

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 12TH (12/2026) MEETING OF THE BOARD OF DIRECTORS OF BONFIGLIOLI TRANSMISSIONS LIMITED HELD ON MONDAY, OCTOBER 19, 2026, AT 08:30 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. 2: APPROVAL AND ADOPTION OF PROSPECTUS

In furtherance of the resolution passed by the board of directors ("**Board**") at their meeting held on October 9, 2026 approving the filing of the red herring prospectus with the Registrar of Companies, Tamil Nadu at Chennai and thereafter with the SEBI, and the BSE Limited and the National Stock Exchange of India Limited (the "**Stock Exchanges**"), in respect of the proposed initial public offer of the equity shares bearing face value of ₹10 each ("**Equity Shares**") 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**") aggregating up to ₹ 25,336.63 million, the draft of the prospectus dated October 19, 2026 to be filed with Registrar of Companies, Tamil Nadu at Chennai, the Securities and Exchange Board of India, the Stock Exchanges, was placed before the Board for its consideration and approval.

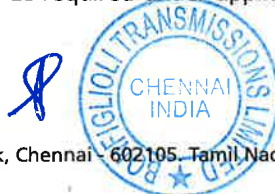
After deliberations, the Board unanimously passed the following resolutions:

"RESOLVED THAT the prospectus dated October 19, 2026 ("**Prospectus**") in respect of the initial public offer of equity shares bearing face value of ₹ 10 each ("**Equity Shares**") 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 containing requisite information as prescribed under applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Companies Act, 2013 read with the rules made thereunder, or any statutory modification(s) or re-enactment(s) thereof, as amended and other applicable laws and regulations, tabled before the Board, be and is hereby approved and **Mr. Kennady V Kaippally, Managing Director, Mr. Gatham Anandhan Balaji, Whole-Time Director & Chief Financial Officer and Sunil Kumar, Company Secretary & Compliance Officer**, be and are hereby severally authorized to date and deliver the same to the Registrar of Companies, Tamil Nadu at Chennai ("**RoC**"), the Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges and such other authorities or persons as may be required.

RESOLVED FURTHER THAT the international wrap dated October 19, 2026, which is placed before the Board in respect of the Offer, be and is hereby approved.

RESOLVED FURTHER THAT any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the international wrap and to the Prospectus that may be filed with the RoC, the SEBI, the Stock Exchanges or any other regulatory authority be and is hereby approved in accordance with applicable laws.

RESOLVED FURTHER THAT the IPO Committee and **Mr. Kennady V Kaippally, Managing Director, Mr. Gatham Anandhan Balaji, Whole-Time Director & Chief Financial Officer and Sunil Kumar, Company Secretary & Compliance Officer**, be and are hereby authorised to make such further changes to the Prospectus as may be considered appropriate or necessary and finalise the Prospectus, 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 Prospectus for and on behalf of the Company and to file the same with the RoC, the SEBI, the Stock Exchanges and such other authorities as required under applicable laws.



RESOLVED FURTHER THAT Mr. Kennady V Kaippally, Managing Director, **Mr. Gatham Anandhan Balaji, Whole-Time Director & Chief Financial Officer and Sunil Kumar, Company Secretary & Compliance Officer**, be and are hereby severally authorized to undertake necessary steps to implement the above resolutions and 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, including any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the international wrap and Prospectus that may be filed with the RoC, the SEBI, the stock exchanges or any other regulatory authority, 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 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: 19.10.2026

Place: Thirumudivakkam, Tamil Nadu.