



**Hilltone Software
& Gases Limited**

Regd. Office

B/4, K.B. Complex, Dairy Road,
Mehsana 384 002
Phone : +91 98250 70680
Email : hilltonegases@yahoo.com
Website : www.hilltonegases.com

Factory

Santej - Vadsar Road, Village : Santej,
Taluka : Kalol, Dist. Gandhinagar
Phone : +91 98250 70110
Email : add.hilltone.gases@yahoo.com
CIN: L72200GJ1993PLC020620

Date: 10/03/2025

To,
General Manager
BSE Limited,
P.J. Tower, Dalal Street,
Fort, Mumbai 400 001
Dear Sir/Madam,

To,
Corporate Relations Department
Calcutta Stock Exchange Ltd
7, LYONS RANGE, MURGIGHATA,
DALHOUSIE, KOLKATA, WEST BENGAL, 700001

Sub: Notice of Extra Ordinary General Meeting of HILLTONE SOFTWARE AND GASES LIMITED

Ref: Scrip Code: 544308 (BSE) Scrip Code: 18077 (CSE)

Dear Sir/Madam,

We are hereby intimating that the Extra Ordinary General Meeting ("EGM") of Company will be held on Wednesday, April 02nd, 2025 at 03:30 p.m. IST at the registered office of the company. In compliance with the provisions of the Companies Act, 2013 and rules made thereunder read with relevant Circulars issued by Ministry of Corporate Affairs and SEBI, we hereby submit a copy of the Notice of EGM of the Company. The dispatch of the Notice of the EGM to the members of the Company, was initiated today i.e., on March 10, 2025. A copy of the aforesaid notice and this intimation shall be available on the website of the company at www.hilltonegases.com.

We request you to take note of the above.

Thanking you,
Yours faithfully

FOR HILLTONE SOFTWARE AND GASES LIMITED

HINISHA PATEL
COMPANY SECRETARY AND COMPLIANCE OFFICER
Mem- A59842

NOTICE

NOTICE is hereby given that **Extra-Ordinary General Meeting** of the Members of Hilltone Software and Gases Limited, will be held on **Wednesday, 02nd April 2025 at 03.30 P.M** at the registered office of the company to transact the following business:

SPECIAL BUSINESS

1. TO APPOINT Mr. NIHAR GAURANG SHETH (DIN:-10308024) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Nihar Gaurang Sheth (DIN: 10308024), who was appointed as an Additional Director of the Company, in the capacity of an Independent Director, by the Board of Directors of the Company with effect from 03rd January, 2025 in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, as an Independent Director of the Company to hold office for an initial term of 5 (Five) consecutive years w.e.f. 03rd January, 2025 who shall not be liable to retire by rotation.”

2. TO APPOINT Mr. ADITYA VIKRAMBHAI PATEL (DIN:- 09121052) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Aditya Vikrambhai Patel (DIN:- 09121052), who was appointed as an Additional Director of the Company, in the capacity of an Independent Director, by the Board of Directors of the Company with effect from 03rd January, 2025 in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, as an Independent Director of the Company to hold office for an initial term of 5 (Five) consecutive years w.e.f. 03rd January, 2025 who shall not be liable to retire by rotation.”

3. TO APPOINT Mr. PARESH RAMESHCHANDRA PAREKH (DIN:- 10895389) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed

thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Paresh Rameshchandra Parekh (DIN:- 10895389) , who was appointed as an Additional Director of the Company, in the capacity of an Independent Director, by the Board of Directors of the Company with effect from 03rd January, 2025 in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member, as an Independent Director of the Company to hold office for an initial term of 5 (Five) consecutive years w.e.f. 03rd January, 2025 who shall not be liable to retire by rotation."

