TEMPSENS

November 05, 2026

To,
BSE Limited,
Corporate Relations Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Scrip code: **544886**

To,
National Stock Exchange of India Limited,
Listing Department,
Exchange Plaza, 5th Floor, Plot No. C/1,
G block, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051
NSE Symbol: **TEMPSENS**

Dear Sir/Madam,

Sub: Intimation of Postal Ballot Notice

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please find enclosed the Postal Ballot Notice dated October 30, 2026 along with the Explanatory Statement, which is being sent to the Members through electronic mode on November 05, 2026, for seeking approval of the Members by way of Ordinary Resolution and Special Resolutions on the following items:

1) To approve the appointment of Mr. Aryan Rathi (DIN: 11607932) As an Executive Director of The Company and to approve the remuneration

2) To approve the appointment of Joint Statutory Auditor of the Company

3) To ratify the Tempsens Instruments Employees Stock Option Plan 2025

4) To ratify the extension of benefits of the Tempsens Instruments Employees Stock Option Plan 2025 to the eligible employees of the Group Company including Subsidiary Company, Associate Company, in India or outside India and Holding Company

In compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs and SEBI Master Circular number HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular"), the Notice of Postal Ballot is being sent by electronic mode only, on November 05, 2026, to those Members whose names appear in the Register of Members and/or Register of Beneficial Owners and whose e-mail addresses are registered with the Company/Company's Registrar and Share Transfer Agent/Depositories as on the "Cut-off Date" i.e. October 30, 2026.

The remote e-voting facility would be available during the following period:

Commencement of remote e-Voting:	Friday, November 06, 2026 (9.00 A.M. IST)
End of remote e-Voting:	Saturday, December 05, 2026 (5.00 P.M. IST)

The Notice of Postal Ballot as enclosed, is also being placed on the website of the Company at https://tempsens.com, on the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.cdslindia.com.

The results of the e-voting shall be declared on or before Monday December 7, 2026 i.e. within two working days of conclusion of the remote e-voting, in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly take note of the same.

Thanking you,
FOR TEMPSENS INSTRUMENTS (INDIA) LIMITED

VISHAL JAIN
Digitally signed by VISHAL JAIN
Date: 2026.11.05 12:24:20 +05'30'

CS VISHAL JAIN
Company Secretary and Compliance Officer
Membership No.: A45820

Place: Vadodara, Gujarat
Date: November 05, 2026

Encl: As above

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

The Postal Ballot Notice ("**Notice**") is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the "**Rules**"), (including any statutory modification(s) or re-enactments thereof for the time being in force), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), Secretarial Standards ("**SS-2**") issued by the Institute of Company Secretaries of India on General Meeting, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"),, circular(s) issued by the Securities and Exchange Board of India ("**SEBI**") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the following special businesses as set out hereunder are proposed for approval by the Members of Tempsens Instruments (India) Limited (the "**Company**") via Postal Ballot through remote e-voting only (voting through electronic means) for the resolutions as set out in the Notice.

The explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts form part of this Notice. The Notice will also be placed on the website of the Company at https://tempsens.com/, websites of the stock exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.cdslindia.com

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, a physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

The Company has engaged the services of Central Depository Services (India) Limited, for the purpose of providing remote e-voting facility to all its members. Members are required to communicate their assent (FOR) or dissent (AGAINST) through remote e-voting system only. You are requested to carefully read all the instructions given in the Notes to this Notice. The remote e-voting period commences from Friday, November 06, 2026 from 9.00 a.m. (IST) and ends on Saturday, December 05, 2026 at 5.00 p.m. (IST). Remote e-Voting will be disabled by Central Depository Services (India) Limited immediately after the end time and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company, or any other person authorised by the Chairperson. The results of the Postal Ballot shall be announced on or before on Monday, December 07, 2026. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The said results along with the Scrutinizer's Report shall be placed on the Company's website https://tempsens.com/ and on the website of the Central Depository Services (India) Limited on www.cdslindia.com

SPECIAL BUSINESS:

ITEM NO. 1

TO APPROVE THE APPOINTMENT OF MR. ARYAN RATHI (DIN:11607932) AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND TO APPROVE THE REMUNERATION:

*To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Aryan Rathi (DIN: 11607932), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 30, 2026 and holds office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier, in terms of Section 161(1) of the Act, and whose appointment is required to be approved by the Members at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, in terms of Regulation 17(1C) of the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 2(94), 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Rules made thereunder (including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014) and Regulation 17(6)(e) and other applicable provisions of the Listing Regulations the applicable provisions of Listing Regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Aryan Rathi (DIN: 11607932) as a Whole-time Director of the Company, designated as "Executive Director cum Lead – Global Sales", liable to retire by rotation, to hold office for a period of 5 (five) consecutive years i.e., from October 30, 2026 to October 29, 2031, with approval for payment of remuneration on the terms and conditions set out in the Explanatory Statement annexed to this Notice being sought for a period of three (3) years commencing from October 30, 2026 and ending on October 29, 2029, subject to the applicable provisions of the Act and the rules made thereunder, notwithstanding that such remuneration may exceed the limits prescribed under Section 197(1) of the Act (including the limit of 5% of the net profits of the Company for any one whole-time director and the overall limits of 10% and 11% of the net profits), and notwithstanding that the annual remuneration payable to him may exceed Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher, or that the aggregate annual remuneration payable to the executive directors who are promoters or members of the promoter group may exceed 5% of the net profits of the Company, as specified in Regulation 17(6)(e) of the Listing Regulations, net profits being computed in accordance with Section 198 of the Act.

