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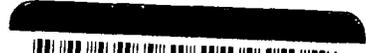


**FORM 6-K**

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Issuer



02033180

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of April

BG Group plc  
100 Thames Valley Park Drive  
Reading RG6 1PT  
ENGLAND  
(Address of principal executive offices)

The registrant files annual reports under cover of Form 20-F. By furnishing the information contained in this Form the registrant is not also furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

SIGNATURES

PROCESSED

MAY 15 2002

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THOMSON  
FINANCIAL

BG Group plc

Date: 29 April 2002

By:   
John Griffin  
Authorised Signatory

**ANNOUNCEMENT  
MADE TO  
STOCK EXCHANGE**



100 Thames Valley Park Drive  
Reading  
Berkshire RG6 1PT  
Telephone 0118 935 3222  
Fax 0118 929 2674

**BG GROUP PLC**

**THIRD ANNUAL GENERAL MEETING**

**29 APRIL 2002**

**RESOLUTIONS PASSED AT ANNUAL GENERAL MEETING**

BG Group plc confirms that all resolutions proposed at the Annual General Meeting held on 29 April 2002 were duly passed by shareholders, including the declaration of a final dividend of 1.5 pence per ordinary share payable on 7 June 2002 to ordinary shareholders on the Register at the close of business on 26 April 2002.

The resolutions passed also included authority for the Company to make market purchases of ordinary shares within the meaning of section 163(3) of the Companies Act.

BG Group plc  
29 April 2002