



**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

April 03, 2025

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

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

Dear Sir,

Sub: Voting Result and Scrutinizer's Report relating to the Extra-Ordinary General Meeting of the members of the Company held on Wednesday 02nd April, 2025

Scrip Code: 018077

Dear Sir,

In this regard, please find enclosed the Consolidated Scrutinizer's Report along with voting results on the Resolutions passed at the EGM held on 02nd April, 2025 at the Registered office of the company as per the Ministry of Corporate Affairs ("MCA") circulars

We request you to take the same on record.

Thanking you,

Yours Sincerely,

For Hilltone Software and Gases Limited,

HINISHA PATEL,
Company Secretary & Compliance Officer.
M NO: A59842



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Proceeding of the EGM held on Wednesday, 02nd April, 2025 at 03:43 P.M. IST and concluded at 03:50 P.M. IST.

1. The Extra Ordinary General Meeting (“EGM or Meeting”) of the members of the Company was held at 03:43 P.M. IST and concluded at 03:50 P.M. IST. The Meeting was held at the Registered Office of the company in compliance with applicable provisions of the Companies Act, 2013 and rules made thereunder read with the latest applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India (hereinafter collectively referred to as “the Circulars”), to transact the businesses specified in the Notice of the EGM.
2. Chairman of the Meeting
Mr. Niket Shah chaired the Meeting in terms of the Articles of Association of the Company and applicable laws.
3. Directors & KMP Present
Following directors were present during the Meeting:
 - a) Mr. HITALKUMAR SHAH– Whole Time Director
 - b) Mr. NIKETBHAI MAHENDRABHAI SHAH– Managing Director
 - c) Mrs. SAPNABEN HITALBHAI SHAH
 - d) Mr. NIHAR GAURANG SHETH- Independent Director
 - e) Mr. PARESH RAMESHCHANDRA PAREKH- Independent Director
 - f) Mr. PRAFULLBHAI RAMESHCHANDRA MAKVANA- Chief Financial Officer (KMP)
 - g) Mrs. HINISHA PATEL– Company Secretary (KMP)
4. Other Invitees
Mr. Chintan Doshi, Statutory Auditor of the company (K. C. Parikh & Associates) Secretarial Auditor, Mr. Hussain Bootwala (Hussain Bootwala & Associates) and Scrutinizer, Mr. D A Rupawala, were also present at the Meeting.
5. Number of members present at the Meeting
15 Members attended the Meeting.
6. Quorum
Mr. Hital Shah, Whole Time Director informed the members that participation of Members has been reckoned for the purpose of quorum as per Section 103 of Companies



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Act, 2013. Further, requisite quorum being present, the Chairman called the meeting to order and welcomed the members and the invitees to the EGM of the Company.

7. Instruction to members

Mr. Hital Shah, Whole Time Director informed the Members that this meeting is being held in accordance with the applicable laws and members e-voting on the Special Resolutions was carried out in the manner as stated in the Notice of the EGM. He also informed that in compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, the Company had arranged for e-voting facility for all the members holding shares in the Company as on the cut-off date i.e., March 25, 2025. The remote e-voting period commenced on Saturday, March 29, 2025 at 9:00 A.M. IST and ended on Tuesday, April 01, 2025 at 5:00 P.M. IST. Further, the Members attending this meeting and who had not cast their vote during the remote e-voting period were informed about the availability of the facility to vote during the meeting. He then informed that the results of the remote e-voting and voting during the EGM, together with the Report of the Scrutinizer thereon will be disclosed to the Stock Exchanges and will be available on the website of the Company within 2 (Two) working days. As the Notice convening the EGM was circulated to the members of the Company, same was taken as read.

8. Resolutions considered during the meeting

Following business, as set out in the Notice of the EGM, were considered at the meeting:

1. To consider and if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:

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

As the Notice and Annexures are already circulated, we shall consider the resolution as read

2. To consider and if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:

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



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As the Notice and Annexures are already circulated, we shall consider the resolution as read

3. To consider and if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:

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

9. Speaker Session

The WTD requested the members that since this EGM is scheduled for the regularization of three Independent Directors, they should limit their questions to the said agendas only. No queries, feedback, suggestions were received from the members of the company.

10. Conclusion

The Chairman thanked all the shareholders, directors and other invitees for attending the EGM and concluded the meeting. He also authorised the Company Secretary to declare the results of the remote e-voting as well votes cast through voting during the EGM.

Meeting concluded at 3:50 PM.



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]

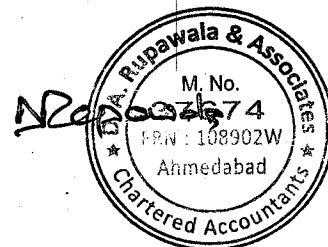
To,
Mr. NIKETBHAI MAHENDRABHAI SHAH,
Extra-Ordinary General Meeting (EGM) of the Equity Shareholders of
HILLTONE SOFTWARE AND GASES LIMITED,
held on 02nd April, 2025 at 03:30 p.m.
at the Registered Office of the company

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and voting during EGM 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 voting process at the Extra Ordinary General Meeting of HILLTONE SOFTWARE AND GASES LIMITED held on Wednesday, 02nd April, 2025 at 03:30 p.m. physically at the registered office of the company. I submit my report as under:

