NOTICE OF 18TH ANNUAL GENERAL MEETING

To,
The Members,
ONGC TERI Biotech Limited
The Energy and Resources Institute,
Darbari Seth Block, IHC Complex,
Lodhi Road, New Delhi-110003.

Notice is hereby given that the 18th Annual General Meeting of the Members of the Company will be held at 11:00 Hours on Monday, 08th September, 2025 at TERI, 6C, India Habitat Centre, Lodhi Road, New Delhi-110070, at shorter notice. The facility of attending the Annual General Meeting through Video Conference (VC)/ Other Audio-Visual Means (OAVM) is also being extended via Microsoft Teams Meeting Platform. The following businesses will be transacted:

ORDINARY BUSINESS:

Item No. 1

To receive, consider and adopt the audited Financial Statements of the Company as at March 31, 2025 and the Reports of Directors' and Auditors' thereon

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 Statements of the Company including the Balance Sheet as at March 31, 2025, Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the financial year ended on March 31, 2025 along with accompanying notes referred to therein, reports of the Board of Directors and Auditors' thereon, be and are hereby received, considered and adopted."

SPECIAL BUSINESS:

Item No. 2

To appoint Dr. Dipankar Saharia as a Managing Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Act and other applicable provisions of the Companies Act, 2013, the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Dr. Dipankar Saharia (DIN: 10085782), as Managing Director of the Company with effect from 1st July, 2025 to 30th June, 2028, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised with liberty to alter or vary the terms and conditions of the said appointment including remuneration so long as it does not exceed the overall limits of five percent of the net profits of the Company computed in the manner set out in Section 198 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and also to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 3

To Appoint Mr. Sunil Kumar (DIN: 10732365) as the Nominee Director of the Company

To Consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sunil Kumar (DIN: 10732365), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 24th January, 2025 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of Companies Act, 2013, be and is hereby appointed as a Nominee Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 4

To Appoint Mr. Om Prakash Sinha (DIN: 09696074) as the Nominee Director of the Company

To Consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Om Prakash Sinha (DIN: 09696074), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22nd July, 2025 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of Companies Act, 2013, be and is hereby appointed as a Nominee Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 5

To Appoint Mr. Sanjay Seth (DIN: 07215336) as the Nominee Director of the Company

To Consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Seth (DIN: 07215336), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 01st August, 2025 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of Companies Act, 2013, be and is hereby appointed as a Nominee Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board
For ONGC TERI Biotech Limited

Prabhjyot

Ms. Prabhjyot Kaur
Company Secretary

Date: 22.08.2025
Place: New Delhi

ONGC TERI Biotech Limited

Notes:

1. A statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto.

2. In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.

3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.

5. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A blank proxy form is enclosed.

6. All relevant documents referred in *this* Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days upto the date of AGM.

7. This Notice is being sent by electronic mode to all the members whose email addresses are registered with the Company.

8. The Route map showing directions to reach to the venue of AGM is annexed herewith.

9. Members have the option to participate in the AGM through VC / OAVM from their respective locations and the said participation of members will be reckoned for the purpose of quorum.

10. Members seeking any information/ clarification with regard to any matter to be dealt at the AGM, are requested to write at cs@otbl.co.in on or before Thursday, 12th September, 2024.

11. Members may note that Notice of AGM will also be available at the Company's

website https://www.otbl.co.in/.

12. The scanned copy of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be available for e-inspection at the Annual General Meeting through sharing of screen mechanism on Microsoft Teams Meeting Platform.

ONGC TERI Biotech Limited

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

- Members will be provided with a facility to attend the AGM through the Microsoft Teams. The login credentials are –

  ID: 4627133718815
  Passcode: zz3Wn7cQ

- Members are encouraged to join the Meeting through Laptops for better experience.

- Facility of joining the AGM through Microsoft Teams Meeting Platform shall open 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after such scheduled time.

- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- Please note that Participants joining from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- A suitable arrangement shall be available to allow the participants to pose necessary questions either concurrently or the Members may submit their respective questions in advance through e-mail at cs@otbl.co.in.

- The Chairperson shall ordinarily conduct the business and consideration of all business items by show of hands and oral consent, unless a Poll is demanded and/or directed and the said Poll shall be conducted in terms of Section 109 of Companies Act, 2013.

- The Members are requested to convey their vote only by sending email at cs@otbl.co.in through their email address registered with the Company, if the poll is required to be taken during the meeting on any resolution.