RESOLVED FURTHER THAT where in any financial year during the period from October 30, 2026 to October 29, 2029, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Aryan Rathi the remuneration by way of salary, benefits, perquisites and allowances as set out in the Explanatory Statement annexed to this Notice, as minimum remuneration, in accordance with Section 197(3) read with

Section II of Part II of Schedule V to the Act, notwithstanding that such remuneration exceeds the limits specified in item (A) of Section II of Part II of Schedule V to the Act, this resolution being a special resolution for the purposes of the proviso thereto.

RESOLVED FURTHER THAT the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorised to alter and vary the terms and conditions of the said appointment and/or remuneration from time to time, within the limits approved by the Members and in accordance with Section 197 read with Schedule V to the Act and Regulation 17(6)(e) of the Listing Regulations.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto including but not limited to delegating all or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolutions."

ITEM NO. 2

TO APPROVE THE APPOINTMENT OF JOINT STATUTORY AUDITOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an ***Ordinary Resolution****:*

"RESOLVED that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, , Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Audit Committee and the Board of Directors, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. P C MODI & CO., Chartered Accountants (ICAI Firm Registration No. 000239C), as the Joint Statutory Auditor of the Company to act jointly with the existing Statutory Auditor(s) of the Company, with effect from October 30, 2026, to hold office until the conclusion of the ensuing Annual General Meeting ("AGM") of the Company, at a remuneration of Rs. 5,00,000/- (Rupees Five Lakhs only) for the financial year 2026-27, plus applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee, with authority to the Board of Directors to revise the same in consultation with the Joint Statutory Auditor.

"RESOLVED FURTHER that the Board, including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in regard to the implementation of the aforesaid Resolution, including but not limited to negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without being required to seek any further consent or approval of the Members of the Company."

ITEM NO. 3

TO RATIFY THE TEMPSENS INSTRUMENTS EMPLOYEES STOCK OPTION PLAN 2025:

To consider and, if thought fit, to pass the following resolution as a ***Special Resolution****:*

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 ("Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act and rules thereunder (including any statutory modification(s) or re-enactment thereof), Regulations 6, 10 and 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable regulations (if any) issued by the Securities and Exchange Board of India ("SEBI"), the BSE Limited and National Stock Exchange of India Limited (collectively referred to as the "Stock Exchanges") where the equity shares of the Company are listed and such other laws, rules, regulations, notifications and circulars (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable

("Applicable Laws"), the relevant provisions of the Memorandum of Association and Articles of Association of Tempsens Instruments (India) Limited ("formerly known as Tempsens Instruments (India) Private Limited") ("Company") and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, in line with the SEBI (SBEB & SE) Regulations), the Tempsens Instruments Employees Stock Option Plan 2025 and approved by the Members of the Company on September 08, 2025, prior to the listing of equity shares of the Company on the Stock Exchanges, be and is hereby ratified within the meaning of the SEBI (SBEB & SE) Regulations and the consent of the Members of the Company be and is hereby accorded to the Board to exercise its powers conferred by this resolution to create, offer, grant, reissue and allot in one or more tranches not exceeding 1613320 (Sixteen Lakhs Thirteen Thousand Three Hundred Twenty) employee stock options ("Options"), under the Tempsens Instruments Employees Stock Option Plan 2025 exercisable into 1613320 (Sixteen Lakhs Thirteen Thousand Three Hundred Twenty) equity shares of face value of Rs. 4/- each of the Company, fully paid up, at such prices, in one or more tranches, from time to time, to the eligible employees of the Company (as defined in Regulation 2(1)(i) of the SEBI (SBEB & SE) Regulations), whether working in India or outside India, present or future, as described in detail under the Tempsens Instruments Employees Stock Option Plan 2025, as may be decided by the Board in accordance with the provisions of the Tempsens Instruments Employees Stock Option Plan 2025, the SEBI (SBEB & SE) Regulations and in due compliance with the Applicable Laws in force.

RESOLVED FURTHER THAT the Board or any other committee which is empowered thereof by the Board, be and is hereby authorised to allot the equity shares under Tempsens Instruments Employees Stock Option Plan 2025 upon exercise of vested Options from time to time in accordance with the Tempsens Instruments Employees stock option plan 2025, subject to obtaining in-principle approval of the Stock Exchanges prior to grant of Options in terms of Regulation 10 of the SEBI (SBEB & SE) Regulations, and the equity shares so allotted shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organization, split, change in capital structure of the Company, as applicable from time to time, requisite adjustments (which may include adjustments to the number of options in Tempsens Instruments Employees Stock Option Plan 2025) shall be appropriately made, in a fair and reasonable manner in accordance with Tempsens Instruments Employees Stock Option Plan 2025.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the Tempsens Instruments Employees Stock Option Plan 2025 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under Regulation 15 of the SEBI (SBEB & SE) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Tempsens Instruments Employees Stock Option Plan 2025.

