



NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of Reliance Gas Pipelines Limited will be held on Thursday, April 26, 2018, 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:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT in partial modification of the resolution passed by the shareholders of the Company at their meeting held on September 29, 2015 and in accordance with the provisions of Section 197(5) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the Company be and is hereby accorded for increase of sitting fees payable to the Independent Directors of the Company from Rs 25,000 to Rs. 30,000 for attending every meeting of the Board of Directors, any Committee of the Board or any other meeting of Directors effective from April 1, 2018;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorized to approve further increase in the amount of sitting fees payable to the Directors of the Company for attending every meeting of the Board of Directors, any Committee of the Board or any other meeting of Directors, from time to time, subject to overall ceiling prescribed under the Companies Act, 2013 and Rules made thereunder, as amended from time to time;

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

By order of the Board of Directors

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

Vikas Pethe
Company Secretary

Place : Mumbai
Date : April 24, 2018

Registered Office

9th 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 Extraordinary 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. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip and copy of their Annual Report.
4. 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.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is enclosed herewith.
6. 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

The shareholders of the Company at the Annual Ordinary General Meeting held on September 29, 2015 had inter-alia approved payment of sitting fees to the Independent Directors upto Rs. 25,000 for attending every meeting of the Board of Directors, any Committee of the Board or any other meeting of Directors.

Pursuant to the provisions of Section 197(5) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a company may pay sitting fee to a director for attending meetings of the Board or Committees thereof, such sum as may be decided by the Board of Directors thereof which shall not exceed Rs. 1,00,000/- per meeting of the Board or Committee thereof and the sitting fee payable to Independent Directors and Women Directors shall not be less than the sitting fee payable to other directors.

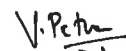
The Board of Directors of the Company at their meeting held on April 24, 2018 had recommended to the shareholders of the Company to approve increase in payment of sitting fees to Independent Directors of the Company from Rs. 25,000 to Rs. 30,000 for attending every meeting of the Board of Directors, any Committee of the Board or any other meeting of Directors of the Company with effect from April 1, 2018.

Except Shri Shivkumar R. Bhardwaj and Shri Chandrakant S. Gokhale, none of the other Directors of the Company are concerned or interested whether financially or otherwise, in the proposed resolution, set out in the Notice.

None of the Key Managerial Personnel of the Company or any of their relatives are, in any way, concerned or interested whether financially or otherwise, in the proposed resolution, set out in the Notice.

The Board commends the Ordinary Resolution set out in the Notice for approval by the Members.

By order of the Board of Directors



Vikas Pethe
Company Secretary

Place : Mumbai
Date : April 24, 2018

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9th Floor, Maker Chambers IV
222, Nariman Point, Mumbai 400 021
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ROUTE MAP TO THE EGM VENUE



Landmark: Near Oberoi Hotel