- The Company shall maintain due confidentiality and privacy of the password and access of the said email id cs@otbl.co.in in order to protect the data of the Members.

- The Microsoft Teams Meeting Platform is quite user friendly and still, if any, Member needs any kind of assistance, he may contact Ms. Prabhjyot Kaur, Company Secretary of the Company at cs@otbl.co.in or at Mobile No. 8750351701.

- The Company is not required or mandated to appoint an Independent Director. Further the Statutory Auditor or their Authorized Representative, who is qualified to act as a Statutory Auditor, shall attend the AGM through the Microsoft Teams Meeting Platform.

- The Company shall record and preserve the audio video recording or transcript of the ensuing Annual General Meeting to be held through AVM via Microsoft Teams Meeting Platform.

ONGC TERI Biotech Limited

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

Item No. 2

(a) The Board of Directors has approved in their 89th meeting held on 15th June, 2025, subject to the approval of Members appointment of Dr. Dipankar Saharia (DIN: 10085782) as Managing Director of the Company, from 1st July, 2025 to 30th June, 2028.

The consent in writing from Dr. Dipankar Saharia (DIN: 10085782) in Form DIR-2 pursuant to the Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules 2014; Intimation in Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013, have been obtained.

The terms and conditions regarding the appointment and remuneration are mentioned below:

SALARY COMPONENTS		
Basic Salary		1,78,496
HRA		89,248
Conveyance Allowance		12,800
Fixed Allowance		45,680
Variable Allowance		1,54,273
Children Education Subsidy		400
Role Allowance		25,000
Total (A)		5,05,897
Variable Reimbursements		
Voice & Data Commn. Expenses		2,300
Newspaper & Journals		600
Meal Coupon		3,300
Entertainment Expenses		2,300
Total (B)		8,500
Total (A+B)		5,14,397
Social Benefits (Monthly)		
Superannuation		26,774
Gratuity		8,586
LTC		14,869
PF Contribution by Employer		30,344
Total (C)		80,573
Insurance Premium (D)		1,000
Total (A+B+C+D)		**5,95,970**

The Board of Directors shall have the authority to alter or vary the terms of appointment and remuneration payable to Dr. Dipankar Saharia within the overall limits of Five percent of the net profits of the Company computed in the manner set out in Section 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

(b) In the absence of or inadequacy of profits, the salary mentioned in paragraph (a) above shall be the minimum remuneration payable to Dr. Dipankar Saharia, subject to the applicable provisions of the Companies Act, 2013.

(c) The approval of members is, therefore, sought for the appointment of and remuneration payable to Dr. Dipankar Saharia.

None of the Directors is in any way concerned or interested in the above appointment except Dr. Dipankar Saharia. The above may also be treated as an abstract as required under Section 190 of the Companies Act, 2013.

Statement containing additional information as required in Schedule V of the Companies Act, 2013

Information about the appointee

1	Background details	Dr. Saharia was appointed as Director of OTBL with effect from 23rd March, 2023 pursuant to the nomination received from TERI. He is also the Senior Director at The Energy and Resources Institute (TERI), New Delhi and leads TERI's Social Transformation and Strategic Alliance Programme, which includes Social Transformation and CSR Division, Environment Education and Awareness Division, Knowledge Resource Centres and a few other research Divisions and also heads TERI's Administrative Services Division and Regional Centres. Earlier he was heading TERI's North-Eastern Regional Centre, and was Associate Director of the Environmental & Industrial Biotechnology Division of TERI. He was with the Government of Assam as an officer of the Assam Civil Services. He held the positions of Assistant Commissioner and later Officer on Special Duty at the Personnel Department and Science & Technology Department, Government of Assam from 1997 to 2009 and was also on deputation to TERI. Dr Saharia also worked with TERI from 1995 to 1996 for the Tissue Culture Pilot Project