RESOLVED FURTHER THAT subject to the consent of the Members of the Company and in compliance with SEBI (SBEB & SE) Regulations (including Regulation 7 thereof) and other Applicable Laws, the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Tempsens Instruments Employees Stock Option Plan 2025, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Tempsens Instruments Employees Stock Option Plan 2025 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT any Director or Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company, including making application to the recognized stock exchanges to seek in-principle and final listing approval for listing and trading of equity shares allotted under Tempsens Instruments Employees Stock Option Plan 2025 in terms of the SEBI (SBEB & SE) Regulations and Listing Regulations and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions.

RESOLVED FURTHER THAT a copy of the above resolutions, certified by any Director or the Company Secretary and the Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action."

ITEM NO. 4

TO RATIFY THE EXTENSION OF BENEFITS OF THE TEMPSENS INSTRUMENTS EMPLOYEES STOCK OPTION PLAN 2025 TO THE ELIGIBLE EMPLOYEES OF THE GROUP COMPANY INCLUDING SUBSIDIARY COMPANY, ASSOCIATE COMPANY, IN INDIA OR OUTSIDE INDIA AND HOLDING COMPANY.

To consider and, if thought fit, to pass the following resolution as a ***Special Resolution****:*

"**RESOLVED THAT** pursuant to the applicable provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulations 6(3)(a) and 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)Regulations, 2021, as amended from time to time, ("SEBI (SBEB & SE) Regulations"), read with all the circulars and notifications issued in this regard, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, ("SEBI Listing Regulations"),the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019, ("FEMA Regulations") read with all the circulars and notifications issued in this regard, the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws") and subject to any approvals, permissions and sanctions of various authority(ies) as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to ratify and approve the extension of benefits of Tempsens Instruments Employees Stock Option Plan 2025 to or for the benefit of the eligible employees of the existing and future Group Company(ies) including Subsidiary Company(ies) and Associate Company(ies) whether in India or overseas or Holding Company of the Company (as may be permitted under applicable laws).

RESOLVED FURTHER THAT the Board (including Committee thereof), be and is hereby authorised to facilitate the allotment of equity shares to the eligible Employees of the existing and future Group Company(ies) including Subsidiary Company(ies), Associate Company(ies), whether in India or overseas or Holding Company (as may be permitted under applicable laws), upon exercise of vested options from time to time in accordance with the Tempsens Instruments Employees Stock Option Plan 2025 and the Shares so allotted shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, spin-off, consolidation, amalgamation and sale of division, split, change in capital structure of the Company and other restructuring of the company , requisite adjustments (which may include adjustments to the number of options and exercise price) shall be appropriately made by the Board (including Committee thereof), in a fair and reasonable manner in accordance with the Tempsens Instruments Employees Stock Option Plan 2025.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorised to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient for giving effect to this resolution."

By Order of the Board of Directors
FOR TEMPSENS INSTRUMENTS (INDIA) LIMITED

SD/-
CS VISHAL JAIN
Company Secretary and Compliance Officer
Membership No.: A45820

Place: Vadodara, Gujarat
Date: October 30, 2026

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice.

2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members and/or Register of Beneficial Owners as on **Friday, October 30, 2026("Cut-off Date")**, received from the Depositories and whose e-mail address are registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

3. This Postal Ballot Notice will also be available on the Company's website at https://tempsens.com/, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited on www.cdslindia.com

4. In terms of Rule 22(3) of the Rules, the Company shall publish an advertisement at least once in an English newspaper having wide circulation in the district in which the Registered Office of the Company is situated and at least once in a vernacular newspaper in the principal vernacular language of that district (Gujarati, the Registered Office being at Vadodara, Gujarat), stating (a) that the business is to be transacted by postal ballot through remote e-voting; (b) the date of completion of dispatch of this Notice; (c) the date of commencement and the date of end of remote e-voting; (d) that remote e-voting shall not be allowed beyond the said date; and (e) the name, designation, address, e-mail ID and telephone number of the person responsible to address grievances connected with e-voting. The advertisement shall also be placed on the website of the Company.

5. Members are requested to update their KYC details by contacting their Depository Participant ("DP") in respect of shares held in dematerialized form, and the Company's Registrar and Transfer Agent ("RTA") in respect of shares held in physical form. Members holding shares in physical form are requested to convert such physical holdings into dematerialized form. For assistance, Members may contact the Company's RTA at einward.ris@kfintech.com

6. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-off Date i.e. Friday, October 30, 2026, maintained by the Depositories shall be entitled to participate in the e-voting. The voting rights of Members shall be in proportion to the equity shares held by the Members in the paid-up equity share capital of the Company as on Cut-off Date. Members would be able to cast their votes and convey their assent and dissent to the proposed resolutions only through the remote e-voting process. A person who is not a member as on the Cut-off Date, should treat this Postal Ballot Notice for information purpose only.

7. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/ Authority Letter etc., with attested specimen signature of duly authorized signatory(ies) who are authorized to vote, , pursuant to Section 113 of the Act to the Scrutinizer by email to csronakjhuthawat@gmail.com with a copy marked to compliance@tempsens.com.

8. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to offer e-voting facility to seek approval of the Members of the Company for the resolutions contained in this Notice. For this purpose, the Company has engaged the services of CDSL to facilitate remote e-voting to enable the Members to cast their vote electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice. The e-voting EVSN. for this purpose i.e. 261104005

9. **The remote e-voting period commences on Friday, November 06, 2026 (9:00 a.m. IST) up to Saturday, December 05, 2026 (5:00 p.m. IST), both days inclusive.**

10. Members desiring to exercise their vote should cast their vote during this period. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

11. Relevant documents, if any, referred to in this Postal Ballot Notice and Explanatory Statement will be available for inspection electronically from the date of circulation of this Postal Ballot Notice until the last date of remote e-voting. Members seeking to inspect such documents (including the Tempsens Instruments Employees Stock Option Plan 2025, the consent and eligibility certificate of the proposed Joint Statutory Auditor, and the memorandum of terms of appointment of Mr. Aryan Rathi kept under Section 190 of the Act) can send an email to compliance@tempsens.com mentioning his / her / its folio number / DP ID and Client ID.

12. Members may send their queries related to item(s) included in the Postal Ballot Notice on the email compliance@tempsens.com from their registered email address, mentioning their name, folio number / DP ID Client ID as applicable, mobile number, copy of PAN Card.

13. The Board of Directors of the Company ("Board") has appointed M/s Ronak Jhuthawat & Co., Practising Company Secretaries, Udaipur, represented by Dr. CS Ronak Jhuthawat, Membership No. 9738, Certificate of Practice No. 12094 as the Scrutinizer ("Scrutinizer") for scrutinizing the postal ballot/e-voting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

14. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company, or any other person authorised by the Chairperson. The results of remote e-voting will be announced within two working days from the conclusion of the remote e-voting period, i.e., on or before Monday, December 07, 2026, in terms of Regulation 44(3) of the SEBI Listing Regulations and will be displayed on the Company's website at https://tempsens.com/ and the website of www.cdslindia.com. The results will simultaneously be intimated to the Stock Exchanges where the Equity Shares of the Company are listed and will also be displayed at the Registered Office of the Company.

15. The resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. on Saturday, December 05, 2026.

16. A member cannot exercise his vote by proxy on Postal Ballot.

17. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.

18. PROCEDURE FOR E-VOTING:

In terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Friday, November 06, 2026 at 9:00 A.M. (IST) and ends on Saturday, December 05, 2026 at 05:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 30th October, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to the SEBI Master Circular referred to above**,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

(iii) In terms of **2020 the SEBI Master Circular referred to above** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen.

However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant Tempsens Instruments (India) Limited on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csronakjhuthawat@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **compliance@tempsens.com / einward.ris@kfintech.com**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

As required by Section 102 of the Companies Act, 2013 (the "Act") the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 1, 2, 3 and 4 of the accompanying Postal Ballot Notice dated October 30, 2026-

Item No. 1:

The Board of Directors, at its meeting held on October 30, 2026 on the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Aryan Rathi (DIN: 11607932) as an Additional Director of the Company with effect from October 30, 2026 and as a Whole-time Director designated as "Executive Director cum Lead – Global Sales" for a period of 5 (five) consecutive years from October 30, 2026 to October 29, 2031, liable to retire by rotation, on the terms and conditions including remuneration set out hereunder, subject to the approval of the Members.

In terms of Section 161(1) of the Act and the Articles of Association, he holds office as an Additional Director up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. In terms of Regulation 17(1C) of the Listing Regulations, the approval of the Members for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Further, in terms of Section 196(4) of the Act, the appointment of a Whole-time Director and the terms and conditions of such appointment and remuneration are subject to the approval of the Members by a resolution at the next general meeting, and accordingly the approval of the Members is sought through this Postal Ballot. The Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director.

Mr. Aryan Rathi has been employed with the Company since May 1, 2024 as Lead – Global Sales and is responsible for managing the sales and business development operations of the Company outside India. He holds a Bachelor of Science degree from Texas A&M University, Texas, USA, and has over two years of experience in the electrical industry. His other details, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2, are mentioned below.

Where in any financial year, during the currency of the tenure of Mr. Aryan Rathi as an Executive Director-Lead Global Sales, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as set out in this Explanatory Statement, as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

He has given his consent to act as a Director (Form DIR-2) and a declaration that he is not disqualified under Section 164 of the Act (Form DIR-8). He has also confirmed that he is not debarred from holding the office of director by virtue of any order of SEBI or any other such authority. He has further confirmed that he satisfies the conditions specified in Part I of Schedule V to the Act, including the condition of being a resident of India within the meaning of the Explanation thereto.

The main terms and conditions of the appointment of Mr. Aryan Rathi (hereinafter referred to as "Executive Director") are given below:

A. Salary

Salary of INR 13.32 Million per annum. The annual increments which will be effective from 1st April of each year, will be decided by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee ("**NRC**") and will be performance based and will take into account the Company's performance as well, and shall be within the limit prescribed under applicable law. For avoidance of doubt, the total remuneration to be paid to the Director during his term (including such

basic salary and any annual increments thereto), in any event, shall not exceed the overall ceiling prescribed as 500,00,000 in any financial year.

