

NOTICE

Notice is hereby given that the Twenty-eighth Annual General Meeting of the Members of Reliance Gas Pipelines Limited will be held on Friday, July 20, 2018 at 10.30 a.m. at the Registered Office of the Company at 9th 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, 2018 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, 2018 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 Amit Mehta (DIN: 05112454) 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 Amit Mehta (DIN: 05112454), 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 appoint Ms. Geeta Fulwadaya (DIN: 03341926) as Director of the Company, who retires by rotation and being eligible, offers herself 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, Ms. Geeta Fulwadaya (DIN: 03341926), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Special Business:

4. To re-appoint Shri Shivkumar R. Bhardwaj as an Independent Director and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Shivkumar R. Bhardwaj (DIN: 00001584), who holds office as an Independent Director of the Company up to July 21, 2018 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years effective July 22, 2018, on the Board of the Company.”

5. To re-appoint Shri Chandrakant S. Gokhale as an Independent Director and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Chandrakant S. Gokhale (DIN: 00012666), who holds office as an Independent Director of the Company up to July 21, 2018 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 3 (three) consecutive years effective July 22, 2018, on the Board of the Company.”

6. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019 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 148 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the (Audit and Auditors) Rules, 2014 (including any statutory



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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 convening this Meeting, to be paid to M/s. Sirish Vasant Mohite & Co., Cost Accountants (Membership No. 206777), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2019, be and is hereby ratified."

By order of the Board of Directors

A handwritten signature in blue ink, appearing to read "V. Pethe".

**Vikas Pethe
Company Secretary**

Place : Mumbai
Date : July 17, 2018

Registered Office

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

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting (the Meeting) is annexed hereto.
2. **A member entitled to attend and vote at 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. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. Corporate Members intending to send their authorised representative(s) 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.
5. In terms of Section 152 of the Companies Act, 2013, Shri Amit Mehta (DIN: 05112454) and Ms. Geeta Fulwadaya (DIN: 03341926), Directors, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments.
6. Shri Amit Mehta and Ms. Geeta Fulwadaya are interested in the Ordinary Resolutions set out at Item Nos. 2 and 3 of the Notice, respectively, with regard to their re-appointment. Save and except the above, none of the other 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 at Item Nos. 1 to 3 of the Notice.
7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for



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ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 29, 2014.

8. Details of Directors retiring by rotation/seeking re-appointment at the ensuing Meeting are provided in the 'Annexure - 1' to the Notice.
9. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. 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.
10. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company during business hours upto the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.



**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
("the Act")**

Item Nos. 4 and 5

Shri Shivkumar R. Bhardwaj (DIN: 00001584) and Shri Chandrakant S. Gokhale (DIN: 00012666) were appointed as Independent Directors of the Company and they holds office as such up to July 21, 2018 ("first term").

The Nomination and Remuneration Committee ("NRC") of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Shri Shivkumar R. Bhardwaj and Shri Chandrakant S. Gokhale, as Independent Directors for a second term of 3 (three) consecutive years on the Board of the Company effective July 22, 2018.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the NRC, considers that, given their experience and background and the contribution made by them during their tenure, the continued association of Shri Shivkumar R. Bhardwaj and Shri Chandrakant S. Gokhale, would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Shri Shivkumar R. Bhardwaj and Shri Chandrakant S. Gokhale, as Independent Directors of the Company, not liable to retire by rotation, for a second term of 3 (three) consecutive years on the Board of the Company effective July 22, 2018.

Shri Shivkumar R. Bhardwaj and Shri Chandrakant S. Gokhale, are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members under Section 160 of the Act proposing the candidature of Shri Shivkumar R. Bhardwaj and Shri Chandrakant S. Gokhale, for the office of Independent Directors of the Company.

The Company has received declarations from Shri Shivkumar R. Bhardwaj and Shri Chandrakant S. Gokhale, that they meets with the criteria of independence as prescribed Section 149(6) of the Act.

In the opinion of the Board, Shri Shivkumar R. Bhardwaj and Shri Chandrakant S. Gokhale, fulfils the conditions for their appointment as Independent Directors as specified in the Act read with the rules made thereunder. Shri Shivkumar R. Bhardwaj and Shri Chandrakant S. Gokhale are independent of the management and possesses appropriate skills, experience and knowledge.

