

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 1ST (01/2026) MEETING OF THE BOARD OF DIRECTORS OF BONFIGLIOLI TRANSMISSIONS LIMITED HELD ON TUESDAY, 03RD FEBURAY 2026, AT 03:00 P.M., AT REGISTERED OFFICE AT PLOT NO. AC7-AC11, SIDCO INDUSTRIAL ESTATE, THIRUMUDIVAKKAM, KANCHEEPURAM – 600 132, TAMIL NADU, INDIA, AND THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM)

ITEM NO.26: APPROVAL FOR RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFER OF EQUITY SHARES, INCLUDING ANY RESERVATION CONTEMPLATED IN THE OFFER

The Board of Directors of the Company, at its meeting held on December 15, 2025, had approved an Offer for Sale (OFS) as part of the proposed Initial Public Offer (IPO) of the Company. Subsequently, it was observed that the number of equity shares proposed to be offered for sale was inadvertently mentioned as 46,998,958 equity shares in the said resolution. In order to ensure compliance with the Minimum Public Shareholding requirements post the Initial Public Offer, the Board has proposed to clarify and modify the number of equity shares under the Offer for Sale to 46,998,959 equity shares, representing an increment of 1 (One) equity share.

Accordingly, in supersession of the resolution passed by the board of directors on December 15, 2025.

The Board discussed and unanimously passed the following resolution:

"RESOLVED THAT in accordance with applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, with or without modification, and pursuant to provisions of Sections 23 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, each as amended (collectively referred to as the **"Companies Act"**), the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended (**"FEMA"**), and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and other applicable regulations and guidelines issued by the Reserve Bank of India (**"RBI"**), the Securities and Exchange Board of India (**"SEBI"**), and any other applicable laws, rules, regulations, policies, guidelines including any foreign investment law, clarifications, directions, circulars, orders and notifications issued by the Government of India (**"GoI"**), including the Department for Promotion of Industry and Internal Trade, the Registrar of Companies, Tamil Nadu at Chennai (**"RoC"**), SEBI, the Department of Economic Affairs, Ministry of Finance, Government of India (**"DEA"**), RBI or any other regulatory or statutory authority, in India or outside India (collectively, the **"Applicable Laws"**), and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreements to be entered into between the Company and the respective recognised stock exchanges of India where the Equity Shares (*as defined below*) are proposed to be listed (**"Stock Exchanges"**), and subject to any approvals, consents, waivers, permissions and sanctions from the GoI, RoC, SEBI, RBI and any other appropriate governmental, statutory and



regulatory authorities of India (collectively, the "**Regulatory Authorities**") and any third parties including but not limited to the lender(s) of the Company and subject to such other approvals, consents, waivers, permissions and sanctions as may be required from the Regulatory Authorities and such third parties (if any) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, waivers, permissions and sanctions, and which may be agreed to by the board of directors of the Company (the "**Board**", which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the Board be and is hereby accorded to offer and allot such number of equity shares bearing face value of ₹ 10 each ("**Equity Shares**"), for cash either at par or premium such that the amount being raised pursuant to the offer for sale of 46,998,959 Equity Shares by the existing and eligible shareholder who intimate their intention to the Board in relation to such number of Equity Shares held by them which are eligible to be offered for sale in the Offer in accordance with the SEBI ICDR Regulations (such shareholder, the "**Selling Shareholder**"), which may include, without limitation the allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations, for cash at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined, in consultation with the book running lead managers appointed in relation to the Offer (the "**BRLMs**"), to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLMs decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss), respectively of the SEBI ICDR Regulations, foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/ or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the Insurance and Regulatory Development Authority of India, insurance funds set up and managed by the Department of Posts, India, provident funds, pension funds, national investment fund, insurance funds, trusts/ societies registered under the Societies Registration Act, 1860, Indian mutual funds, systemically important non-banking financial companies, multilateral and bilateral development financial institutions, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, or any other category of investors who are permitted to invest in the Equity Shares as per Applicable Laws (collectively referred to as the "**Investors**"), in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs /or other advisors or such persons appointed for the Offer and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit."

"RESOLVED FURTHER THAT the Equity Shares transferred and allotted pursuant to the Offer shall be listed on one or more recognized stock exchanges in India."

"RESOLVED FURTHER THAT the Board and such other persons as may be authorised by the Board be and is hereby authorised on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including, without limitation, eligible employees of the Company and/or its promoters ("**Reservation**"), as may be permissible in accordance with Applicable Laws, and do all such other acts, deeds, matters and things as the Board may, from time to time, in consultation with the BRLMs and/or other advisors, think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement and any amendments, supplements, notices, corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things in relation to all matters incidental to



the Reservation or in relation to the foregoing as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing."

"RESOLVED FURTHER THAT, subject to the approval of the shareholder of the Company in a general meeting and in accordance with Applicable Laws, the Offer may include, without limitation, issuance and allotment of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations and reservation of a certain number of Equity Shares to be issued to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the BRLMs and as may be permissible under Applicable Laws."

"RESOLVED FURTHER THAT the Equity Shares so transferred under the Offer (including any Reservation or green shoe option) shall be subject to the memorandum of association and the articles of association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company and the investors who are allotted or transferred the Equity Shares in the Offer shall be entitled to participate in dividends, if any, declared by the Company after the allotments of Equity Shares in the Offer, in compliance with the Applicable Laws."

"RESOLVED FURTHER THAT the powers of the Board set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by the provisions of any other part of this resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, each of the directors of the Board and/or Mr Kennady Varghese Kaippally, Managing Director and Mr Gatham Anandhan Balaji, Whole Time Director & CFO, severally, on behalf of the Board, in consultation with the BRLMs, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including allot Equity Shares pursuant to the Offer, determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted, the number of Equity Shares to be allotted in each tranche, offer price, premium amount, Reservation, listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit, and do all such acts, deeds, matters and things in relation to the Offer including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares, and negotiate, finalize and execute such deeds, documents, agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with book running lead managers underwriters, escrow agents, legal advisors, Selling Shareholder, etc., approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the allotment of the Equity Shares, and such other activities as may be necessary in relation to the Offer, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be."



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"RESOLVED FURTHER THAT, copies of the above resolutions, certified to be true by any Director and/or the Company Secretary, be forwarded to any concerned authorities or any other person for necessary actions as may be required from time to time."

RESOLVED FURTHER THAT CS Pramod. S, Company Secretary in Practice be and is hereby authorized to pre-certify the e-forms and file necessary forms with Registrar of Companies."

//CERTIFIED TRUE COPY//

For Bonfiglioli Transmissions Limited

G. Ambal



G A Balaji
Whole Time Director & CFO
DIN: 06630726

Address: Villa No 16 Ground Floor, Casa Grande
Pallagio Kamarajar Street, Thuraipakkam,
Kanchipuram, Tamil Nadu, India, Pin code-
600097.

Date: 04.02.2026

Place: Thirumudivakkam, Tamil Nadu.