B. Benefits, Perquisites and Allowances

Details of Benefits, Perquisites and Allowances are as follows:

(i) Rent-free residential accommodation (partly furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation OR house rent, house maintenance and utility allowances aggregating 85% of the salary (in case residential accommodation is not provided by the Company).

(ii) Hospitalisation and major medical expenses, Car facility, Telecommunication facility and Housing loan facility as per Rules of the Company.

(iii) Other perquisites and allowances given below subject to a maximum of 55% of the Salary; this shall include medical allowance, leave travel concession/allowance and other allowances/ personal accident insurance/club membership fees.

(iv) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per Rules of the Company.

(v) Leave encashment of unavailed leave as per rules and policies of the Company.

The perquisites to be evaluated as per income tax laws wherever applicable and actual cost to the Company in other cases.

C. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Mr. Aryan Rathi, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances subject to limits and further approvals as may be prescribed under Section II of Part II of Schedule V of the Companies Act and other applicable law. The approval of the Members by way of special resolution is being sought for payment of such minimum remuneration in excess of the limits specified in item (A) of Section II of Part II of Schedule V to the Act, for a period not exceeding three years, as permitted by the proviso thereto. For avoidance of doubt, the total remuneration to be paid to the Director during his term, in any event, shall not exceed the overall ceiling prescribed under Clause C above.

D. Insurance

The Company will take an appropriate Directors' Liability Insurance policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire term, subject to the terms of such policy in force from time to time.

E. Statutory approvals: (a) In terms of Section 197(1) of the Act, the remuneration payable to any one whole-time director shall not exceed 5% of the net profits of the Company, and the overall managerial remuneration shall not exceed 11% of the net profits, computed in accordance with Section 198 of the Act, except with the approval of the Members by special resolution. The net profits of the Company for the financial year 2025-26 computed under Section 198 were Rs. 825.05 Million and the proposed remuneration of Mr. Aryan Rathi, together with the remuneration payable to the other managerial personnel, is expected to exceed the said limits. (b) Mr. Aryan Rathi, being the son of Mr. Vinay Rathi, Managing Director, and grandson of Mr. Virendra Prakash Rathi, Chairman and Executive Director, is a member of the promoter group of the Company, and the aggregate annual remuneration payable to the executive directors who are promoters or members of the promoter group is expected to exceed 5% of the net profits of the Company; accordingly, approval by special resolution is required under Regulation 17(6)(e) of the Listing Regulations, which shall be valid only till the expiry of his term. (c) The effective capital of the Company as on March 31, 2026 falls in the slab of Rs. 5 crore and above but less than Rs. 100 crore, for which the limit under item (A) of Section II of Part II of Schedule V to the Act is Rs. 84 Lakhs per annum; approval by special resolution is therefore sought for payment of minimum remuneration in excess of the said limit. (d) The remuneration has been approved by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on October 30, 2026. (e) The

Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of Mr. Aryan Rathi, and has not committed any default in payment of dues to any bank, public financial institution, non-convertible debenture holders or other secured creditors [to be confirmed by the Company].

Details of Director seeking appointment / re-appointment

(Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015, Secretarial Standard-2 and Section 102 of the Companies Act, 2013)

The information required pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, is set out below:

Particulars	**Details**
Name and DIN	Aryan Rathi (DIN: 11607932)
Category	Whole-time Director, designated as Executive Director cum Lead – Global Sales (Promoter Group)
Date of Birth	06.06.2002
Nationality	Indian
Age	24 years
Date of first appointment on the Board	October 30, 2026
Qualifications	Bachelor of science degree from the Texas A&M University, Texas, USA.
Experience and expertise in specific functional areas	He has over two years of experience in electrical industry
Terms and conditions of appointment / re-appointment	Appointment for a period of Five (5) years and liable to retire by rotation and the terms and conditions, including remuneration, as set out in the resolution at Item No. 1 and this Explanatory Statement.
Last remuneration drawn	Rs. 10.99 Million per annum (drawn as Lead – Global Sales, in employment of the Company)
Proposed remuneration	As set out in the Explanatory Statement –Salary of Rs. 13.32 Million per annum plus benefits, perquisites, and allowances, subject to an overall ceiling of Rs. 5,00,00,000 in any financial year
Number of Board meetings attended during FY 2026-27	Not applicable
Shareholding in the Company	1100 equity shares (Negligible % of the paid-up equity share capital)
Relationship with other Directors and KMPs	Mr. Virendra Prakash Rathi – Grandfather; Mr. Vinay Rathi – Father.

Particulars	Details
Directorships in other listed entities	No
Directorships in other companies	Tempsens Measurement and Control Private Limited - Nominee Director
Listed entities from which he has resigned as a director in the past three years	Nil
Committee memberships and chairmanships in other listed entities	No
Committee positions in this Company	Not applicable
SEBI debarment confirmation	Mr. Aryan Rathi is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.
Disqualification confirmation	Mr. Aryan Rathi is not disqualified under Section 164 of the Companies Act.

