



NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of Reliance Gas Pipelines Limited will be held on Tuesday, July 25, 2023 at 11:30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint Shri Sudhakar Saraswatula (DIN 00001330), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Sudhakar Saraswatula (DIN 00001330), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

Special Business:

3. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to M/s. Sirish Vasant Mohite & Co., Cost Accountants (Membership No. 20677), the Cost Auditors appointed by the Board of



Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2024, be and is hereby ratified.”

By order of the Board of Directors

Sd/-
Kavina Vora
Company Secretary

Date : July 03, 2023

Registered Office:

13th Floor, Maker Chambers IV,
222, Nariman Point,
Mumbai 400 021
CIN: U60300MH1991PLC059678
Website: <https://www.rgpl.co.in>
Phone: +91-22-2278 5000

Notes:

1. The Ministry of Corporate Affairs, has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”), permitted convening and holding of the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) without the physical presence of the Members at a common venue. In compliance with the Companies Act, 2013 and MCA Circulars the Meeting of the Company is being held through VC and notice to all the Members is being sent only through electronic mode by e-mail at their address registered with the Company. The deemed venue for the Meeting shall be the Registered Office of the Company. Detailed instructions to attend, participate and vote at the meeting through VC is attached as **Annexure 1**.
2. A Statement pursuant to Section 102 (1) of the Act, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his / her behalf at the meeting and a proxy need not be a Member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the meeting and hence the Proxy Form is not annexed hereto.
4. Corporate Members intending to authorise their representative(s) to attend the AGM are requested to send to the Company vide an email at kavina.vora@ril.com, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the meeting.
5. Members / Representatives attending the AGM through VC shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013 and accordingly there is no requirement of attendance slip for the meeting through video-conference and hence not annexed hereto.
6. Since the AGM will be held through VC the route map of the venue of the Meeting is not annexed hereto.
7. Members seeking any information with regard to the documents referred to in the Notice or any matter to be considered at the AGM, are requested to write to the Company on or before July 24, 2023 through email at kavina.vora@ril.com. The same will be replied by the Company suitably.

8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available, electronically, for inspection by the members at the commencement of the meeting of the Company and shall remain open and accessible during the meeting. Member seeking to inspect through e-mode is required to notify the Company Secretary on or before July 24, 2023 through email at kavina.vora@ril.com.
9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
10. In terms of Section 152 of the Act, Shri Sudhakar Saraswatula (DIN 00001330), Director, retires by rotation at the Meeting and being eligible, offered himself for appointment. The Board of Directors of the Company commend his appointment.

Details of Shri Sudhakar Saraswatula, as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Shri Sudhakar Saraswatula
Age	65 years
Qualifications	Company Secretary and Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume	Shri Sudhakar Saraswatula is a Fellow Member of the Institute of Chartered Accountants of India and Fellow Member of the Institute of Company Secretaries of India and Qualified Secretary of the Institute of Chartered Secretaries and Administrators – UK and a Law Graduate from Mumbai University, with over four decades of wide-spectrum of experience in Legal, Secretarial, Finance and Accounts fields. He had worked with Reliance Industries Limited for 17 years and Berger Paints India Limited for about 15 years. He is a director in several Reliance Group companies. He is presently associated with Mehta & Mehta (Corporate Legal Firm) as Chief Consultant.
Terms and conditions of appointment	Liabile to retire by rotation
Remuneration (including sitting fees, if any) last drawn in F.Y. 2022 – 23	Sitting Fees of Rs.30,000/- paid for attending Board and Committee Meetings for the financial year 2022-23