Copy of draft letter of appointment of Shri Shivkumar R. Bhardwaj and Shri Chandrakant S. Gokhale, setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company. The said terms and conditions of appointment are also available on the website of the Company at www.rgpl.co.in.



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Save and except Shri Shivkumar R. Bhardwaj and Shri Chandrakant S. Gokhale and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 4 and 5 of the Notice.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, re-appointment of Independent Directors requires approval of members by way of a Special Resolution.

The Board commends the Special Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the members.

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Sirish Vasant Mohite & Co., Cost Accountants (Membership No. 206777), as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 at a remuneration of Rs. 40,000 (Rupees Forty 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 (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors approved by the Board, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019 by passing an Ordinary Resolution as set out at Item No. 6 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 set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

By order of the Board of Directors

Vikas Pethe
Company Secretary

Place : Mumbai
Date : July 17, 2018

Registered Office
9th Floor, Maker Chambers IV
222, Nariman Point, Mumbai 400 021
CIN: U60300MH1991PLC059678
Phone: 22-2278 5000

Profile of the Directors seeking re-appointment:-

1. Shri Amit Mehta (DIN: 05112454):

Shri Amit Mehta, aged 45 years, is a B.E. (Chemical Engineer) from IIT Roorkee. He completed PGDBM from IMT Ghaziabad. He has been associated with Reliance Group for over a decade and has extensive experience in the Indian natural gas sector with expertise in field of marketing, business development, commercial and contract management. He is also a director of India Gas Solutions Private Limited.

2. Ms. Geeta Fulwadaya (DIN: 03341926):

Ms. Geeta Fulwadaya, aged 39 years, is a (i) Commerce Graduate; (ii) Associate member of the Institute of Company Secretaries of India and a (iii) Law graduate from Government Law College. She has been associated with Reliance Group for over a decade and has extensive experience in the field of corporate laws and allied matters. She is also Director on Board of a couple of Companies, details of which are given in the Appendix annexed to this Notice.

3. Shri Shivkumar R. Bhardwaj (DIN: 00001584)

Shri Shivkumar R. Bhardwaj, aged 74 years, is an advocate. He did his M.A. from the Punjab University, Chandigarh and LLB from the University of Delhi, Delhi. He joined Indian Revenue Service (IRS) in the year 1968 and retired as Member of Central Board of Excise & Customs, Ministry of Finance in the rank of Special Secretary to the Government of India. He worked on different assignments both in the field as well as in the Secretariat. He is also Director on Board of a couple of Companies, details of which are given in the Appendix annexed to this Notice.

4. Shri Chandrakant S. Gokhale (DIN: 00001584)

Shri Chandrakant S. Gokhale, aged 74 years, is a Science graduate from Pune University. He did an Advanced Management Course from LEEDS UNIVERSITY and obtained Ph. D. from an US University. He has over 45 years of experience in leading Indian Companies. He has held very important positions in various industry associations, both in India and Internationally. He has been a Visiting Professor at various institutions including Indian Institutes of Management, Ahmedabad and Bangalore and many others. Since retirement in March 2009, he has been a Management Consultant in the fields Project Appraisal, Strategic Management, Marketing, WTO matters and legal compliance for Anti-Dumping and safe guard actions and Competition Policy and MRTP. He is also Director on Board of a couple of Companies, details of which are given in the Appendix annexed to this Notice.

Other details of Directors seeking re-appointment are as under:

Particulars	Shri Amit Mehta	Ms. Geeta Fulwadaya	Shri Shivkumar R. Bhardwaj	Shri Chandrakant S. Gokhale
Terms and conditions of appointment/re-appointment	Liable to retire by rotation	Liable to retire by rotation	Independent Director for a period of 3 (three) years from July 22, 2018 to July 21, 2021	Independent Director for a period of 3 (three) years from July 22, 2018 to July 21, 2021
• Directorship in other Companies	• India Gas Solutions Private Limited	<ul style="list-style-type: none"> • IMG Reliance Limited • Reliance Retail Limited • Reliance SMSL Limited • Jamnagar Utilities & Power Private Limited • Reliance Petro Marketing Limited • Reliance Commercial Dealers Limited • Sikka Ports and Terminals Limited • Prakhar Commercials Private Limited 	<ul style="list-style-type: none"> • Reliance Ambit Trade Private Limited • Reliance Aromatics And Petrochemicals Limited • Reliance Corporate IT Park Limited • Reliance Energy And Project Development Limited • Reliance Petro Marketing Limited • Reliance Polyolefins Limited • Reliance Prolific Commercial Private Limited • Reliance Strategic Investments Limited • Reliance World Trade Private Limited 	<ul style="list-style-type: none"> • Reliance Eminent Trading & Commercial Private Limited • Reliance Petro Marketing Limited • Reliance Progressive Traders Private Limited • Reliance Prolific Traders Private Limited • Reliance Sibur Elastomers Private Limited • Reliance Universal Traders Private Limited • Reliance Vantage Retail Limited
Date of first appointment on the Board	February 12, 2013	July 22, 2015	July 22, 2015	July 22, 2015
No of Meetings of the Board attended during the FY 2017-18	5 meetings	4 meetings	5 meetings	4 meetings
Chairmanship/ Membership of Board/ Committees of the other Companies	Nil	As per <u>Annexure – 2</u> attached		
Shareholding in the Company	Nil	Nil	Nil	Nil
Remuneration drawn in the Company for the FY 2017-18	Sitting fees of Rs. 25,000 paid for attending Board Meetings for the financial year 2017-18	Sitting fees of Rs. 40,000 paid for attending Board and Committee Meetings for the financial year 2017-18	Sitting fees of Rs. 3,00,000 paid for attending Board and Committee Meetings for the financial year 2017-18	Sitting fees of Rs. 2,50,000 paid for attending Board and Committee Meetings for the financial year 2017-18
Remuneration sought to be paid	Sitting fees to be paid for attending Board Meetings for the financial year 2018-19	Sitting fees to be paid for attending Board and Committee Meetings for the financial year 2018-19	Sitting fees to be paid for attending Board and Committee Meetings for the financial year 2018-19	Sitting fees to be paid for attending Board and Committee Meetings for the financial year 2018-19
Relation with any Director, Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil	Nil

Annexure – 2

Chairmanship/Membership of Board/Committees of the other Companies

Ms. Geeta Fulwadaya:

Name of the Company	Name of the Committee	Member / Chairman
Sikka Ports & Terminals Limited	Finance Committee	Member
Reliance Retail Limited	Compliance Committee	Member
Jamnagar Utilities & Power Private Limited	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility	Member

Shri Shivkumar R. Bhardwaj:

Name of the Company	Name of the Committee	Member / Chairman
Reliance Aromatics And Petrochemicals Limited	1. Audit Committee 2. Nomination And Remuneration Committee 3. Corporate Social Responsibility Committee	Member
Reliance Energy And Project Development Limited	1. Audit Committee 2. Nomination And Remuneration Committee 3. Corporate Social Responsibility Committee	Member
Reliance Polyolefins Limited	1. Audit Committee 2. Nomination And Remuneration Committee 3. Corporate Social Responsibility Committee	Member
Reliance World Trade Private Limited	1. Audit Committee 2. Nomination And Remuneration Committee 3. Corporate Social Responsibility Committee	Member