Further information required to be disclosed pursuant to sub-clause (iv) of the second proviso to clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013, is set out below, in addition to the information already provided above:

I. General information:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>1.</td><td>Nature of industry</td><td>Engineering Goods Manufacturing</td></tr>
<tr><td>2.</td><td>Date or expected date of commencement of commercial production</td><td>NA</td></tr>
<tr><td>3.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>NA</td></tr>
<tr><td>4.</td><td>Financial performance based on given indicators</td><td>
<table>
<tr><th>Particulars</th><th>F.Y. 25-26 (Rs. In Million)</th></tr>
<tr><td>Paid up capital</td><td>322.66</td></tr>
<tr><td>Other Equity</td><td>4485.64</td></tr>
<tr><td>Total Revenue</td><td>4166.88</td></tr>
<tr><td>Total Expenses</td><td>134.59</td></tr>
<tr><td>Profit before Tax</td><td>839.92</td></tr>
<tr><td>Tax Expenses including deferred tax</td><td>205.79</td></tr>
<tr><td>Profit after Tax</td><td>636.95</td></tr>
</table>
</td></tr>
</table>

5.	Foreign investments or collaborations, if any	**Subsidiaries: (Rs. In Million)** Tempsens Instruments GmbH: 81.66 Tempsens Gulf LLC: 2.04 **Joint Ventures:** PT. Tempsens Asia Jaya: 6.15 Tempsens Korea Co. Ltd.: 9.14

II. Information about the appointee:

Sr. No.	Particulars	Details
1.	Background details	Mr. Aryan Rathi is the Lead – Global Sales in the Company. After graduating from Texas A&M University, Texas, USA in Bachelor of science in 2024, he served the company for two years as a Lead – Global Sales gaining requisite experience and engineering skills.
2.	Past remuneration	10.99 Million per annum
3.	Recognition or awards	Not Applicable
4.	Job profile and his suitability	Lead – Global Sales in the Tempsens Instruments (India) Limited since 2024
5.	Remuneration proposed	As set out in the Explanatory Statement – Salary of Rs. 13.32 Million per annum plus benefits, perquisites and allowances, subject to an overall ceiling of Rs. 5,00,00,000 in any financial year
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size and past performance of the Company and the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to Mr. Aryan Rathi is commensurate with the remuneration packages paid to similar senior level appointees in other Companies.
7.	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Yes. Mr. Aryan Rathi is the son of Mr. Vinay Rathi, Managing Director and

		Grandson of the Mr. Virendra Prakash Rathi, Chairman and Executive Director.

III. Other information:

Sr. No.	Particulars	Details
1.	Reasons of loss or inadequate profits	The Company has earned profits during FY 2025-26. However, the profits computed in accordance with Section 198 of the Act may be inadequate for payment of the proposed remuneration within the limits prescribed under Section 197(1) of the Act; accordingly, approval for payment of minimum remuneration under Section II of Part II of Schedule V to the Act is being sought.
2.	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansions, diversifications which are in the best interest of the Company.
3.	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict the profits in measurable terms.

Considering Mr. Aryan Rathi's experience in the industry, the terms of his remuneration are considered fair, just and reasonable and are commended for your approval. Accordingly, the Special Resolution is submitted to the Members through Postal Ballot for the consideration and approval of the Members.

The Board of Directors recommends the Special Resolution set out at Item 1 of the Notice for approval of the Members.

Except Mr. Aryan Rathi, Mr. Virendra Prakash Rathi (Chairman and Executive Director) and Mr. Vinay Rathi (Managing Director), being relatives of Mr. Aryan Rathi, and their respective relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

Item No. 2:

The Board of Directors, at its meeting held on October 30, 2026, on the recommendation of the Audit Committee, has proposed the appointment of M/s. P C MODI & CO, Chartered Accountants (firm registration No. 000239C) as the Statutory Auditors (Joint) of the Company. M/s. P C MODI & CO, Chartered Accountant, (FRN- 000239C) is a peer reviewed firm comprises of eminent partner and well qualified professional and support team.

P C Modi & Co. is a Jaipur-based Chartered Accountants firm, established in 1976, with 75+ professionals and a Delhi NCR branch. Offering audit, taxation, transaction advisory, project financing, company

secretarial, FEMA, legal and HR services, it has served leading public sector banks, insurance companies, government undertakings and multinational clients across India and abroad.

M/s. P C MODI & CO have given their written consent to act as the Joint Statutory Auditor and a certificate that their appointment, if made, will be in accordance with the conditions prescribed under Section 139(1) of the Act and Rule 4 of the Companies (Audit and Auditors) Rules, 2014, that they satisfy the criteria provided in Section 141 of the Act (including the limit on number of audits under Section 141(3)(g)), and that they hold a valid peer review certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under Regulation 33(1)(d) of the SEBI Listing Regulations.

The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Sr No.	**Particulars**	**Details**
1	Proposed Statutory Auditors	The Board recommended the appointment of M/s P C MODI & CO, Chartered Accountants
2	Basis of recommendations	P C Modi & Co. is a Jaipur-based Chartered Accountants firm, established in 1976, with 75+ professionals and a Delhi NCR branch. Offering audit, taxation, transaction advisory, project financing, company secretarial, FEMA, legal and HR services, it has served leading public sector banks, insurance companies, government undertakings and multinational clients across India and abroad.
3	Credentials of Proposed Statutory Auditor	M/s P C MODI & CO, Chartered Accountants Firm Registration No. 000239C issued by the Institute of Chartered Accountants of India)
4	Term of appointment	Appointment of M/s P C MODI & CO, Chartered Accountants (Firm Registration No. 000239C) as the Joint Auditor of the Company October 30,2026 till the conclusion of the ensuing Annual General Meeting
5	Proposed Fees	Rs. 5,00,000/- (Rupees Five Lakhs only) per annum, plus applicable taxes and reimbursement of out-of-pocket expenses, such fees as may be mutually agreed between the Board of Directors and M/s P C MODI & CO.

