



**Form No. MGT-13
Report of Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time]

To,
Mr. NIKETBHAI MAHENDRABHAI SHAH, Chairman
30th Annual General Meeting (AGM) of the Equity Shareholders of
HILLTONE SOFTWARE AND GASES LIMITED,
held on 29th September, 2023 at 03:30 p.m.
through Video Conferencing/ Other Audio Visual Means (VC/OAVM)

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and E-voting during 30th AGM of HILLTONE SOFTWARE AND GASES LIMITED (the 'Company')

I, D. A. Rupawala, Proprietor of M/s. D.A. Rupawala & Associates, Chartered Accountants, have been appointed as Scrutinizer by the Board of Directors of M/s. HILLTONE SOFTWARE AND GASES LIMITED (the Company), pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, to scrutinize the remote e-voting process and e-voting process at the 30th Annual General Meeting of M/s. HILLTONE SOFTWARE AND GASES LIMITED held on Friday, 29th September, 2023 at 03:30 p.m. through VC/ OAVM. I submit my report as under:

- (i) The Company has provided remote e-voting facility as well as e-voting facility during the AGM offered by National Depository Services (India) Limited (NSDL) for casting the votes electronically by the shareholders of the Company.
- (ii) The shareholders of the Company holding shares as on the "cut-off" date i.e. on 22nd September, 2023 were entitled to vote on the resolutions as set out in the Notice of the 30th AGM.
- (iii) The voting period for remote e-voting commenced from Tuesday, 26th September, 2023 at 3:00 p.m. and concluded on Thursday, 28th September, 2023 at 5:00 p.m. and thereafter the NSDL remote e-voting platform was blocked.

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- (iv) The Company had provided e-voting facility to the members who attended the AGM through VC / OAVM and had not voted on resolutions through remote e-voting, to cast their vote during the AGM.
- (v) After the completion of the e-voting process at the AGM, the votes cast through e-voting at the AGM and through remote e-voting facility were unblocked and downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>) in the presence of two witnesses, who are not in the employment of the Company.
- (vi) I have scrutinized and reviewed the remote e-voting and voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules, circulars issued from time to time relating to voting through electronic voting system on the resolutions as set out in the Notice of the 30th AGM of the Members of Company. My responsibility as a Scrutinizer for the remote e-voting and e-voting during the AGM is restricted in making a Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" on the resolutions stated in the Notice, based on the reports generated from the e-voting system of NSDL, the authorized agency engaged by the Company.

The Consolidated report of remote e-voting as well as e-voting during the AGM is as under:

➤ **ORDINARY BUSINESS:**

I. Resolution No. 1:- As an Ordinary Resolution

(a) To receive consider and adopt the audited financial statements of the Company for 2022-2023

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	25	10,59,100	100
E-voting at the AGM	0	0	0
Total :	25	10,59,100	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting at the AGM	0	0	0

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Total :	0	0	0
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(iii) **Invalid** votes

Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-voting at the AGM	0	0
Total :	0	0

II. Resolution No. 2:- As an Ordinary Resolution

To appoint a Director in place of Mrs. Parulben Niketkumar Shah (DIN: 07126594)

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	25	10,59,100	100
E-voting at the AGM	0	0	0
Total :	25	10,59,100	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting at the AGM	0	0	0
Total :	0	0	0

(iii) **Invalid** votes

Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0

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E-voting at the AGM	0	0
Total :	0	0

III. Resolution No. 3:- As an Ordinary Resolution

Re-appointment of the Statutory Auditors

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	25	10,59,100	100
E-voting at the AGM	0	0	0
Total :	25	10,59,100	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting at the AGM	0	0	0
Total :	0	0	0

(iii) **Invalid** votes

Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-voting at the AGM	0	0
Total :	0	0

IV. Resolution No 4: As a Special Resolution

Re-Appointment of Niket M. Shah (Din: 00278968) as Managing Director and Revision of Remuneration

(i) Voted in **favour** of the resolution:

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Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	25	10,59,100	100
E-voting at the AGM	0	0	0
Total :	25	10,59,100	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting at the AGM	0	0	0
Total :	0	0	0

(iii) **Invalid** votes

Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-voting at the AGM	0	0
Total :	0	0

V. Resolution No: 5: As a Special Resolution

Re-Appointment of Mr. Hitalbhai Mahendrabhai Shah (Din: 00279026), Whole-Time Director of The Company and Revision of Remuneration

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	24	3,89,100	100
E-voting at the AGM	0	0	0
Total :	24	3,89,100	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0

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E-voting at the AGM	0	0	0
Total :	0	0	0

(iii) **Invalid** votes

Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-voting at the AGM	0	0
Total :	0	0

VI. Resolution No: 6: As a Special Resolution

To approve the re-appointment of Mr. Amitkumar Chandrakantbhai Trivedi (DIN: 08204344), as an Independent Director of the Company for a second term of five consecutive years

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	25	10,59,100	100
E-voting at the AGM	0	0	0
Total :	25	10,59,100	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting at the AGM	0	0	0
Total :	0	0	0

(iii) **Invalid** votes

Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0

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D.A. Rupawala & Associates

CHARTERED ACCOUNTANT

E-voting at the AGM	0	0
Total :	0	0

All the relevant records relating to remote e-voting and e-voting during the AGM will remain in our safe custody until the Chairman approves and signs the minutes of the 30th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary.

**Thanking you,
Yours faithfully,**

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**D.A. Rupawala
Proprietor of
D.A Rupawala & Associates,
Chartered Accountants
Membership No. 37674
Scrutinizer
UDIN: 23037674BGUHLU4592**

**Date : 30th September, 2023
Place: Ahmedabad**

Counter Signed

**HINISHA
PATEL**

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**HINISHA PATEL
Company Secretary & Compliance Officer
(Duly authorized by the Chairman of the Company)**

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