

**NOTICE**

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of Reliance Gas Pipelines Limited will be held on Monday, September 14, 2020 at 2.30 p.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, 2020 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, 2020 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, pass 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."

**Special Business:**

3. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2021 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, 2021, be and is hereby ratified."

By order of the Board of Directors

  
(Kavina Vora)  
Company Secretary

Place : Mumbai  
Date : August 21, 2020  
Registered Office  
13<sup>th</sup> Floor, Maker Chambers IV  
222, Nariman Point, Mumbai 400 021  
CIN: U60300MH1991PLC059678  
Phone: 22-2278 5000

**Notes:**

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (MCA), has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020 (collectively referred to as 'MCA Circulars'), permitted the holding of the Annual General Meeting ("Meeting") through VC / 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. Detailed instructions to attend, participate and vote at the meeting through VC is attached as **Annexure 1**.
2. Pursuant to the provisions of the Companies Act 2013, 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 meeting 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.
3. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at [kavina.vora@ril.com](mailto: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.
4. Members / Representatives attending the meeting through VC would be considered 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 and hence not annexed hereto.
5. Since the Meeting will be held through VC the route map of the venue of the Meeting is not annexed hereto.
6. Members seeking any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company on or before September 14, 2020 through email at [kavina.vora@ril.com](mailto:kavina.vora@ril.com). The same will be replied by the Company suitably.
7. Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts with related party and contracts and bodies etc. in which Directors are interested are available for inspection through e-mode at the commencement of the meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting. Members seeking to inspect through e-mode is required to notify the Company Secretary on or before September 14, 2020 through email at [kavina.vora@ril.com](mailto:kavina.vora@ril.com).
8. 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.
9. In terms of Section 152 of the Companies Act, 2013, Shri S. Sudhakar (DIN: 00001330), Director, retires by rotation at the Meeting and being eligible, offers



Gas Pipelines Limited

himself for re-appointment. The Board of Directors of the Company commend his re-appointment.

Details of Shri S. Sudhakar, 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	Mr. S. Sudhakar
Age	63 years
Qualifications	Professional (CS, CA)
Experience	Mr. S. Sudhakar 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 <i>inter alia</i> includes corporate finance, accounts, restructuring, Board and Shareholders' relations, corporate laws, governance and compliances.
Terms and conditions of appointment/re-appointment	Liable to retire by rotation
Remuneration drawn in the Company for the FY 2019 – 20	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	March 24, 2009
Shareholding in the Company	One share held jointly with Reliance Industries Limited (RIL). Beneficial interest is with RIL.
Relation with any Director, Key Managerial Personnel of the Company	Nil
No. of Meetings of the Board attended during the FY 2019-20	4
Directorship in other Companies	Annexure- I
Chairmanship/ Membership of Board Committees of the other Companies	Annexure-II

#### Annexure-I- Directorships of Mr. S. Sudhakar

Sr. No.	Name of the Company	Date of Appointment
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1	Centura Agro Private Limited	March 31, 2009
2	Creative Agrotech Private Limited	March 31, 2009
3	Einsten Commercials Private Limited	March 31, 2009
4	KCIPI Trading Company Private Limited	March 31, 2009
5	Noveltech Agro Private Limited	March 31, 2009
6	Prakhar Commercials Private Limited	March 31, 2009
7	Rakshita Commercials Private Limited	March 31, 2009
8	Rocky Farms Private Limited	March 31, 2009
9	Vishnumaya Commercials Private Limited	March 31, 2009
10	Indiawin Sports Private Limited	August 24, 2009
11	Reliance Energy Generation and Distribution Limited	July 13, 2016
12	Reliance Innovative Building Solutions Private Limited	July 13, 2017
13	Jio Infrastructure Management Services Limited(formerly, Reliance Digital Media Distribution Limited )	September 04, 2017
14	Reliance Sibur Elastomers Private Limited	February 3, 2012

## **ANNEXURE II**

### **Chairmanship / Membership of Board Committees of Mr. S. Sudhakar in other Companies**

<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Member/ Chairman</b>
Indiawin Sports Private Limited	Nomination and Remuneration Committee	Chairman
Reliance Energy Generation and Distribution Limited	Audit Committee	Chairman
Reliance Energy Generation and Distribution Limited	Nomination and Remuneration Committee	Member
Reliance Energy Generation and Distribution Limited	Corporate Social Responsibility Committee	Chairman
Reliance Innovations Building Solutions Private Limited	Audit Committee	Chairman
Reliance Innovations Building Solutions Private Limited	Nomination and Remuneration Committee	Chairman

Shri S. Sudhakar 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 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 under Item Nos. 1 to 3 of the Notice.

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



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

**Item No. 3**

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, 2021 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, 2021 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 set out at Item No. 3 of the Notice.

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**



**(Kavina Vora)**  
**Company Secretary**

Place : Mumbai  
Date : August 21, 2020

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

## **Annexure 1**

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

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

<https://jiomeetpro.jio.com/shortener?hash=fci-uPRrvb889f5fe92331598195822717>

or enter below Meeting ID to join meeting by entering the Password.

Meeting ID: 5805616825

Password: LbG4x

Detailed instructions on installing Jio Meet is attached as Annexure 2

2. The link to join the meeting shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
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 emails from their email addresses which are registered with the company and shall only be sent to the designated email mentioned in point no. 3 above.
5. For any assistance before or during the meeting, members may contact the Company Secretary 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 JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link. You will connect to the meeting by entering the password (5 digits alphanumerical – case sensitive). Alternatively, you may open JioMeet, click on “Join a Meeting” option on JioMeet. Mention meeting code (10 digit numerical number) and meeting password (5 digit alphanumerical – case sensitive)
3. In case you do not have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

#### **Option 1**

For installing JioMeet App on your **iPad / apple devices / iPad / Android devices**:

Click on meeting link from the email invitation/calendar events

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System will prompt you to download JioMeet App from respective Appstore / Playstore

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Download and Install JioMeet. You may signup using your Indian Mobile number for OTP based login or Email address & then sign in. Signup is optional. You may also join the Meeting without login.

↓

Once installed, click on invitation once again on meeting link from the email invitation/calendar events You will be prompted to start JioMeet App.

↓

State your name & mention meeting code (10-digit numerical number) & meeting password (5 digits alphanumerical – case sensitive)

↓

Click on “**Join meeting**” option

↓

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



## **Option 2**

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

Open the <https://jiomeet.jio.com> using **Google Chrome** browser

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Simply click on “**Join A Meeting**” option from the website top panel.

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A new Browser window would open. Mention meeting code (10 digits numerical number) & meeting password (5 digits alphanumerical – case sensitive)

↓

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