (Issue of Capital and Disclosure Requirements) Regulation 2018, Company is required to obtain consent of the shareholders by passing a Special Resolution.

Pursuant to Provisions of Regulation 163 of The SEBI (ICDR) Regulations 2018 and Rule 13(2)(d) of The Companies (Share Capital and Debenture) Rules 2014, disclosures are made hereunder for the information of shareholders.

THE RELEVANT DISCLOSURES AS REQUIRED UNDER REGULATION -163 OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME ARE AS UNDER:

a) The Object(s) of The Preferential Issue:

The Company's business is growing and the funds are required by the Company for meeting its capital requirements and permissible business investments as allowed under applicable laws. The object of preferential issue of equity shares is to raise funds for long term working capital requirements and general corporate purposes which will augment the growth and improve the Financial Performance of the company.

b) Maximum Number of Shares to be issued and price

The Board intends to offer, issue and allot Equity Shares up to **72,70,000 (Seventy Two Lacs Seventy Thousand Only) of face value of Rs. 10/- each at an issue price of Rs. 12/-** as calculated in valuation report given by Registered Valuer, to persons belonging to Non-Promoter Category in terms of the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

c) Intent of Promoters / Directors / KMP to subscribe to the offer:

None of the existing Promoters, Directors except Sunil V. Purohit- Independent Director or Key Management Personnel of the Company are interested

d) Time Frame within which allotment shall be completed

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

e) Shareholding pattern of the Company before and after the preferential issue:*

Sr.	Category	Pre Issue*	Post Issue
-----	----------	------------	------------

HILLTONE SOFTWARE & GASES LIMITED

No		No of shares held		% of Holding	No of shares held		% of Holding
		Physical	Demat		Physical	Demat	
A.	Promoters' Holding						
1.	Indian :						
	Exiting Promoters						
	Individuals	-	14,03,500	35.08	-	14,03,500	12.45
	Bodies Corporate	-	-	-	-	-	-
	Sub Total	-	14,03,500	35.08	-	14,03,500	12.45
2.	Foreign Promoters	-		-			
	Sub Total (A)	-	14,03,500	35.08	-	14,03,500	12.45
B.	Non Promoter's Holding						
1.	Institutional Investors	-	-	-	-	-	-
	Financial Institution	-	-	-	-	-	-
2.	Non-Institutions	-	-	-	-	-	-
	Private Corporate Bodies	-	-	-	-	-	-
	Directors and Relatives	-	-	-	-	-	-
	Indian Public	22,79,200	1,27,900	60.18	22,79,200	68,97,900	81.43
	Others (as specify below)	-	-	-			
	Clearing Member	-	-	-			
	NRI	-	-	-			
	Bodies Corporate	56,600	1,33,100	4.74	56,600	6,33,100	6.12
	Sub Total (B)	23,35,800	2,61,000	64.92	23,35,800	75,31,000	87.55
	Grand Total	23,35,800	16,64,500	100.00	23,35,800	89,34,500	100.00

*After considering effect of Allotments of Equity Shares through Preferential Issue only.

- f) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sr No	Name of the Proposed Allottees	Ultimate Beneficial Owners (If applicable)	Pre Issue Equity holding		No. of shares to be allotted	Post issue Equity holding)	
			No of Shares	%		No of Shares	%
1.	Udeet Alokhai Shah HUF	Mr. Udeet Alokhai	NA	NA	1,23,000	1,23,000	1.09
2.	Vicky Jhaveri HUF	Mr. Vicky Jhaveri	NA	NA	7,00,000	7,00,000	6.21
3.	Rajesh Jhaveri HUF	Mr. Rajesh Jhaveri	NA	NA	7,00,000	7,00,000	6.21
4.	Rishabh M. Shah (H.U.F.)	Mr. Rishabh M. Shah	NA	NA	40000	40000	0.36
5.	IFC Financial and Investment Advisors Private Limited	Mr. Kinjal K Mehta Ms. Meghna Chandorkar	NA	NA	5,00,000	5,00,000	4.44

HILLTONE SOFTWARE & GASES LIMITED

**** The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter are same.**

h) Change in control, if any, in the Company that would occur consequent to the preferential offer:

The proposed allotment on preferential basis, will not mandatorily result in change in management or control of the Company as per the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

i) Undertaking for re computation of price and lock-in of the specified securities in terms of the provision of these regulations:

Since the Equity Shares of the Company has been listed on the recognized stock exchange for a period of more than 90 days prior to the relevant date, the Company is not required to re-compute the price of Equity Shares and therefore the Company is not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the ICDR Regulations.

The Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so.

