

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 3RD (03/2026) MEETING OF THE BOARD OF DIRECTORS OF BONFIGLIOLI TRANSMISSIONS LIMITED HELD ON MONDAY, 09TH FEBURAY 2026, AT 02:00 P.M., THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) AND AT REGISTERED OFFICE AT PLOT NO. AC7-AC11, SIDCO INDUSTRIAL ESTATE, THIRUMUDIVAKKAM, KANCHEEPURAM – 600 132, TAMIL NADU, INDIA.

ITEM NO. 6: APPROVAL AND ADOPTION OF THE DRAFT RED HERRING PROSPECTUS

It is briefed to the board of directors ("Board") that pursuant to the resolutions passed by the Board at its meeting held on February 03, 2026, the Company was authorised to undertake an initial public offer of its equity shares bearing face value of ₹ 10 each ("Equity Shares" and such initial public offer, the "Offer"). A draft of the draft red herring prospectus of the Company in connection with the Offer proposed to be filed with the Securities and Exchange Board of India (the "SEBI" and such draft red herring prospectus, the "DRHP"), BSE Limited and National Stock Exchange of India Limited, has been placed before the Board for its approval.

The Board perused the matter and the following resolution was moved and passed unanimously:

NOW, THEREFORE, IT IS

"RESOLVED THAT in furtherance of the resolution passed by the board of directors of the Company (the "**Board**") on February 03, 2026, subject to the applicable laws, the draft of the draft red herring prospectus (the "**DRHP**"), containing disclosures as required under the provisions of the Securities Contracts (Regulation) Act, 1956 (and the applicable rules thereunder), each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013 and the applicable rules thereunder (including, in each case, any statutory modification or re-enactment of such laws for the time being in force), as amended, ("**Companies Act**"), and any other applicable, rules, regulations, guidelines, circulars and notifications issued by SEBI and the enabling provisions of the memorandum of association and the articles of association of the Company, the draft of the DRHP in respect of the initial public offer an offer for sale by the existing shareholder (the "**Selling Shareholder**") of 46,998,959 Equity Shares (and such offer of Equity Shares, the "**Offer**"), for cash either at par or premium, at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations, as placed before the Board, be and is hereby approved for filing with the Securities and Exchange Board of India (the "**SEBI**"), BSE Limited and the National Stock Exchange of India Limited (together with BSE Limited, the "**Stock Exchanges**") and such and other governmental or supervisory authorities or persons as may be required, in accordance with the applicable provisions of the Companies Act, 2013, as amended, SEBI ICDR Regulations, and other applicable law."

"RESOLVED FURTHER THAT the DRHP is hereby recommended for signing by each of the directors of the Company, the Chief Financial Officer, and the Selling Shareholder (or their duly authorized representative) and each such person be and is hereby authorized to sign the declaration page of the DRHP for and on behalf of the Company."

"RESOLVED FURTHER THAT IPO Committee is hereby authorized to make corrections or alterations, if any, and to finalize the DRHP for the purposes of filing with the SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deeds, matters and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, each of the directors of the Board and/or Kennady Varghese Kaippally, Managing Director and Gatham Anandhan



Balaji, Whole Time Director & CFO, severally, on behalf of the Board, 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, and to make any filings, including with the Registrar of Companies, Tamil Nadu at Chennai, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things 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 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 prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be."

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

//CERTIFIED TRUE COPY//

For Bonfiglioli Transmissions Limited

G. A. Balaji

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: 09.02.2026

Place: Thirumudivakkam, Tamil Nadu.