



NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the Members of Reliance Gas Pipelines Limited will be held on Wednesday, September 22, 2021 at 12.00 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, 2021 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, 2021 and the reports of the Board of Directors and Auditors thereon circulated to the Members before this meeting, be and are hereby considered and adopted."

2. To appoint Shri Amit Mehta (DIN: 05112454), who retires by rotation and being eligible, offers himself for re-appointment, as a Director 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 in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Amit Mehta (DIN: 05112454), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company."

Special Business:

3. To appoint Ms. Jayashri Rajesh (DIN 07559698) as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

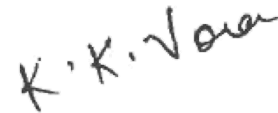
“RESOLVED THAT in accordance with the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Jayashri Rajesh (DIN 07559698), who was appointed as an Additional Director by the Board of Directors of the Company in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

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

4. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022 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 in accordance with the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (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, 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, 2022, be and is hereby ratified.”

By order of the Board of Directors



(Kavina Vora)
Company Secretary

Place : Mumbai
Date : August 31, 2021

Registered Office:

13th Floor, Maker Chambers IV,
222, Nariman Point,
Mumbai 400 021
CIN: U60300MH1991PLC059678
Website: <https://www.rgpl.co.in>
Phone: +91-22-2278 5000

Notes:

1. Considering the continued Covid-19 situation, the Ministry of Corporate Affairs (“MCA”), has vide its circular dated January 13, 2021 read with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”), permitted convening and holding of the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) / Other Audio Visual Means (“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. A Statement pursuant to Section 102 of the Act, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. 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.
4. 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, 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.
5. Members / Representatives attending the meeting through VC shall be reckoned 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 through video-conference and hence not annexed hereto.
6. Since the Meeting will be held through VC the route map of the venue of the Meeting is not annexed hereto.
7. 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 21, 2021 through email at kavina.vora@ril.com. The same will be replied by the Company suitably.
8. 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 21, 2021 through email at kavina.vora@ril.com.

9. 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.
10. In terms of Section 152 of the Companies Act, 2013, Shri Amit Mehta (DIN: 05112454), Director, retires by rotation at the Meeting and being eligible, offered himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.

Details of Shri Amit Mehta, 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. Amit Mehta
Age	48 years
Qualifications	B.E. (Chemical Engineer)
Experience	Shri Amit Mehta is a B.E. (Chemical Engineer) from IIT Roorkee and 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.
Terms and conditions of appointment/re-appointment	Liable to retire by rotation
Remuneration drawn in the Company for the FY 2020 – 21	Rs.1,20,16,650/-
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	February 12, 2013
Shareholding in the Company	Nil
Relation with any Director, Key Managerial Personnel of the Company	Nil
No. of Meetings of the Board attended during the FY 2020-21	3
Directorship in other Companies	Annexure- I
Chairmanship/ Membership of Board Committees of the other Companies	Annexure-II

ANNEXURE I

Directorships of Mr. Amit Mehta

Sr. No.	Name of the Company	Date of Appointment
1	India Gas Solutions Private Limited	May 31, 2019
2	Reliance Ethane Pipeline Limited	April 16, 2021

ANNEXURE II

Chairmanship / Membership of Board Committees of Mr. Amit Mehta in other Companies

Name of the Company	Name of the Committee	Member/ Chairman
India Gas Solutions Private Limited	Audit Committee	Member
Reliance Ethane Pipelines Limited	Nomination and Remuneration Committee	Member

Shri Amit Mehta is interested in the Ordinary Resolution set out at Item No. 2 of this 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 and 2 of the Notice.

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

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act (“the Act”) and the Articles of Association of the Company, had appointed Ms. Jayashri Rajesh (DIN 07559698) as an Additional Director of the Company effective from April 22, 2021.

Pursuant to Section 161(1) of the Act, Ms. Jayashri Rajesh holds office up to the date of this meeting.

Ms. Jayashri Rajesh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

In the opinion of the Board, Ms. Jayashri Rajesh fulfills the conditions for her appointment as specified in the Act read with the rules made thereunder. Ms. Jayashri Rajesh possesses appropriate skills, experience and knowledge.

In pursuance of Secretarial Standards-2 (SS-2), details of Ms. Jayashri Rajesh proposed to be appointed as Director are as follows:

Particulars	Ms. Jayashri Rajesh
Age	55 years
Qualifications	Associate Member of the Institute of Cost Accountants of India
Experience	She possesses 29 years of experience in Costing Core Areas - Cost Audit, Material Accounting, Design of Key Data Structures, Cost Allocations. She is a key player in development of automated reports to name a few - Plan Vs Actuals Report, Grade wise Cost Sheets, Cost Sheets for Cash Flow statement. She is a recipient of ‘CMA Achiever Award 2015’ and ‘National Excellence Award 2014’, in Cost and Management practices’ from the Institute of Cost and Management Accountants of India.
Terms and conditions of appointment	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto, Ms. Jayashri Rajesh is proposed to be appointed as a Director (Non- Executive Director) of the Company liable to retire by rotation.
Directorship in other Companies	1. Reliance Retail Finance Limited 2. Reliance Ventures Limited 3. Reliance Prolific Traders Private Limited 4. Reliance Payment Solutions Limited 5. Reliance Strategic Investments Limited 6. Reliance Projects & Property Management Services Limited

	7. Reliance Services and Holdings Limited 8. Reliance SMSL Limited
Date of first appointment on Board	April 22, 2021
No of meetings of Board attended during FY 2020-21	Nil
Chairmanship / Membership of the Board/ Committees of the other Companies	<u>Member of Corporate Social Responsibility Committee:</u> 1. Reliance Services and Holdings Limited <u>Member of Asset-Liability Management Committee:</u> 1. Reliance Strategic Investments Limited <u>Member of Risk Management Committee:</u> 1. Reliance Strategic Investments Limited <u>Member of Finance Committee:</u> 1. Reliance Services and Holdings Limited
Shareholding in the Company	Nil
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration sought to be paid	Fee for attending meetings of the Board of Directors or Committee thereof or for any other purpose as may be decided by the Board,
Relationship with any Director and other Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel

Ms. Jayashri Rajesh is interested in the resolution set out at Item No. 3 of the Notice with regard to her appointment. Relatives of Ms. Jayashri Rajesh may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

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 resolution.

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

Item No. 4

The Board of Directors has, on the recommendation of the Audit Committee, 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, 2022 at a remuneration of Rs. 22,000/- (Rupees Twenty Two Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, if any.



Gas Pipelines Limited

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022 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.

The Board commends the Ordinary Resolution set out at Item No. 4 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 : August 31, 2021

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

Annexure 1

Members are requested 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. Member.s are requested to join the Meeting using the following link:

[Join the JioMeet meeting](#)

<https://jiomeetpro.jio.com/shortener?meetingId=5637885446&pwd=n5dQZ>

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

Meeting ID : 563 788 5446

Meeting Password : n5dQZ

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.

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

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

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Click on “**Join meeting**” option

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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.