The Company further undertakes that if the amount payable on account of the re-computation of price if not paid within the time stipulated in these regulations, the specified equity shares shall continue to be lock-in till the time such amount is paid by the allottee(s).

j) Disclosure Regarding Willful Defaulter:

None of the proposed allottees is debarred or prohibited to access the capital market. Further, none of the proposed allottees is a willful defaulter. In addition, neither the Company nor any of its promoter or director is a willful defaulter. Hence no disclosure is required as specified in Schedule – VI of SEBI(ICDR) Regulations.

k) Practicing Company Secretary Certificate:

A Certificate from M/s. ZM Associates, Practicing Company Secretaries, (Membership No.: FCA 41416; COP No: 21325 as required under Regulation 163 (2) of the SEBI ICDR Regulations, certifying that the issue of equity shares is in compliance with requirements contained in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, will be made available for inspection at the registered office of the Company on all working days between 10:00 a.m. to 1:00 p.m. from relevant date **April 12, 2023 till May 12, 2023** i.e. last date of receipt of postal ballot form and e-voting. The same has been post on the Company's <https://www.hilltonegases.com/investor.php>

l) Pricing of Preferential Issue:

The price of equity shares (Infrequently traded security) to be issued to Non Promoters on preferential basis is fixed at **an issue price of ` 12/-** as calculated in valuation report given by registered Valuer in terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018.

The Valuation Report in that regard has been obtained from M/s. CS VANITA AGARWAL (IBBI Registered Valuer), Registered Valuer, having experience of more than 10 years as prescribed under provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018.

HILLTONE SOFTWARE & GASES LIMITED

m) Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on Calcutta Stock Exchange Limited and are being infrequently traded as per SEBI (ICDR) Regulations, 2018. Hence, the price has been determined as per provisions of Regulation 165 of SEBI (ICDR) Regulations, 2018

n) Relevant Date

The relevant date as per the SEBI (ICDR) Regulations for the determination of the price per equity shares pursuant to the preferential allotment is **Wednesday, 12st April, 2023** (“Relevant Date”) (i.e. 30 days prior to the last date specified by the Company for receipt of duly completed Postal Ballot Forms and E-voting which is **i.e., Friday, May 12, 2023** to approve the proposed preferential issue.

o) Class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Promoter and Non-Promoter Category of the Company their holding and other details are mentioned at disclosure no. (f).

Sr. No.	Details of the proposed Allottee	Category of Allottee Current	Category of Allottee Proposed
1.	Dhanesh Parshottamdas Soni	Non-Promoter	Non-Promoter
2.	Bhagyesh Anilkumar Soni	Non-Promoter	Non-Promoter
3.	Shalin Dhaneshbhai Soni	Non-Promoter	Non-Promoter
4.	Binaben Anilkumar Soni	Non-Promoter	Non-Promoter
5.	Geetaben Dhaneshbhai Soni	Non-Promoter	Non-Promoter
6.	Vidita Bhagyesh Soni	Non-Promoter	Non-Promoter
7.	Ishan Shalin Soni	Non-Promoter	Non-Promoter
8.	Udeet Alokbbhai Shah	Non-Promoter	Non-Promoter
9.	Udeet Alokbbhai Shah HUF	Non-Promoter	Non-Promoter
10.	Barun More	Non-Promoter	Non-Promoter
11.	Nisha More	Non-Promoter	Non-Promoter
12.	Pratik Kumar More	Non-Promoter	Non-Promoter
13.	Pawan Kumar More	Non-Promoter	Non-Promoter
14.	Ajaykumar Rasiklal Shah	Non-Promoter	Non-Promoter
15.	Kavitaben Ajaykumar Shah	Non-Promoter	Non-Promoter
16.	Monil Ajaykumar Shah	Non-Promoter	Non-Promoter
17.	Aum Ajaykumar Shah	Non-Promoter	Non-Promoter
18.	Siddharth Navinbhai Shah	Non-Promoter	Non-Promoter
19.	Harshdsingh Bavubha Chaudasama	Non-Promoter	Non-Promoter
20.	Virali Vicky Jhaveri	Non-Promoter	Non-Promoter
21.	Vicky Jhaveri HUF	Non-Promoter	Non-Promoter
22.	Rajesh Jhaveri HUF	Non-Promoter	Non-Promoter
23.	Purohit Sunil V (Independent Director)	Non-Promoter	Non-Promoter
24.	Vijaykumar L. Nayak	Non-Promoter	Non-Promoter
25.	Mayur R Parikh	Non-Promoter	Non-Promoter
26.	Raveesh Dewan	Non-Promoter	Non-Promoter
27.	Parminder Sethi	Non-Promoter	Non-Promoter
28.	Dipesh Kanubhai Khatadia	Non-Promoter	Non-Promoter

