

NOTICE

Notice is hereby given that the Twenty-Ninth Annual General Meeting of the Members of Reliance Gas Pipelines Limited will be held on Tuesday, August 20 2019 at 11.00 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, 2019 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2019 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 Venkata Ravikumar Prekki (DIN: 06537524) as Director of the Company who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Venkata Ravikumar Prekki (DIN: 06537524), 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 re-appoint M/s. Chaturvedi & Shah LLP, Chartered Accountants as Statutory auditors for another term of 3(three) years and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. Chaturvedi & Shah LLP, Chartered Accountants, (Registration No. 101720W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty-second(32nd) Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business:

4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020 and in this regard, pass 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 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, 2020, be and is hereby ratified."

5. To appoint Shri Amit Mehta (DIN: 05112454), as a Whole Time Director designated as Chief Executive Officer (CEO) of the Company and approve remuneration payable to him and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Shri Amit Mehta (DIN: 05112454), as a Whole Time Director, designated as Chief Executive Officer of the Company for a period of five (5) years with effect from August 1, 2019 upto July 31, 2024 on the terms and conditions and payment of such remuneration, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, as it may deem fit and as may be acceptable to Shri Amit Mehta, subject to the same being within the limits specified under Section 197 of the Act read with Section I of part II of Schedule V to the Act or any statutory modification(s) or re-enactment(s) thereof;

RESOLVED FURTHER THAT if in any financial year, during the currency of tenure of appointment of Shri Amit Mehta commencing from 1st August, 2019, the Company has no profit or its profits are inadequate, the Company shall pay remuneration to him as prescribed under Section II of Part II of Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force);



Gas Pipelines Limited

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

**(Kavina Vora)
Company Secretary**

Place : Mumbai
Date : July 24, 2019

Registered Office

13th 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 and proxy form 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 Venkata Ravikumar Prekki (DIN: 06537524), Director, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.
6. Shri Venkata Ravikumar Prekki is 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 / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at Item Nos. 1 to 3 of the Notice.
7. M/s. Chaturvedi & Shah were appointed as Statutory Auditors of the Company during Financial Year 2012-13 and 2013-14, prior to their appointment for the first term of five years in the 24th AGM held on September 29, 2014 to hold office up to conclusion of this AGM (29th AGM). Hence, it is recommended to re-appoint the statutory auditors for another term of 3 years, in accordance with the provisions of Section 139 of the Companies Act, 2013.



8. Details of Director retiring by rotation/seeking re-appointment at the ensuing Meeting are provided in the 'Annexure' 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 accompanying Notice and the Statement are open for inspection by the members 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 No. 4

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, 2020 at a remuneration of Rs. 42,000/- (Rupees Forty Two 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, 2020 by passing an Ordinary Resolution as set out at Item No. 4 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. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

Shri. Amit Mehta (DIN: 05112454) is a Director of the Company since February 12, 2013 designated as Non-Executive Director.

The Nomination and Remuneration Committee recommended to the Board and the Board had, at its Meeting held on July 15, 2019, subject to the approval of members, appointed Shri Amit Mehta, Director as Whole- Time Director, designated as CEO of the Company, for a period of five (5) years with effect from 1st August, 2019 as per the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (NRC) of the Board and approved by the Board.

It is proposed to seek members' approval by passing a special resolution for the appointment and remuneration payable to Shri Amit Mehta, as a Whole-Time Director, designated as CEO of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment of Shri Amit Mehta, Whole- Time Director and remuneration payable to him are as under:

1. Remuneration will include:

- (i) **Salary and Allowances:** In the range of Rs. 7 lakhs to Rs. 10 lakhs per month. Allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) thereto or re-enactment(s) thereof; in the absence of any such rules, allowances shall be evaluated at actual cost.
- (ii) **Perquisites:** In addition to salary and allowances, perquisites shall include insurance, leave travel allowance for self and family including dependents and such other perquisites as per Company rules. The said perquisites shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) thereto or re-enactment(s) thereof; in the absence of any such rules, the perquisites shall be evaluated at actual cost.

2. The Company's contribution to provident fund, superannuation or annuity fund, to the extent these either singly or put together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the Rules of the Company, and to the extent not taxable under the Income Tax law, shall not be included, in case of no profit or inadequate profit, for the purpose of computation of the overall ceiling of remuneration.

3. Any increment in salary, perquisites, and allowances and amounts, if any, by way of incentive / bonus payable to Shri Amit Mehta, as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be in addition to remuneration under 1 above provided that the total



payment under (1) to (3) shall be within the overall ceiling of remuneration permissible under the Act.

4. Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging during business trips; use of corporate credit card and provision of any medical assistance; provision of car(s) and use thereof on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

5. **General:**

- (a) During the currency of tenure of Shri Amit Mehta commencing from August 1, 2019, Shri Amit Mehta shall be paid remuneration under 1 to 3 above, not exceeding 10% of net profits of the Company as per the provisions of Section 197 of the Companies Act, 2013.
- (b) Where in any financial year, during the currency of tenure of Shri Amit Mehta the Company has no profits or its profits are inadequate, the Company shall pay to Shri Amit Mehta, remuneration as prescribed under Section II of Part II of Schedule V to the Act or any statutory modification(s) thereto or re-enactment(s) thereof, for a period of 3 (three) years based on effective capital calculated based on the audited financial statement as on 31st March, 2019.
- (c) The Whole-Time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-Time Director will be under the overall supervision and authority of the Board of Directors of the Company.
- (d) The Whole-Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (e) The Whole-Time Director shall adhere to the Company's Code of Conduct.
- (f) The office of the Whole-Time Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.
- (g) Sitting fees shall be payable for attending meetings of the Board/ Committee in addition to the remuneration under (1) above.



Information required to be disclosed in this Statement in terms of provisions of Section II of Part II of Schedule V of the Companies Act, 2013 are as under:

I. General Information

1. Nature of industry:

The Company is mainly engaged in the business of providing pipeline infrastructure services. The Company has also been engaged in the Ethane Trading business.

2. Date or expected date of commencement of commercial production:

The Company had been granted authorization on July 11, 2013 by Petroleum and Natural Gas Regulatory Board (PNGRB), to lay, build, own and operate natural gas pipeline from Shadol (Madhya Pradesh) to Phulpur (Uttar Pradesh). The Shadol-Phulpur Pipeline (SHPPL) traverse a distance of approx. 302 Kms. The Company had completed construction of SHPPL and the pipeline is in commercial operation.

The Company had also received acceptance of PNGRB on August 20, 2014, to lay, build, own and operate a dedicated pipeline for transportation of liquid ethane from Dahej (Gujarat) to Nagothane (Maharashtra) and is named as Dahej-Nagothane Ethane Pipeline (DNEPL). The DNEPL trunk pipeline is approximately 430 km. long. The Company has completed construction of DNEPL and commercial operation has started in this Financial Year, on November 1, 2018.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable, since the Company was incorporated on January 4, 1991.

4. Financial performance based on given indicators:

One of the major project of the Company viz DNEPL has commenced its operations from 1st November 2018, hence the operations of this project has been realized only for 5 months during the Financial Year 2018-19. Going forward, the Company expects to experience good cash flows and profits.

5. Foreign investments or collaborations, if any:

The share capital of the Company is entirely held by domestic Indian Bodies Corporate and Individuals.

II. Information about the appointee:

1. Background details : Shri Amit Mehta

Shri Amit Mehta, aged 46 years is a B.E. (Chemical Engineer) from IIT Roorkee. He did PGDBM from IMT Ghaziabad.

Shri Amit Mehta is a Director of the Company since February 12, 2013.

Shri Amit 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.

2. Past remuneration

Being a director, he had been drawing sitting fees for attending Board/ Committee Meetings.

3. Recognition or awards

None

4. Job profile and his suitability

As a Director, Shri Amit Mehta is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board. Shri Amit Mehta is a Senior Corporate Executive of proven calibre and skill and is having wide ranging experience in the industry.

5. Remuneration proposed

As per item no 5 of the 'Statement pursuant to section 102(1) of the Companies Act, 2013' annexed to the Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

The remuneration proposed is commensurate with the remuneration paid to similar senior level personnel in other Companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Shri Amit Mehta does not have any pecuniary relationship with the Company other than the sitting fee payable to him as a Director of the Company. He is



working with the Company purely in a professional capacity. There are no other managerial personnel in the Company.

III. Other information:

1. Reasons of loss or inadequate profits

One of the major project of the Company viz DNEPL has commenced its operations from 1st November 2018, hence the operations of this project has been realized only for 5 months during the Financial year 2018-19.

2. Steps taken or proposed to be taken for improvement

Going forward, the Company expects to experience good cash flows and profits.

3. Expected increase in productivity and profits in measurable terms

Continuous efforts are being made to expand operations and increase productivity and profitability.

Shri Amit Mehta has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and appoint him as a Whole- Time Director, designated as CEO.

Shri Amit Mehta satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Amit Mehta under Section 190 of the Act.

Details of Shri Amit Mehta are provided in the ' Annexure' to the Statement.

Save and except Shri Amit Mehta and his 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 anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.



