

Bonfiglioli S.p.A.

Via Cav. Clementino Bonfiglioli 1,
40012 Calderara di Reno
Bologna, Italy

Tel. +39 051 647 3111
www.bonfiglioli.com
pec_bonfigliolispa@legalmail.it



CONSENT FROM PROMOTER SELLING SHAREHOLDER

Date: 03/02/2026

To

The Board of Directors
Bonfiglioli Transmissions Limited
Plot No. AC7-AC11, SIDCO Industrial Estate,
Thirumudivakkam
Kancheepuram – 600 132
Tamil Nadu, India

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Bonfiglioli Transmissions Limited (the "Company" and such initial public offering, the "Offer")

Corporate Information

We, Bonfiglioli S.p.A., a company incorporated under the laws of Italy, having our registered office at 40012 Calderara di Reno, Bologna, Italy, Via Cav. Clementino Bonfiglioli 1, do confirm that we hold 187,995,834 Equity Shares, representing 100% of the pre-Offer equity share capital of the Company (100% on a fully diluted basis).

Consents

We hereby consent to the inclusion of up to 46,998,959 Equity Shares (the "**Offered Shares**") held by us in the Company as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "**DRHP**" or the "**Offer Document**") and transaction agreements executed in relation to the Offer and the approval of any other regulatory authority, if required.

We hereby consent to the inclusion of our name as a promoter selling shareholder and any other information contained in this consent letter (in part or full) as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Companies Act, 2013 and rules made thereunder, as amended and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India ("**SEBI**") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "**Stock Exchanges**") and any other materials or documents to be filed or executed in relation to the Offer.

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We confirm that we will immediately inform in writing of any changes to the above information to the Company until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

We confirm that the information and confirmations set out in this letter are true, correct, accurate, complete in all aspects and not misleading in any material respect.

We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

This consent letter is for the information and for inclusion (in part or full) in the Offer Documents or any other Offer related material and may be relied upon by the Company, the book running lead managers, Axis Capital Limited, BNP Paribas, ICICI Securities Limited and Jefferies India Private Limited ("**Book Running Lead Managers**" or "**BRLMs**") and the legal advisors to each of the Company and the BRLMs in respect of the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges (including in relation to any online document repository platform), and any other governmental and/or statutory and/or regulatory and/or judicial authorities and/or for the records to be maintained by the BRLMs including submission of this consent letter for the purpose of any defense the BRLMs may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation and in accordance with applicable law.

All capitalised terms used herein but not defined shall have the same meaning to them in Offer Documents.

Yours faithfully,
Sonia Bonfiglioli


Authorized Signatory

Enclosed: As above

cc:

Axis Capital Limited
1st Floor, Axis House
Pandurang Budhkar Marg
Worli, Mumbai 400 025
Maharashtra, India

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