ONGC TERI Biotech Limited

		(now MTP) before joining Assam Civil Service. Dr Saharia has a Masters in Science and Ph.D. from Gauhati University. His expertise lies in the areas of biotechnology, natural resource management and rural development, integrated water resource management, and he has executed projects in the fields of Natural Resources, watershed management (planning, management & implementation), Bioremediation, Renewable Energy, Micropropagation, Biofuels and Carbon Finance. He has published 24 research papers in national and international journals.
2	Job Profile and his suitability	A Managing Director is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. Dr. Dipankar Saharia has extensive experience in strategy and initiatives that have global and cross business impact which includes sustainability, diversity, business policies and customer development, marketing, corporate governance, brand equity and talent.
3	Remuneration Proposed	As stated in Point (a) above. Dr. Dipankar Saharia shall draw salary and benefits from OTBL, as per his entitlement at TERI on cost to the company (CTC) basis
4	Comparative Remuneration with respect to the industry, size of the company, profile of the position and person	The remuneration of Dr. Dipankar Saharia is comparable to that drawn by peers in the similar capacity in the industry and is commensurate with the size of the company and diverse nature of its business
5	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Dr. Dipankar Saharia is not related to any of the Directors and Key Managerial Personnel of the Company

The Board of Directors recommends Special Resolution set out at Item No. 2 for approval by the members of the Company.

ONGC TERI Biotech Limited

Item No. 3

The Board on 24th January, 2025 has appointed Mr. Sunil Kumar (DIN: 10732365), ED, Asset Manager, ONGC Mehsana Asset, as an Additional Director of the Company, as per the provisions of section 161 of the Companies Act, 2013. In terms of the provisions of the Companies Act, 2013, he holds office as Additional Director up to the Annual General Meeting.

The Company has received from him

(i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and

(ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is notdisqualified under sub section (2) of Section 164 of the Companies Act, 2013.

The approval of members is, therefore, sought for the appointment of Mr. Sunil Kumar, (DIN: 10732365) as a Nominee Director of the Company. He is not liable to retire by rotation.

No Director, Key managerial personnel or their relatives, except Mr. Sunil Kumar (DIN: 10732365), to whom the resolution relates, is interested or concerned financially or otherwise in the resolution.

The Board considers that continuation of Mr. Sunil Kumar (DIN: 10732365), as a Nominee Director would be in the interest of the Company and recommends the resolution set forth in item No.3 for the approval of the members.

Item No. 4

The Board on 22nd July, 2025 has appointed Mr. Om Prakash Sinha (DIN: 09696074), Director (Exploration), ONGC, as an Additional Director & Chairman of the Company, as per the provisions of section 161 of the Companies Act, 2013. In terms of the provisions of the Companies Act, 2013, he holds office as Additional Director up to the Annual General Meeting.

The Company has received from him

(iii) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and

(iv) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is notdisqualified under sub section (2) of Section 164 of the Companies Act, 2013.

The approval of members is, therefore, sought for the appointment of Mr. Om Prakash Sinha (DIN: 09696074) as a Nominee Director of the Company. He is not liable to retire by rotation.

No Director, Key managerial personnel or their relatives, except Mr. Om Prakash Sinha (DIN: 09696074), to whom the resolution relates, is interested or concerned financially or otherwise in the resolution.

The Board considers that continuation of Mr. Om Prakash Sinha (DIN: 09696074), as a Nominee Director & Chairman would be in the interest of the Company and recommends the resolution set forth in item No.3 for the approval of the members.

Item No. 5

The Board on 22nd July, 2025 has appointed Mr. Sanjay Seth (DIN: 07215336), Senior Director, TERI, as an Additional Director of the Company, as per the provisions of section 161 of the Companies Act, 2013, with effect from 01st August, 2025. In terms of the provisions of the Companies Act, 2013, he holds office as Additional Director up to the Annual General Meeting.

The Company has received from him

(v) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and

(vi) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is notdisqualified under sub section (2) of Section 164 of the Companies Act, 2013.

