

## NOTICE

Notice is hereby given that the Twenty-seventh Annual General Meeting of the Members of Reliance Gas Pipelines Limited will be held on Monday, September 4, 2017, at 2.00 p.m. at the Registered Office of the Company at 9<sup>th</sup> Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, to transact the following businesses:

### Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint Shri S. Sudhakar (DIN: 00001330) as Director of the Company who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri S. Sudhakar (DIN: 00001330), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To ratify the appointment of Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of Chaturvedi & Shah, Chartered Accountants (Firm Registration



No. 101720W), as Auditors of the Company, be ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company."

**By order of the Board of Directors**

A handwritten signature in blue ink, appearing to read "V. Pethe", is positioned above the printed name of the Company Secretary.

**Vikas Pethe  
Company Secretary**

Place : Mumbai  
Date : July 10, 2017

Registered Office

9<sup>th</sup> Floor, Maker Chambers IV  
222, Nariman Point, Mumbai 400 021  
CIN: U60300MH1991PLC059678  
Phone: 22-2278 5000

**Notes:**

1. **A Member entitled to attend and vote at the Annual General Meeting (the Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.**

2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In terms of Section 152 of the Companies Act, 2013, Shri S. Sudhakar (DIN: 00001330), Director, retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment. Brief profile of Shri S. Sudhakar and other requisite details 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 annexed to this Notice.
4. Shri S. Sudhakar is concerned or interested in the Ordinary Resolution set out at Item No.2 of the Notice with regard to his re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / relatives of the Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at Item Nos. 1 and 3 of the Notice.
5. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip and copy of their Annual Report.
6. 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 at the Meeting.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered

Office of the Company on all working days, except Saturdays, Sundays and Public Holidays, during business hours upto the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.

8. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto. The prominent landmark for the venue of the Meeting is the Oberoi Hotel.

9. Meetings of the Board and Committees of Directors:

Attendance of Directors at Board meetings / Committee meetings during the financial year 2016-17 is as follows:

<b>Name of the Director / Member</b>	<b>Board Meeting</b>	<b>Audit Committee</b>	<b>Nomination and Remuneration Committee</b>
Shri S. Sudhakar	4	4	2
Shri Amit Mehta	3	NA	NA
Shri Venkata Ravikumar Prekki	3	NA	NA
Shri Shivkumar R. Bhardwaj	4	4	2
Shri Chandrakant S. Gokhale	4	4	2
Ms. Geeta Fulwadaya	3	NA	1

## ANNEXURE

### Profile of Shri S. Sudhakar (DIN: 00001330) director (seeking re-appointment):

Shri S. Sudhakar, aged 60 years is a Fellow member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. Shri Sudhakar apart from membership of these two prestigious professional institutes, he is also a law graduate. He is associated with Reliance Group for over a decade. He has more than three decades of wide exposure and expertise in various facets of corporate matters & laws, which *inter alia* includes corporate finance, accounts, restructuring, Board and Shareholders' relations, corporate laws, governance and compliances.

### Other details of Shri S. Sudhakar is as under:

Terms and conditions of appointment/re-appointment	Liable to retire by rotation
Directorship in other Companies	As per Annexure I attached
Date of first appointment on the Board	March 24, 2009
No. of Meetings of the Board attended during the FY 2016-17	4 meetings
Chairmanship/ Membership of Board Committees of the other Companies	As per Annexure II attached
Shareholding in the Company	Nil [Holds one share jointly with Reliance Industries Limited (RIL). Beneficial interest is with RIL]
Remuneration drawn in the Company for the FY 2016 -17	Nil
Remuneration sought to be paid	Nil
Relation with any Director, Manager and other Key Managerial Personnel of the Company	Nil