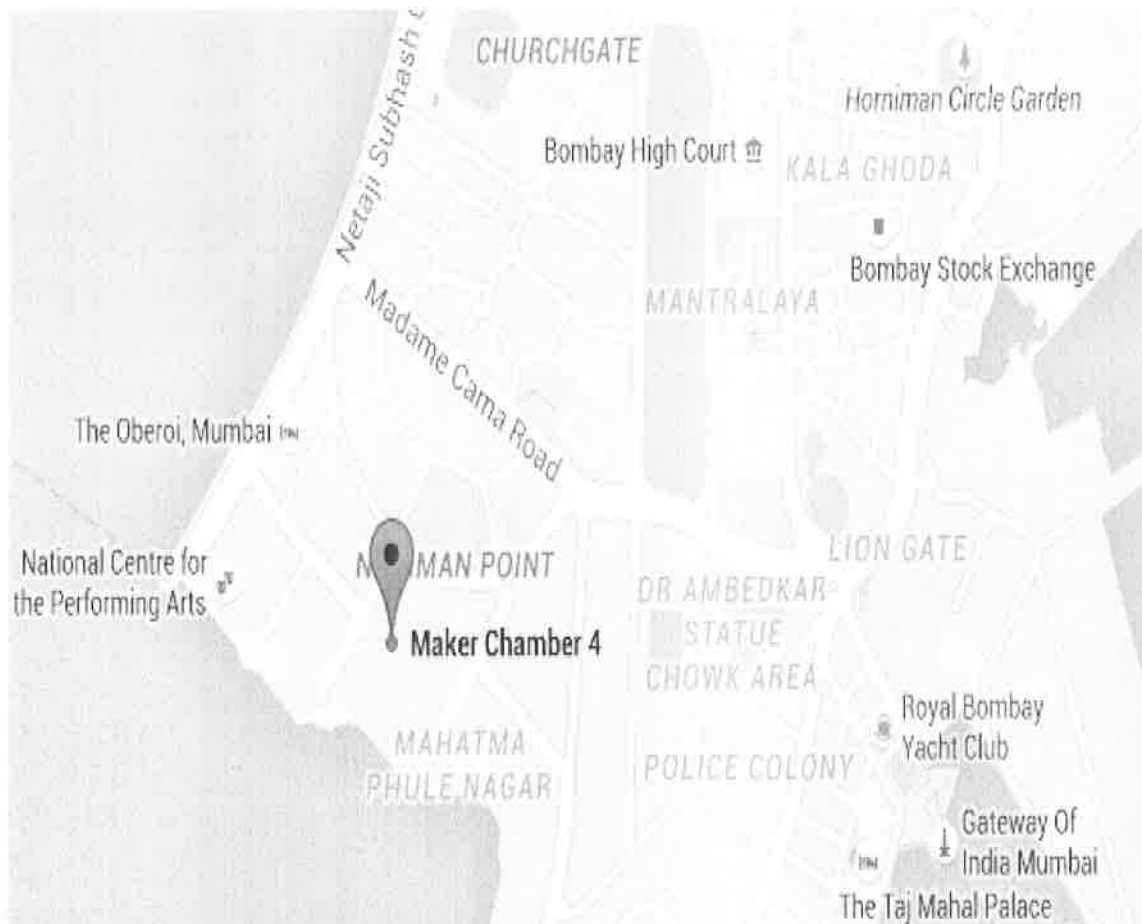
Name of the Company	Name of the Committee	Member / Chairman
Reliance Strategic Investments Limited	1. Audit Committee 2. Nomination And Remuneration Committee 3. Corporate Social Responsibility Committee 4. Information Technology Strategy Committee	Member Chairman
Reliance Petro Marketing Limited	1. Audit Committee 2. Nomination And Remuneration Committee 3. Corporate Social Responsibility Committee	Member
Reliance Corporate IT Park Limited	1. Audit Committee 2. Nomination And Remuneration Committee 3. Corporate Social Responsibility Committee	Member
Reliance Prolific Commercial Limited	1. Audit Committee 2. Nomination And Remuneration Committee	Member
Reliance Ambit Trade Private Limited	1. Audit Committee 2. Nomination And Remuneration Committee	Member

Shri Chandrakant S. Gokhale:

Name of the Company	Name of the Committee	Member / Chairman
Reliance Vantage Retail Limited	1. Audit Committee 2. Nomination And Remuneration Committee	Member
Reliance Prolific Traders Private Limited	1. Audit Committee 2. Nomination And Remuneration Committee 3. Corporate Social Responsibility Committee	Member

Name of the Company	Name of the Committee	Member / Chairman
Reliance Progressive Traders Private Limited	1. Audit Committee 2. Nomination And Remuneration Committee 3. Corporate Social Responsibility Committee	Member
Reliance Universal Traders Private Limited	1. Audit Committee 2. Nomination And Remuneration Committee	Member
Reliance Petro Marketing Limited	1. Audit Committee 2. Nomination And Remuneration Committee 3. Corporate Social Responsibility Committee	Member
Reliance Eminent Trading & Commercial Private Limited	1. Audit Committee 2. Nomination And Remuneration Committee 3. Corporate Social Responsibility Committee	Member
Reliance Sibur Elastomers Private Limited	1. Audit Committee 2. Nomination And Remuneration Committee 3. Corporate Social Responsibility Committee	Member

ROUTE MAP TO THE AGM VENUE



Landmark: Near Oberoi Hotel