



Transcript of Extraordinary General Meeting of Reliance Gas Pipelines Limited held on Thursday, July 28, 2022 at 05:00 p.m. through Video Conferencing.

Shri Sudhakar Saraswatula, the Chairman of the Board of Directors of the Company, occupied the Chair and presided over the meeting.

Ladies and Gentlemen, Good Evening!

It is 05:00 p.m. and time to start the Meeting.

I welcome all of you to the Extraordinary General Meeting of Reliance Gas Pipelines Limited.

Considering the continued Covid-19 situation, the Ministry of Corporate Affairs, has vide its circular dated May 05, 2022 read with circulars dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 8, 2021, permitted convening and holding of the Extraordinary General Meeting through Video Conferencing / Other Audio Visual Means without the physical presence of the Shareholders at a common venue.

The Company has taken all feasible steps to ensure that the Shareholders of the Company are provided an opportunity to participate in the Extraordinary General Meeting. The Company has provided adequate video-conferencing facility to its Shareholders to participate in this meeting and vote.

Shareholders / Representatives attending the meeting through VC would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013.

The following Shareholders are present:

- i. Smt. Savithri Parekh – Representative of Reliance Industries Limited
- ii. Shri Sethuraman Kandasamy
- iii. Shri Sudhakar Saraswatula
- iv. Shri Rohit C Shah
- v. Shri Ramesh Kumar Damani

The requisite quorum is present and therefore, I call the Meeting to order.

All documents referred to in the Notice convening this meeting are available and will remain accessible to the Shareholders for inspection in electronic mode, if they so desire, till the conclusion of the meeting.

The Chairman further confirmed that the Company has not received any query from the Shareholders on the designated email address mentioned in the Notice calling this meeting.

All the Directors of the Company are present in this Meeting.



Shri Milind Narkhede, Chief Financial Officer, Ms. Kavina Vora, Company Secretary and representatives of the Statutory Auditors are also present at this Meeting.

Ladies and Gentlemen,

Notice dated July 26, 2022 convening this Meeting, has already been circulated to the Shareholders of the Company through email, pursuant to the applicable MCA Circulars. With your permission, I take the same as read. The Company has received consent from majority in number of Shareholders entitled to vote and who represent not less than ninety-five per cent of the paid-up share capital of the Company which gives a right to vote at the meeting.

This meeting has been convened to seek approval of the Shareholders for issuance and allotment, in one or more tranches, 56,50,00,000 Zero Coupon Unsecured Optionally Fully Convertible Debentures ("OFCDs") of Rs. 7/- each, for cash, at par, aggregating to Rs. 395,50,00,000 /- (Rupees Three Hundred Ninety Five Crore and Fifty Lakh Only), on Rights Basis to the existing Equity Shareholders of the Company.

Dear Shareholders,

I now move the resolution of the Notice:

To issue Zero Coupon Unsecured Optionally Fully Convertible Debentures ("OFCDs") of the Company on Rights Basis, by way of special resolution:

This item has to be transacted to ensure compliance with the provisions of Section 62, 71(1) and other applicable provisions, if any, of the Companies Act, 2013.

May I request a Shareholder to propose and another Shareholder to second the same.

Proposed by : Shri Rohit C Shah

Seconded by : Shri Sethuraman Kandasamy

The Shareholders may seek clarification pertaining to this item of business.

"RESOLVED THAT pursuant to the provisions of Sections 62, 71(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and as may be enacted from time to time} and the provisions of the Articles of Association of the Company, approval of the Shareholders of the Company be and is hereby accorded to issue and allot, in one or more tranches, 56,50,00,000 Zero Coupon Unsecured Optionally Fully Convertible Debentures ("OFCDs") of Rs. 7/- each, for cash, at par, aggregating to Rs. 395,50,00,000 /- (Rupees Three Hundred Ninety Five Crore and Fifty Lakh Only), on Rights Basis to the existing Equity Shareholders of the Company on the terms as set out in the Statement annexed to the Notice convening this Meeting;

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

Now, I put the resolution to vote.

“Those in favor of the motion please raise your hand.”

“Those against the motion please raise your hand.”

Since the resolution was approved unanimously, I declare the resolution passed unanimously.

On behalf of the Board, I would like to thank each and every Shareholder for their active participation at the meeting.

The business placed before this Meeting has been concluded, I declare the meeting closed.

Thank you.

Smt. Savithri Parekh proposed vote of thanks to the Chair.

The meeting concluded at 05:20 p.m.