The Board recommends the Ordinary Resolution set forth in Item No. 2 for the approval of the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Item No. 3 and 4:

The Company had implemented an employee stock option scheme namely, **'Tempsens Instruments Employees Stock Option Plan 2025',** which was adopted by the Board of Directors ("Board") at its meeting held on September 08, 2025 and approved by the members by passing the special resolution at its extraordinary general meeting held on September 08, 2025 to reward Eligible Employees of the Company, Group Company, including employees of its subsidiary Company, Associate Company, in India or outside India, or of a Holding Company of the Company, by way of grant of employee stock options ("Options") and enable them to participate in the ownership of the Company and share in its wealth creation and encourage eligible employees to align individual performance and interests with Company objectives.

Subsequently, the Company successfully completed its IPO, listing its equity shares on August 28, 2026 on the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**"). The Board of Directors ("**Board**") were informed that, in terms of Regulation 12 (1) of the SBEB & SE Regulations, any fresh grant of Options post listing can be made under Tempsens Instruments Employees Stock Option Plan 2025 only in compliance with the SBEB & SE Regulations and post ratification of same by the members of the Company.

Accordingly, Tempsens Instruments Employees Stock Option Plan 2025 is being placed before the members for ratification in terms of the aforesaid SBEB & SE Regulations, after which the Company would be able to grant Options and issue shares under Tempsens Instruments Employees Stock Option Plan 2025.

The said proposal of ratification of Tempsens Instruments Employees Stock Option Plan 2025 was already approved by the Nomination and Remuneration Committee ("**Committee**") and the Board of Directors ("**Board**") of the Company at their meeting held on October 30, 2026**,** subject to approval of the Members of the Company.

The Nomination and Remuneration Committee / Compensation Committee shall administer the Tempsens Instruments Employees Stock Option Plan 2025 in accordance with the applicable laws.

The salient features and other details of the Tempsens Instruments Employees Stock Option Plan 2025 as required under Regulation 6(2) read with Schedule I of the SBEB & SE Regulations are provided in Annexure I..

Further, in terms of Regulation 6(3)(a) of the SBEB & SE Regulations, approval of the shareholders by way of a separate resolution is required for grant of Options to employees of a group company including subsidiary or associate company, in India or outside India, or of a holding company of the Company. Accordingly, a separate special resolution is set out at Item No. 4 for ratification and approval of the extension of the benefits of the Plan to such employees. Grant of Options and issue of shares to employees resident outside India shall be subject to the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, under which such issue is permitted to employees/directors of the Company or of its holding company, joint venture or wholly owned overseas subsidiary, and to the reporting requirements prescribed by the Reserve Bank of India. Fresh grants under the Plan shall be made only after receipt of in-principle approval of the Stock Exchanges in terms of Regulation 10 of the SBEB & SE Regulations.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent of the Options that may be granted to them, if eligible, under the Plan and to the extent of their shareholding in the Company. In terms of Regulation 2(1)(i) of the SBEB & SE Regulations, Directors who are promoters or belong to the promoter group, Directors holding more than 10% of the outstanding equity shares of the Company (directly or indirectly) and Independent Directors are not eligible to participate in the Plan.

The Board, accordingly, recommends the passing of the special resolutions as set out at Item Nos. 3 and 4 of this Notice, for the approval of the Members of the Company.

Annexure I

No.	Particulars	Details
(a)	Brief Description of the Tempsens Instruments Employees Stock Option Plan 2025	Object of the Plan: a. To drive long term performance and retention of talent; b. To remain competitive with market in terms of wealth creation opportunity; and c. To motivate Employees to contribute to the growth and profitability of the Company. The Tempsens Instruments Employees Stock Option Plan 2025 shall be administered and implemented by the Nomination and Remuneration Committee.
(b)	Total number of Options to be offered and granted	The total number of Options that may be granted under the Tempsens Instruments Employees Stock Option Plan 2025 shall not exceed 16,13,320 (Sixteen Lakh Thirteen Thousand Three Hundred Twenty) Options. Each Option, upon exercise, shall entitle the Option Grantee to one fully paid-up equity share of the Company having a face value of ₹4 (Rupees Four) each. As on October 30, 2026, out of the total pool of 16,13,320 (Sixteen Lakh Thirteen Thousand Three Hundred Twenty) Options under the Plan, an aggregate of 3,47,100 (Three Lakh Forty-Seven Thousand One Hundred) Options have been granted and 13,544 (Thirteen Thousand Five Hundred Forty-Four) Options have lapsed and been added back to the ESOP Pool. Accordingly, 12,79,764 (Twelve Lakh Seventy-Nine Thousand Seven Hundred Sixty-Four) Options are available for further grants
(c)	Identification of classes of employees entitled to participate and be beneficiaries in The Tempsens instruments Employees Stock option plan 2025	The following classes of employees are entitled to participate in the Tempsens Instruments Employees Stock Option Plan 2025: <u>Prior to Listing:</u> (a) a permanent employee of the Company who has been working in India or outside India; or (b) a director, whether whole time director or not but excluding an independent director of the Company; or (c) an employee or director as defined in sub-clauses (a) or (b) of subsidiary(ies), in India or outside India, or of a holding company of the Company; but shall not include: (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company.