**ANNEXURE I**

**Directorship in other Companies**

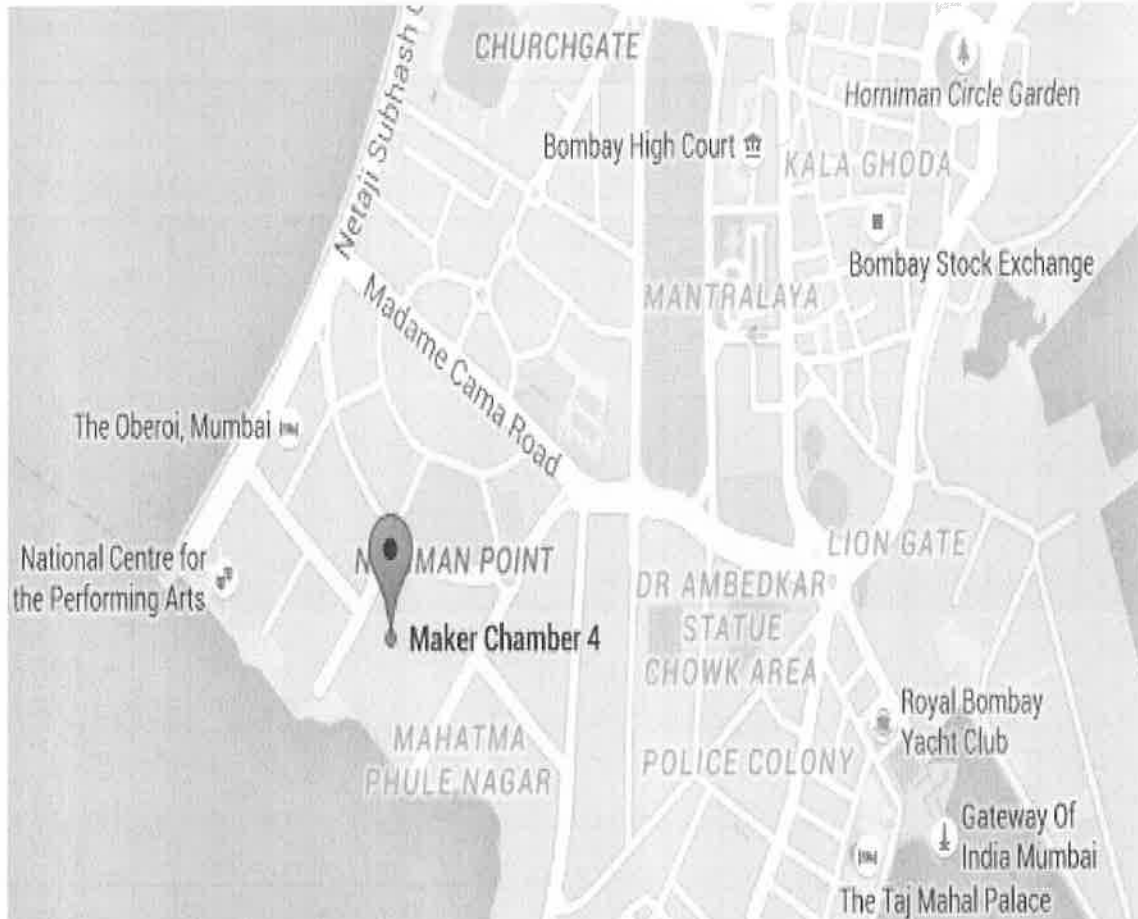
Sr. No.	Name of Company
1.	Centura Agro Private Limited
2.	Creative Agrotech Private Limited
3.	Einsten Commercials Private Limited
4.	Indiawin Sports Private Limited
5.	KCIPI Trading Company Private Limited
6.	Noveltech Agro Private Limited
7.	Prakhar Commercials Private Limited
8.	Rakshita Commercials Private Limited
9.	Reliance Aromatics and Petrochemicals Limited
10.	Reliance Chemicals Limited
11.	Reliance Energy Generation and Distribution Limited
12.	Reliance Global Commercial Limited
13.	Reliance Sibur Elastomers Private Limited
14.	Reliance Universal Commercial Limited
15.	Reliance Universal Enterprises Limited
16.	Rocky Farms Private Limited
17.	Vishnumaya Commercials Private Limited

**ANNEXURE II**

**Chairmanship / Membership of Board Committees of the other Companies**

<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Member / Chairman</b>
Reliance Chemicals Limited	Audit Committee	Chairman
	Corporate Social Responsibility Committee	Chairman
Reliance Universal Enterprises Limited	Audit Committee	Chairman
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Chairman
Reliance Aromatics And Petrochemicals Limited	Audit Committee	Chairman
	Nomination and Remuneration Committee	Chairman
	Corporate Social Responsibility Committee	Chairman
Indiawin Sports Private Limited	Nomination and Remuneration Committee	Chairman
	Corporate Social Responsibility Committee	Member
Reliance Energy Generation and Distribution Limited	Audit Committee	Chairman
	Nomination and Remuneration Committee	Member

## ROUTE MAP TO THE AGM VENUE



Landmark: Near Oberoi Hotel