

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 FEBRUARY 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. 21: TAKING NOTE OF THE CONSENT PROVIDED BY THE SELLING SHAREHOLDER FOR THEIR PARTICIPATION IN THE OFFER

In respect of the initial public offer of equity shares bearing face value of ₹ 10 each of the Company ("**Equity Shares**" and such initial public offer, the "**Offer**"), approved by the board of directors ("**Board**") pursuant to its resolution dated December 15, 2025, the Board took note of the intention and consent of Bonfiglioli S.p.A, existing shareholder of the Company, to participate in the Offer.

The Board discussed and unanimously passed the following resolution:

"RESOLVED THAT, the Board hereby takes note of the intention and consent of Bonfiglioli S.p.A., shareholder of the Company to offer 4,69,98,959 Equity Shares held by them, as mentioned in their consent letter dated February 02, 2026, as authorized by way of its resolution of board of directors dated October 31, 2025 as part of the Offer at such price as may be determined through the book building process under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("**SEBI ICDR Regulations**"), and in accordance with applicable laws.

"RESOLVED FURTHER THAT Mr. Kennady Varghese Kaippally, Managing Director and Mr. Gatham Anandhan Balaji, Whole Time Director & CFO, 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, and execute and sign all relevant documents including but not limited to consent letters, powers of attorney and certificates as may be required in order to give effect to these resolutions, 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/ IPO Committee] 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/ IPO Committee], as the case may be."



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"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. 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.**