

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 10<sup>TH</sup> (10/2026) MEETING OF THE BOARD OF DIRECTORS OF BONFIGLIOLI TRANSMISSIONS LIMITED HELD ON FRIDAY, OCTOBER 09, 2026, AT 06:00 P.M., THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO-VISUAL MEANS (OAVM) AT REGISTERED OFFICE AT PLOT NO. AC7-AC11, SIDCO INDUSTRIAL ESTATE, THIRUMUDIVAKKAM, KANCHEEPURAM – 600 132, TAMIL NADU, INDIA.**

***Item No. 7: To approve and adopt the Red Herring Prospectus***

The Board noted that the Company has, in response to the draft red herring prospectus dated February 9, 2026 filed by the Company with SEBI (the "**DRHP**"), received the final observation letter bearing reference no. HO/49/11/(1)2026-CFD-POD-I/13572/2026 dated June 11, 2026 (the "**Final Observation Letter**") from SEBI which contained its observations and request for inclusion of further details in the red herring prospectus to be filed by the Company with the Registrar of Companies, Tamil Nadu at Chennai ("**Registrar of Companies**"), the Stock Exchanges, SEBI or any other regulatory authorities. The updated draft of the DRHP after incorporating the necessary updates and changes and after providing such additional information in the document as advised by SEBI was filed with SEBI along with the abridged prospectus on October 9, 2026 and SEBI noted the changes and provided their approval on 09.10.2026.

The board of the Company then considered the red herring prospectus to be filed with the Registrar of Companies, and the abridged prospectus was placed before it and passed the following resolutions unanimously:

**"RESOLVED THAT** in furtherance of the resolution of the Board dated **September 30, 2026** approving the updated draft red herring prospectus, the resolution of the IPO Committee dated **October 06, 2026** approving the again updated draft red herring prospectus and the approval received from the Securities and Exchange Board of India ("**SEBI**") dated 09.10.2026 on the updated draft red herring prospectus, the red herring prospectus of the Company ("**RHP**"), a copy of which is placed before this meeting and the information contained therein as per the requirements of Companies Act, 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and other applicable law, be and is hereby approved and taken on record in connection with the proposed initial public offering of equity shares of face value of ₹ 10 each of the Company comprising an offer for sale of Equity Shares bearing face value of ₹10 each by the existing shareholder of the Company (the "**Selling Shareholder**") (the "**Offer**") and filing with the Registrar of Companies, the Stock Exchanges, SEBI and such other authorities or persons as may be required under applicable laws.

**RESOLVED FURTHER THAT** the abridged prospectus dated October 9, 2026 which is placed before the Board in respect of the Offer, be and is hereby approved.

**RESOLVED FURTHER THAT** the preliminary international wrap dated October 9, 2026 ("**Preliminary International Wrap**") which is placed before the Board in respect of the Offer, be and is hereby approved.

**RESOLVED FURTHER THAT** subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the SEBI ICDR Regulations and other applicable laws, approvals (if any) by authorities as may be necessary, **Mr. Kennady V Kaippally, Managing Director** and **Mr. Gatham Anandhan Balaji, Whole-Time Director & Chief Financial Officer**, be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations,



amendments or corrections to the RHP and/or the Preliminary International Wrap, if any, and to finalise the RHP and the Preliminary International Wrap and approval be and is hereby granted for filing the RHP and any other related documents with the SEBI, the Registrar of Companies, the Stock Exchanges and with any other regulatory authority as may be necessary with respect to the initial public offering and undertake such other necessary steps to implement the above resolution.

**RESOLVED FURTHER THAT Mr. Kennady V Kaippally, Managing Director and Mr. Gatham Anandhan Balaji, Whole-Time Director & Chief Financial Officer,** be and are hereby authorised to make such further changes to the RHP as may be considered appropriate or necessary and finalise the RHP, consequent to which, each of the Directors of the Company and the Chief Financial Officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.

**RESOLVED FURTHER THAT Mr. Kennady V Kaippally, Managing Director and Mr. Gatham Anandhan Balaji, Whole-Time Director & Chief Financial Officer,** be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal counsels to the Offer and the book running lead managers appointed in this respect.

**RESOLVED FURTHER THAT** all monies received out of the Offer (as defined in the RHP) shall be transferred to a separate bank account maintained with the scheduled bank as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** duly certified copies of the above resolutions under the hands of any Director and/or Company Secretary be furnished to any government, statutory or regulatory authority as may be required from time to time."

**//CERTIFIED TRUE COPY//**

**For Bonfiglioli Transmissions Limited**



**Sunil Kumar**  
**Company Secretary & Compliance Officer**  
**M. No. 58368**

Address: Arun Excello apartments, Niranjana, 117,  
FF Village, Mevalurkuppam, Sriperumbudur,  
Kanchipuram, Tamil Nadu, India 602105.



Date: 09.10.2026

Place: Thirumudivakkam, Tamil Nadu.