- (i) The Company has provided remote e-voting facility as well as voting facility during the EGM 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 25th March, 2025 were entitled to vote on the resolutions as set out in the Notice of the EGM.
- (iii) The voting period for remote e-voting commenced from Saturday, 29th March, 2025 at 09:00 a.m. and concluded on Tuesday, 01st April, 2025 at 5:00 p.m. and thereafter the NSDL remote e-voting platform was blocked.
- (iv) The Company had provided voting facility to the members who attended the EGM and had not voted on resolutions through remote e-voting, to cast their vote during the EGM.
- (v) After the completion of the voting process at the EGM, the votes cast through e-voting at the EGM 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 EGM 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 EGM of the Members of Company. My responsibility as a Scrutinizer for the remote e-voting and e-voting during the EGM 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 EGM is as under:

➤ **SPECIAL BUSINESS:**

I. Resolution No. 1:- As a Special Resolution

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

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

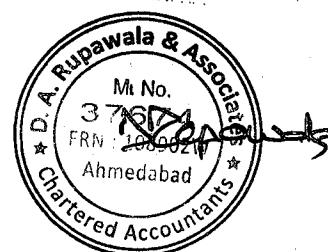
Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	15	15,55,068	100
Voting at the EGM	0	0	0
Total :	15	15,55,068	100

(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
Voting at the EGM	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
Voting at the EGM	0	0
Total :	0	0





**II. Resolution No. 2:- As a Special Resolution
TO APPOINT Mr. ADITYA VIKRAMBHAI PATEL (DIN:- 09121052) AS AN INDEPENDENT DIRECTOR OF
THE COMPANY**

(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	15	15,55,068	100
Voting at the EGM	0	0	0
Total :	15	15,55,068	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
Voting at the EGM	0	0	0
Total :	0	0	0

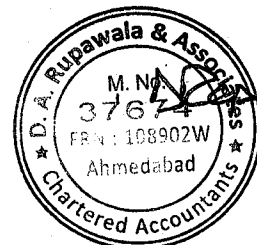
(iii) Invalid votes

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

**III. Resolution No. 3:- As an Special Resolution
TO APPOINT Mr. PARESH RAMESHCHANDRA PAREKH (DIN:- 10895389) AS AN INDEPENDENT
DIRECTOR OF THE COMPANY**

(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	15	15,55,068	100
Voting at the EGM	0	0	0
Total :	15	15,55,068	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
Voting at the EGM	0	0	0
Total :	0	0	0

(iii) Invalid votes

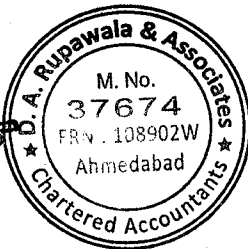
Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting at the EGM	0	0
Total :	0	0

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

Thanking you,
Yours faithfully,

Counter Signed

D.A. Rupawala



D.A. Rupawala
Proprietor

D.A Rupawala & Associates,

Chartered Accountants

Membership No. 37674

Scrutinizer

UDIN: 25037674BMGJFV7036

Date: 02nd April, 2025

Place: Ahmedabad

HINISHA PATEL

Company Secretary & Compliance Officer

(Duly authorized by the Chairman of the Company)



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Annexure I

Voting Results

Date of the EGM	02nd April, 2025
Total number of shareholders on record date	1488
No. of Shareholders attended the Extra Ordinary General Meeting	
Promoters and Promoter Group:	3
Public	12

Agenda- wise disclosure (to be disclosed separately for each agenda item)

RESOLUTION No: 1								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			TO APPOINT Mr. NIHAR GAURANG SHETH (DIN:-10308024) AS AN INDEPENDENT DIRECTOR OF THE COMPANY					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	14,03,500	12,92,700	92.11	12,92,700	0	100	0
	Total	14,03,500	12,92,700	92.11	12,92,700	0	100	0
Public-Institution s	E-Voting	3,70,255	1,60,500	43.35	1,60,500	0	100	0
	Total	3,70,255	1,60,500	43.35	1,60,500	0	100	0
Public- Non Institutions	E-Voting	91,57,045	1,01,868	1.11	1,01,868	0	100	0
	Total	91,57,045	1,01,868	1.11	1,01,868	0	100	0
Total		1,09,30,800	15,55,068	14.23	15,55,068	0	100	0



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RESOLUTION No: 2								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			TO APPOINT Mr. ADITYA VIKRAMBHAI PATEL (DIN:- 09121052) AS AN INDEPENDENT DIRECTOR OF THE COMPANY					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votespolled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	14,03,500	12,92,700	92.11	12,92,700	0	100	0
	Total	14,03,500	12,92,700	92.11	12,92,700	0	100	0
Public- Institutions	E-Voting	3,70,255	1,60,500	43.35	1,60,500	0	100	0
	Total	3,70,255	1,60,500	43.35	1,60,500	0	100	0
Public- Non Institution s	E-Voting	91,57,045	1,01,868	1.11	1,01,868	0	100	0
	Total	91,57,045	1,01,868	1.11	1,01,868	0	100	0
Total		1,09,30,800	15,55,068	14.23	15,55,068	0	100	0



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RESOLUTION No: 3

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			TO APPOINT Mr. PARESH RAMESHCHANDRA PAREKH (DIN:- 10895389) AS AN INDEPENDENT DIRECTOR OF THE COMPANY					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – infavour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votespolled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-Voting	14,03,500	12,92,700	92.11	12,92,700	0	100	0
	Total	14,03,500	12,92,700	92.11	12,92,700	0	100	0
Public-Institution s	E-Voting	3,70,255	1,60,500	43.35	1,60,500	0	100	0
	Total	3,70,255	1,60,500	43.35	1,60,500	0	100	0
Public-Non Institution s	E-Voting	91,57,045	1,01,868	1.11	1,01,868	0	100	0
	Total	91,57,045	1,01,868	1.11	1,01,868	0	100	0
Total		1,09,30,800	15,55,068	14.23	15,55,068	0	100	0