The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

By order of the Board of Directors

K. K. Vora

**(Kavina Vora)
Company Secretary**

Place : Mumbai
Date : July 24, 2019

Registered Office

13th Floor, Maker Chambers IV
222, Nariman Point, Mumbai 400 021
CIN: U60300MH1991PLC059678
Phone: 22-2278 5000

Annexure

Profile of the Director seeking re-appointment:-

1. Shri Venkata Ravikumar Prekki (DIN: 06537524):

Shri Venkata Ravikumar Prekki, aged 48 years is a B.E. (Mechanical) and is an alumni of leadership program at IIM Bangalore. Shri Prekki has been associated with Reliance Group from 1997 and has diverse experience in Reliance Industries Limited which spans Petrochemicals, Refinery and Exploration and Production.

Other details of Shri Venkata Ravikumar Prekki is as under:

Terms and conditions of appointment/re-appointment	Liabile to retire by rotation
Directorship in other Companies	None
Date of first appointment on the Board	April 4, 2013
No. of Meetings of the Board attended during the FY 2018-19	2 meetings
Chairmanship/ Membership of Board Committees of the other Companies	Nil
Shareholding in the Company	Nil
Remuneration drawn in the Company for the FY 2018 -19	Sitting fees of Rs. 10,000 paid for attending Board Meetings for the financial year 2018-19
Remuneration sought to be paid	Sitting fees to be paid for attending Board and Committee Meetings for the financial year 2019-20
Relation with any Director, Manager and other Key Managerial Personnel of the Company	Nil

Shri Amit Mehta (DIN: 05112454):

Shri Amit Mehta, aged 46 years is a B.E. (Chemical Engineer) from IIT Roorkee. He did PGDBM from IMT Ghaziabad. Shri Amit 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.

Other details of Director seeking appointment are as under:

Particulars	Shri Amit Mehta
Terms and conditions of appointment / re-appointment	Executive director liable to retire by rotation
Directorships of other Boards as on March 31, 2019	India Gas Solutions Private Limited
Date of first appointment on the Board	February 12, 2013
Number of Meetings of the Board attended during the FY 2018-19	3 meetings
Chairmanship/Membership of Committees of other Boards as on March 31, 2019	Member of Audit Committee of India Gas Solutions Private Limited
Shareholding in the Company as on March 31, 2019	Nil
Remuneration drawn in the Company for the FY 2018-19	Sitting fees of Rs. 20,000 paid for attending Board/ Committee Meetings for the financial year 2018-19
Remuneration sought to be paid	As per item no. 5 of the 'Statement pursuant to section 102(1) of the Companies Act, 2013' annexed to the Notice.
Relation with any Director, Manager and other Key Managerial Personnel of the Company	None



By order of the Board of Directors

K. K. Vora

**(Kavina Vora)
Company Secretary**

Place : Mumbai
Date : July 24, 2019

Registered Office

13th Floor, Maker Chambers IV
222, Nariman Point, Mumbai 400 021
CIN: U60300MH1991PLC059678
Phone: 22-2278 5000



ATTENDANCE SLIP

Reliance Gas Pipelines Limited

CIN: U60300MH1991PLC059678

Registered Office: 13th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021
PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF
THE MEETING VENUE

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP. Id* Folio No.

.....

Client Id* No. of Shares

.....

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **29th Annual General Meeting** of the Company held on Tuesday, August 20, 2019 at 11.00 a.m. at the 13th floor, Maker Chambers IV, 222 Nariman Point, Mumbai - 400021.

Signature of Shareholder / proxy

* Applicable for investors holding shares in electronic form

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Reliance Gas Pipelines Limited

CIN: U60300MH1991PLC059678

Registered Office: 13th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021
www.rgpl.co.in 91 22 22785000

Name of the member(s):e-mail id:

.....

Registered address: Folio No./*Client id:

.....

.....*DP Id:

.....

I/We, being the member(s) of _____ shares of
Reliance Gas Pipelines Limited, hereby appoint:



Reliance

Gas Pipelines Limited

1) _____ of _____ having e-mail id _____
_____ or failing him

2) _____ of _____ having e-mail id _____
_____ or failing him

3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **29th Annual General Meeting** of the Company, to be held on Tuesday, August 20, 2019 at 11.00 a.m at the 13th floor, Maker Chambers IV, 222 Nariman Point, Mumbai - 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

**** I wish my above Proxy to vote in the manner as indicated in the box below:**

Resolutions	For	Against
1. Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors		
2. Re-appointment of Shri Venkata Ravikumar Prekki, Director retiring by rotation		
3. Re-appointment of Auditors and to fix their remuneration		
4. To ratify the remuneration of Cost Auditor		
5. To approve appointment and remuneration of Shri Amit Mehta, as Whole-time Director, designated as CEO		

*Applicable for investors holding shares in electronic form

Signed this _____ day of _____ 2019.

Affix
Revenue
Stamp

Signature of shareholder

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