**By Order of the Board of Directors
For Hilltone Software and Gases Limited**

Niket

Mahendrabhai Shah

Digitally signed by Niket
Mahendrabhai Shah
Date: 2025.03.08 16:41:15
+05'30'

**Niket Shah
Managing Director
DIN: 00278968**

Date : 8th March, 2025

Place : Mehsana

Registered Office:

B/4, K B Complex, Dairy Road,
Mehsana Gujarat

NOTES:

1. An Explanatory Statement under Section 102 of the Companies Act, 2013 ("Act") relating to Item Nos. 1 to 3 as mentioned above is annexed hereto as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
3. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17 / 2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.hilltonegases.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com
5. Corporate Members: Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Extra Ordinary General Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
8. The notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners as on Monday, 10th March, 2025.
9. Members may kindly take note for "Green Initiative in the Corporate Governance" in view of Circular No. 17 / 2011 dated 21.04.2011 and 18 / 2011 dated 29.04.2011 issued by Ministry of Corporate Affairs. It is earnestly requested in view of the Circular and other statutory provisions, that the Members who have yet not registered / updated their e-mail ids may notify the same to the Company either at the registered office or at email address secretarial.hilltone@gmail.com quoting full details of Folio No. / DP, Client ID and name of first / sole holder.
10. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member.

11. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days, except holidays between 11.30 A.M to 2.00 P.M up to the date of declaration of the results of postal ballot.
12. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self-attested copy of PAN at the time of sending their request for share transfer / transmission of name / transposition of name.
13. Members / Proxies are requested to bring their Attendance Slip for attending the meeting.
14. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Members may also note that Notice of Extra Ordinary General Meeting will be available on Company's website www.hilltonegases.com for their download.
16. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the Company electronically.
17. For any assistance or information about shares etc. members may contact the Company. The Company has designated Email ID: "secretarial.hilltone@gmail.com" for redressal of Shareholders'/Investors complaints/grievances. In case you have any queries, complaints/grievances, then kindly write to the above-mentioned email address. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the RTA of the Company for consolidation of their shareholding into a single folio.
18. Members are requested to contact our Registrar and Transfer Agent for any queries related to shares and other inquiry at the following address:
MCS Share Transfer Agent Limited
Unit: Hilltone Software and Gases Limited, 201, Shatdal Complex, 2ndFloor, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009
Phone: (079) 26582878, Fax No : (079) 26581296 E-mail: mcssta@gmail.com
Please quote Folio no. / DP ID & CL ID for any communication for your shareholding.
19. Mr. D A RUPAWALA, Practicing Chartered Accountant, (COP No.: 037674) has been appointed as the Scrutinizer for conducting the Remote E-voting Process at the EGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and in presence of at least two witnesses not in the employment of the Company and shall make, within 2 working of the conclusion of EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website. The same will be communicated to the stock exchanges where the Company shares are listed viz. Platform of BSE Limited.
21. Pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015 with the Stock Exchanges, the details of Directors seeking appointment / re-appointment in the Extra-General Meeting to be held on Wednesday, 02nd April, 2025 is attached as per Annexure I
22. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the RTA of the Company for consolidation of their shareholding into a single folio.
23. Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all the securities holders. Members holding shares in physical mode are therefore, requested to register their PAN & Bank Account details by sending duly signed request letter to Company's Registrar and Transfer Agent, MCS Share Transfer Agent Limited on mcssta@gmail.com and also to the Company on secretarial.hilltone@gmail.com along with the self-attested copy of PAN & cancelled cheque bearing the name of the Member (in case of joint holding, the cancelled cheque shall bear the name of first named shareholder) or self-attested copy of latest bank statement duly attested by Bank Manager & cancelled cheque (if name of the shareholder is not reflected in the cheque). Members holding shares in demat form are requested to submit the aforementioned documents, as applicable, to their Depository Participants for registration/ updation of PAN & Bank Account details.

**By Order of the Board of Directors
For Hilltone Software and Gases Limited**

Niket
Mahendrabhai Shah

Digitally signed by Niket
Mahendrabhai Shah
Date: 2025.03.08 16:41:41
+05'30'

**Niket Shah
Managing Director
DIN: 00278968**

Date : 08th March, 2025

Place : Mehsana

Registered Office:

B/4, K B Complex, Dairy Road,
Mehsana Gujarat

ANNEXURE I

Details of Directors seeking appointment/reappointment/continuation of directorship in Extra Ordinary General Meeting to be held on 02nd April, 2025.