Particulars	Shri Sudhakar Saraswatula
Remuneration proposed to be paid	Fee for attending meetings of the Board of Directors or Committee thereof or for any other purpose as may be decided by the Board.
Date of first appointment on the Board	March 24, 2009
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2023	One share held jointly with Reliance Industries Limited ("RIL"). Beneficial interest is with RIL.
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year 2022-23	4
Directorship in other Board as on March 31, 2023	<ol style="list-style-type: none"> 1. Creative Agrotech Private Limited 2. Centura Agro Private Limited 3. Noveltech Agro Private Limited 4. Rocky Farms Private Limited 5. Rakshita Commercials Private Limited 6. Prakhar Commercials Private Limited 7. KCIPI Trading Company Private Limited 8. Vishnumaya Commercials Private Limited 9. Indiawin Sports Private Limited 10. Reliance Sibur Elastomers Private Limited 11. Einsten Commercials Private Limited 12. Reliance Innovative Building Solutions Private Limited 13. Jio Infrastructure Management Services Limited 14. Gujarat Chemical Port Limited 15. Reliance Ethane Pipeline Limited
Membership / Chairmanship of Committees of the other Boards as on March 31, 2023	<p><u>Chairman of Audit Committee in the following Companies:</u></p> <ol style="list-style-type: none"> 1. Reliance Ethane Pipeline Limited <p><u>Member of Nomination and Remuneration Committee in the following Companies:</u></p> <ol style="list-style-type: none"> 1. Reliance Ethane Pipeline Limited <p><u>Chairman of Corporate Social Responsibility Committee in the following Companies:</u></p> <ol style="list-style-type: none"> 1. Reliance Ethane Pipeline Limited

Particulars	Shri Sudhakar Saraswatula
	<u>Member of Corporate Social Responsibility Committee in the following Companies:</u> 1. Indiawin Sports Private Limited

Shri Sudhakar Saraswatula is interested in the Ordinary Business set out at Item No. 2 of this Notice with regard to his appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 and 2 of the Notice.



Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No.3

The Board of Directors have approved the appointment and remuneration of M/s. Sirish Vasant Mohite & Co., Cost Accountants (Membership No. 20677), as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024 at a remuneration of Rs. 27,000/- (Rupees Twenty Seven Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as approved by the Board, has to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024 by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

By order of the Board of Directors

Sd/-
Kavina Vora
Company Secretary

Date : July 03, 2023

Registered Office

13th Floor, Maker Chambers IV,
222, Nariman Point,
Mumbai 400 021
CIN: U60300MH1991PLC059678
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Annexure 1

Members are requested to note the following in accordance with MCA circulars:

1. The meeting through VC would be conducted through “Microsoft Teams” which enables two-way audio and VC. Members are requested to join the Meeting using the following link:

[Click here to join the meeting](#)

Detailed instructions on installing Microsoft Teams is attached as Annexure 2

2. The link to join the meeting shall be activated 15 minutes before the meeting.
3. E-mail address of the Company Secretary of the Company, Ms. Kavina Vora i.e. kavina.vora@ril.com is designated for correspondences / voting and all other purposes related to the meeting.
4. In the event of demand for poll at the meeting, members shall send their votes by email from their email address which is registered with the Company and shall only be sent to the designated email address mentioned in point no. 3 above.
5. For any assistance before or during the meeting, members may contact, Ms. Kavina Vora on +91-8879434953.

Annexure 2

The instruction for participating in the meeting through VC:

1. Members would have received an email from the Company to participate in the Meeting through VC on your email address registered with the Company.
2. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on “Join Microsoft Teams Meeting” option from the email. You will connect to the meeting.
3. In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For participating through **Windows / Apple powered Laptops / Computer devices:**

Open the email invitation using **Google Chrome** browser



Simply click on “**Join Microsoft Teams Meeting**” option from the email invitation / your calendar events.



A new Browser window would open. Select “**Join on the web instead**”. Once you reach to the “**Enter Name**” prompt, enter your name and click “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

Option 2

For installing Microsoft Teams on your **iPad / apple devices / iPad / Android devices:**

Click on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events



System will prompt you to download Microsoft Teams



Download and Install Microsoft teams. Please do not try to login.





Once installed, click on invitation once again on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events



You will be prompted to Microsoft Teams application



Click on “**Join as a Guest**” option



Type your Name and once again click on “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.