		Post Listing:
		(a) an employee as designated by the Company, who is exclusively working in India or outside India; or (b) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (c) an employee or director as defined in sub-clauses (a) or (b), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company; but shall not include: (a) an employee who is a promoter or belongs to the promoter group; (b) a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% (ten per cent) of the outstanding shares of the Company.
(d)	The requirements of vesting and period of vesting	Vesting of options under the Tempsens Instruments Employees Stock Option Plan 2025 shall be on such date(s) and in such tranches as may be determined by the Board of Directors and such option, would vest not less than 1 (one) year and not more than 4 (four) years from the date of grant of an option. Unless otherwise provided under the plan in accordance with applicable law. Notwithstanding anything contained hereinabove, upon listing, in case of death or permanent disability of an option holder, the minimum vesting period of 1 (one) year from the grant date shall not apply. As a prerequisite to valid Vesting, subject to provisions of Clause 8.6 of the Plan, a Grantee is required to be in continued employment in good standing with the Company or Group Company including Holding Company, or Subsidiary Company, Associate Company, as the case may be, and the Grantee must neither be serving any notice of resignation/termination of his employment as on date of any Vesting, nor should be subject to any disciplinary proceedings pending against him/her on such date of Vesting. In case of any ongoing or pending disciplinary proceedings against any Grantee, the Vesting of any Options granted to such Grantee shall be kept in abeyance until disposal of proceedings and the Vesting then shall be determined by the Board or the Committee basis the conclusion of the disciplinary proceedings.
(e)	The maximum period within which the Options shall be vested	All the Options granted under the Tempsens Instruments Employees Stock Option Plan 2025 shall vest on such dates and such proportions as may be determined by the administrator. However, such Options shall not vest later than 5 (Five) years from the date of grant of the Option.

(f)	The exercise price or the formula for arriving at the same	The Exercise Price per Option shall be the Market Price, being the closing price of the Equity Shares on the recognised stock exchange having the highest trading volume as on the working day immediately preceding the date of grant of Options, and shall not be less than the face value of an Equity Share of the Company ₹4 per Equity Share
(g)	The exercise period and process of exercise	The Vested Options may be exercised, wholly or partly, by the Option Grantee at any time immediately after Vesting and before the expiry of the Exercise Period of 5 (Five) years from the date of grant of Options, or such other period as may be determined by the Board of Directors or the Committee and stated in the Grant Letter issued to the Option Grantee at the time of grant of Options.
(h)	The appraisal process for determining the eligibility of employees for the Plan:	Only Employees within the meaning of this Plan are eligible for being granted Tempsens Instruments Employees Stock Option Plan 2025. The Eligibility Criteria for any particular Grant and the specific eligible Employees to whom the Options would be granted shall be determined by the Board of Directors or any other Committee, as applicable, from time to time.
(i)	Maximum number of Options to be offered and issued per employee and in aggregate, if any:	The maximum number of Options that may be granted to any specific Employee of the Company under the Plan, in any financial year, shall be less than 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options. However, if the Board of Directors or the Committee wishes to grant Options to any specific Employee, in any financial year, equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Options, such grant shall be subject to separate approval of the shareholders by way of a special resolution in a general meeting of the Company.
(j)	Maximum quantum of benefits to be provided per employee under ESOP Scheme:	The maximum quantum of benefits that will be provided to every Eligible Employee under the Plan will be the difference between the market value of Company's shares on the recognized Stock Exchange as on the date of Exercise of options and the Exercise Price paid by the Employees
(k)	Whether the Plan is to be implemented and administered directly by the Company or through a trust:	Tempsens Instruments Employees Stock Option Plan 2025 shall be implemented and administered directly by the Company.
(l)	Whether the ESOP Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:	Tempsens Instruments Employees Stock Option Plan 2025 involves a new issue of shares by the Company.
(m)	The amount of loan to be provided for implementation of the ESOP Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc:	Not applicable

(n)	The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP Scheme:	Not applicable
(o)	A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15.	The Company shall conform to the accounting policies specified in Regulation 15 of the SBEB & SE Regulations, i.e., it shall follow the requirements, including the disclosure requirements, of the Accounting Standards prescribed under Section 133 of the Act (Ind AS 102 – Share-based Payment), as amended from time to time.
(p)	The method which the Company shall use to value its Options or SARs:	The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.
(q)	A Statement with regard to Disclosure in Director's Report:	As the Company is adopting fair value method, presently there is no requirement for disclosure in director's report. 'In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report'.
(r)	Period of Lock-in:	The Shares arising out of exercise of Vested Options shall not be subject to any lock-in restriction except such restrictions as may apply under the Applicable Law.
(s)	Terms & conditions for buyback, if any, of specified securities covered under the SBEB & SE Regulations	No buyback is currently proposed.