Information on directors recommended for appointment/re-appointment as required under Regulation 36 (3) of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015, Companies Act 2013 and Secretarial Standard at ensuing Extra-Ordinary General Meeting are as follows:

Name	ADITYA VIKRAMBHAI PATEL	NIHAR GAURANG SHETH	PARESH RAMESHCHANDRA PAREKH
Director Identification Number (DIN)/PAN	09121052	10308024	10895389
DOB	13/07/1993	08/01/1993	29/03/1979
Qualification	B.com, Member of ICSI	B.com, Member of ICSI	B.com, Member of ICAI
Expertise in specific area	Finance, Compliance	Compliance, Administration, Finance	Finance, Taxation, Management
Date of First appointment on the Board of the Company	03/01/2025	03/01/2025	03/01/2025
Shareholding in the Company (Only In case the Director to be appointed is a Non- Executive Director)	Nil	Nil	Nil
List of Directorship held in other companies	i. TRANS INDIA HOUSE IMPEX LIMITED ii. ONECLICK LOGISTICS INDIA LIMITED iii. PALSUN MARITIME (INDIA) LIMITED	Nil	Nil
Names of Listed Entities in which the person holds membership of Committees of the Board	i. TRANS INDIA HOUSE IMPEX LIMITED ii. ONECLICK LOGISTICS	NIL	NIL
Relationship with other Directors/Key Managerial Personnel	Nil	NIL	NIL

HILLTONE SOFTWARE AND GASES LIMITED

CIN: L72200GJ1993PLC020620

Registered Office: B/4, K B Complex, Dairy Road, Mehsana Gujarat- 384002, India

Phone: (02762) 255282 Fax No: (02762) 240055 Email: secretarial.hilltone@gmail.com

Website <https://hilltonegases.com/>

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.jsp 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. 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. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>



<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 sending 5. 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.

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

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'.

(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.
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 990and1800 22 44 30or 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 (tfr14444@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 (tfr14444@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 Saturday, 29th March, 2025 until 5:00 p.m. on Tuesday, April 01st, 2025.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Cut-off date i.e. Tuesday, March 25th, 2025** 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.
- 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/> immediately after declaration of results by the Chairman or a person authorized by him in writing and communicated to the Calcutta Stock Exchange Limited, where the shares of the Company are listed.
- 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.

EXPLANATORY STATEMENT [Pursuant to Sections 102 and 110 of the Companies Act, 2013]
ITEM No. 1

Mr. NIHAR GAURANG SHETH (DIN: 10308024), was appointed as an Additional - Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on 03rd January, 2025, with effect from such Board meeting. In accordance with provisions of the Companies Act, 2013, In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. NIHAR GAURANG SHETH (DIN: 10308024) shall hold office up to the date of the forthcoming Extra-ordinary General Meeting and is eligible to be regularized as an Independent Director for a term up to five years.

A brief profile of Mr. NIHAR GAURANG SHETH (DIN: 10308024), including nature of his expertise, is provided as Annexure-I of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Mr. NIHAR GAURANG SHETH (DIN: 10308024) from Additional Independent Director to Independent Director of the Company for a term up to 5 years with effect from conclusion of this EGM. The Company has also received a declaration from Mr. NIHAR GAURANG SHETH (DIN: 10308024) declaring that he meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

Your Directors recommend to pass this Resolution.

None of the Directors / Key Managerial Personnel of the Company other than Mr. NIHAR GAURANG SHETH (DIN: 10308024), are concerned or interested, financially or otherwise, in the resolution.

ITEM No. 2

Mr. ADITYA VIKRAMBHAI PATEL (DIN: 09121052), was appointed as an Additional - Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on 03rd January, 2025, with effect from such Board meeting. In accordance with provisions of the Companies Act, 2013, In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. ADITYA VIKRAMBHAI PATEL (DIN: 09121052) shall hold office up to the date of the forthcoming Extra-ordinary General Meeting and is eligible to be regularized as an Independent Director for a term up to five years.