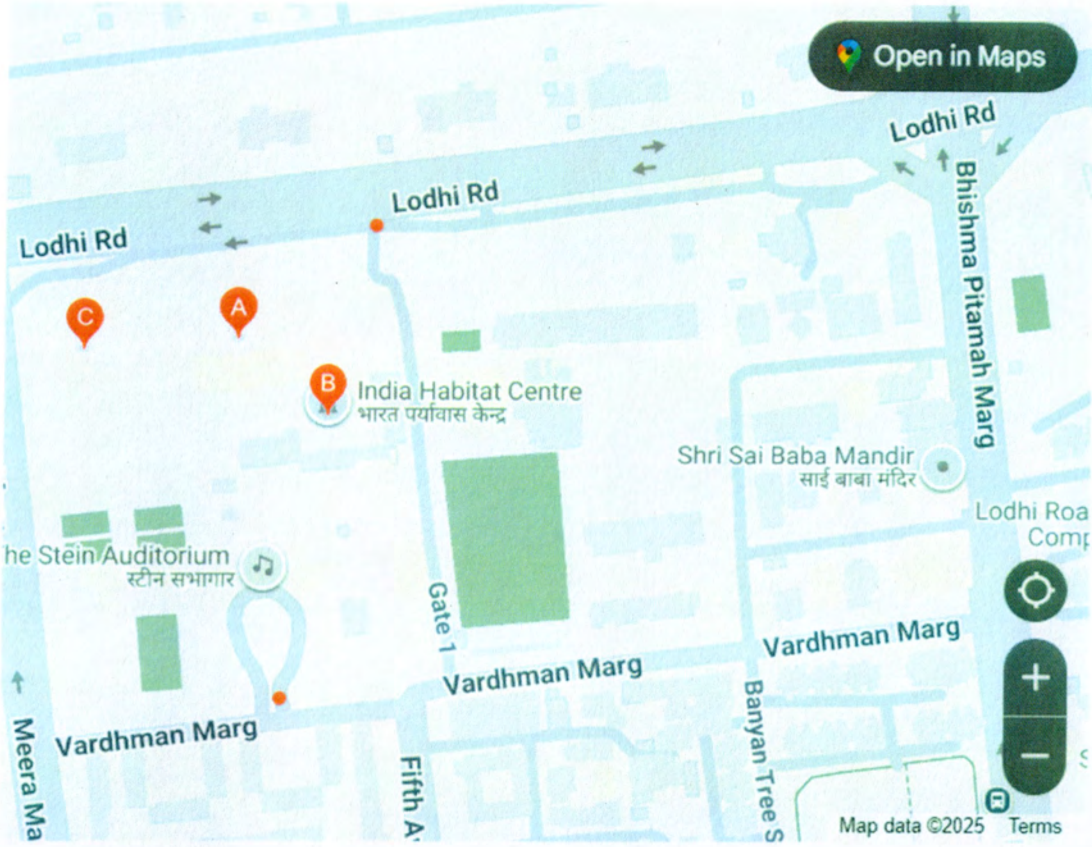
The approval of members is, therefore, sought for the appointment of Mr. Sanjay Seth (DIN: 07215336) as a Nominee Director of the Company. He is not liable to retire by rotation.

No Director, Key managerial personnel or their relatives, except Mr. Sanjay Seth (DIN: 07215336), to whom the resolution relates, is interested or concerned financially or otherwise in the resolution.

The Board considers that continuation of Mr. Sanjay Seth (DIN: 07215336), as a Nominee Director would be in the interest of the Company and recommends the resolution set forth in item No.3 for the approval of the members.

Map

TERI, 6C, India Habitat Centre, Lodhi Road, New Delhi-110070



ONGC TERI Biotech Limited

ONGC TERI Biotech Limited
Darbari Seth Block, IHC Complex, Lodhi Road, New Delhi-110003
CIN: U74120DL2007PLC161117
Tel.: 011-24682300
Fax: 011-24682144-5
Website: www.otbl.co.in

FORM OF PROXY
(To be filled in and signed by the Shareholder)

I/We----------------------------- resident/s of ___________________________, being a shareholder/s of ONGC TERI Biotech Limited, hereby appoint Shri/Smt. ---------------------- ---------------------- resident of ------------------------------- or failing him/her Shri/Smt.______________________ as my/our proxy to vote for me/us and on my/our behalf at the 18th Annual General Meeting of the shareholders of the Company to be held at 11:00 Hours on Monday, 08th September, 2025 at TERI, 6C, India Habitat Centre, Lodhi Road, New Delhi-110070 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Business	Option (*)	
		For	Against
1.	To receive, consider and adopt the audited Financial Statements of the Company as at March 31, 2024 and the Reports of Directors' and Auditors' thereon		
2.	To appoint Dr. Dipankar Saharia as a Managing Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution		
3.	To Appoint Mr. Sunil Kumar (DIN: 10732365) as the Nominee Director of the Company		
4.	To Appoint Mr. Om Prakash Sinha (DIN: 09696074) as the Director & Chairman of the Company		
5.	To Appoint Mr. Sanjay Seth (DIN: 07215336) as the Nominee Director of the Company		

Signed this ______________ day ______ of 2025.

Affix Revenue Stamp

Signature of the Proxy __________ Signature of sole/first holder____________

ONGC TERI Biotech Limited

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the Resolutions, please refer to the Notice of the 18th Annual General Meeting.

3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.