HILLTONE SOFTWARE & GASES LIMITED

29.	Kinjal K Mehta	Non-Promoter	Non-Promoter
30.	Meghna Chandorkar	Non-Promoter	Non-Promoter
31.	Rishabh M. Shah (H.U.F.)	Non-Promoter	Non-Promoter
32.	Jitesh A Matalia	Non-Promoter	Non-Promoter
33.	Shilpa J Matalia	Non-Promoter	Non-Promoter
34	IFC Financial and Investment Advisors Private Limited	Non-Promoter	Non-Promoter

p) **Terms of the issue of Equity Shares, if any**

The Equity Shares allotted in terms of this resolution shall rank paripassu with existing equity shares of the Company in all respects.

q) **No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the Year, Company has not made any Preferential Issue of shares.

r) **Principal terms of assets charged as securities**

Not Applicable

s) **Justification for allotment proposed to be made for Consideration other than Cash together with the valuation report of the Registered valuer:**

Not Applicable.

t) **Lock in Period:**

The securities allotted to Proposed Allottees pursuant to this preferential offer shall be locked in for such period as may be specified under Regulation 167 of the SEBI (ICDR) Regulations, 2018 and/or any other applicable provisions for the time being in force. The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, shall be under locked-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

u) **Holding of Shares in Demat Form:**

The equity shares will be issued to the proposed allottees in Dematerialized form as well as the pre preferential holding of all the allottees is in Dematerialized form.

v) **Payment:**

In terms of the Regulation 169 of SEBI (ICDR) Regulations, 2018, full consideration shall be paid by the allottees at the time of allotment of such specified securities.

w) **Approvals:**

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

HILLTONE SOFTWARE & GASES LIMITED

The consent of the members is now being sought under Section 42 and 62 of the Companies Act, 2013 read with rules framed there under, Chapter V of the SEBI (ICDR) Regulations, 2018 and provisions of the listing agreement executed by the Company with the Calcutta Stock Exchange Limited where the equity shares of the Company are listed. The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members.

The Board recommends **Resolution No. 2 of the Notice, in relation to Preferential Issue of Equity Shares up to 72,70,000 (Seventy Two Lacs Seventy Thousand Only) of face value of ₹10/- at an issue price of ₹12/-** each to persons belonging to Non-Promoter Category, for your approval as Special Resolution. The Directors recommend the Resolution set out in the Notice for the approval of the Members.

None of the directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution, Except Mr. Sunil V Purohit, Independent Director of our Company, interest upto Shares being allotted to him only.

Place: MEHSANA
Date: 10/04/2023

**BY ORDER OF THE BOARD OF DIRECTORS,
FOR, HILLTONE SOFTWARE AND GASES LIMITED**

MR. HITAL SHAH
DIRECTOR
(DIN: 00279026)

HILLTONE SOFTWARE & GASES LIMITED

POSTAL BALLOT FORM

Sr. No	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	
5	No. of Shares held	

I / We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated _____, by sending my / our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Sr. No	Item no.	Particulars of items of notice	No. of shares held by me	I ASSENT to the Resolution	I DISSENT from the Resolution
1	1	To Increase Authorised Share Capital of the Company to `12,00,00,000/- divided into 12,00,000 shares of ` 10/- each.			
2	2	Approval of Preferential Issue of Equity Shares up to 72,70,000 (Seventy Two Lacs Seventy Thousand Only) of face value of `10/- each at an issue price of ` 12/- each.			

PLACE:

DATE: _____

Signature of the Member

HILLTONE SOFTWARE & GASES LIMITED

FOR, HILLTONE SOFTWARE AND GASES LIMITED
B/4, K B Complex, Dairy Road, Mehsana Gujarat- 384002
(CIN: L72200GJ1993PLC020620)

Dear Member,

SUBJECT: PROCESS AND MANNER FOR AVAILING REMOTE E-VOTING FACILITY

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Agreement and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically as an alternative to participate through physical postal ballot to be started from **9:00 a.m. on Thursday, April 13, 2023 until 5:00 p.m. on Friday, May 12, 2023**. The Company has engaged the services of Central Depository Services (I) Limited (“NSDL”) to provide remote e-voting facilities. Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the General Meeting. The remote e-voting facility is available at the link www.evoting.nsdl.com.

The electronic voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password / Sequence No.
123786		

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

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
Friday, April 13, 2023 (9:00 A.M.)	Friday, May 12, 2023 (5:00 P.M.)

Please read the instructions printed below before exercising the vote. These details and instructions form integral part of the Notice for the postal ballot & E-voting.

MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS FOR REMOTE E-VOTING AS MENTION IN THE NOTICE.