A brief profile of Mr. ADITYA VIKRAMBHAI PATEL (DIN: 09121052), including nature of his expertise, is provided as Annexure-I of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Mr. ADITYA VIKRAMBHAI PATEL (DIN: 09121052) from Additional Independent Director to Independent Director of the Company for a term up to 5 years with effect from conclusion of this EGM. The Company has also received a declaration from Mr. ADITYA VIKRAMBHAI PATEL (DIN: 09121052) declaring that he meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

Your Directors recommend to pass this Resolution.

None of the Directors / Key Managerial Personnel of the Company other than Mr. ADITYA VIKRAMBHAI PATEL (DIN: 09121052), are concerned or interested, financially or otherwise, in the resolution.

ITEM No. 3

Mr. PARESH RAMESHCHANDRA PAREKH (DIN: 10895389), was appointed as an Additional - Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on 03rd January, 2025, with effect from such Board meeting. In accordance with provisions of the Companies Act, 2013, In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. PARESH RAMESHCHANDRA PAREKH (DIN: 10895389) shall hold office up to the date of the forthcoming Extra-ordinary General Meeting and is eligible to be regularized as an Independent Director for a term up to five years.

A brief profile of Mr. PARESH RAMESHCHANDRA PAREKH (DIN: 10895389), including nature of his expertise, is provided as Annexure-I of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Mr. PARESH RAMESHCHANDRA PAREKH (DIN: 10895389) from Additional Independent Director to Independent Director of the Company for a term up to 5 years with effect from conclusion of this EGM. The Company has also received a declaration from Mr. PARESH RAMESHCHANDRA PAREKH (DIN: 10895389) declaring that he meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

Your Directors recommend to pass this Resolution.

None of the Directors / Key Managerial Personnel of the Company other than Mr. PARESH RAMESHCHANDRA PAREKH (DIN: 10895389), are concerned or interested, financially or otherwise, in the resolution.

**ATTANDANCE SLIP
EXTRA-ORDINARY GENERAL MEETING**

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id * Client Id*
Regd. Folio No. No. of Shares

Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: _____

I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held on Wednesday, 02nd April, 2025 at 3:30 P.M.. at the registered office of the Company at B/4, K B COMPLEX, DAIRY ROAD, MEHSANA, Gujarat, India, 384002.

Please (✓) in the box
MEMBER PROXY

Signature of Shareholder / Proxy



**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]

CIN: L72200GJ1993PLC020620

Name of the Company: HILLTONE SOFTWARE AND GASES LIMITED

Registered Office: B/4, K B COMPLEX, DAIRY ROAD, MEHSANA, Gujarat, India, 384002

Name of the member (s):

Registered Address:

Email Id:

Folio No/ Client ID:

DP ID:

I/We, being the member (s) of the company holding Equity shares/CCPS, hereby appoint as my/our proxy to attend and vote (on a poll) for me/us and on/my behalf at the Extra-Ordinary General Meeting of the Company, to be held on Wednesday; 02nd April, 2025 at 3.30 PM at the Registered Office of the Company and any adjournment thereof in respect of such resolutions as are indicated below:

- i. TO APPOINT Mr. NIHAR GAURANG SHETH (DIN:-10308024) AS AN INDEPENDENT DIRECTOR OF THE COMPANY
- ii. TO APPOINT Mr. ADITYA VIKRAMBHAI PATEL (DIN:- 09121052) AS AN INDEPENDENT DIRECTOR OF THE COMPANY
- iii. TO APPOINT Mr. PARESH RAMESHCHANDRA PAREKH (DIN:- 10895389) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Signed on the _____ day of _____ 2025

Signature of Shareholder



Signature of Proxy Holder(s)

NOTE - This form of Proxy in order to be valid and effective has to be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Route Map of the venue of EGM: - B/4, K B COMPLEX, DAIRY ROAD, MEHSANA, Gujarat, India, 384002

