

December 16, 2025

To,
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, C-1, Block G, Bandra
Kurla Complex, Bandra (E), Mumbai 400051
NSE Symbol - EBGNG

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
Scrip Code – 544455

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (SEBI –LODR)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Postal Ballot Notice seeking approval of the shareholders through remote e-voting for the below mentioned matters:

Sl. No.	Particulars	Type of Resolution
1	To approve the alignment and ratification of Electronics Bazaar Employees Stock Option Scheme – 2024 as per SEBI (Share Based Employee Benefit and Sweat Equity) Regulations, 2021	Special
2	To approve the extension of grant to the eligible employees of the Subsidiary Company(ies), Associate Company, in India or outside India, Holding Company of the Company under Electronics Bazaar Employees Stock Option Scheme – 2024	Special
3	Approval for material related party transaction(s) with Electronics Bazaar FZC, a Subsidiary of Company under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	Ordinary
4	Approval for material related party transaction(s) between Electronics Bazaar FZC, a Subsidiary of Company and Bright World Technologies INC, a wholly owned subsidiary of Electronics Bazaar FZC under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), 2015	Ordinary

In accordance with the General Circulars issued by the Ministry of Corporate Affairs, the Notice of Postal Ballot was dispatched through e-mail on December 16, 2025 to the registered email id of the shareholders as on the cut-off date on December 12, 2025. Shareholders were advised to give their assent / dissent only through remote e-voting. The Company has engaged the services of Bigshare Services Private Limited for the purpose of providing e-voting facility to all its members. The remote e-voting period commences on Wednesday, 17th December, 2025 at 9:00 a.m. (IST) and ends on Thursday, 15th January, 2026 at 5:00 p.m. (IST). The Notice of Postal Ballot is also available on the Company's website www.electronicsbazaar.com

This is for your information and records.

FOR GNG ELECTRONICS LIMITED

Sarita Vishwakarma
Company Secretary & Compliance officer
Membership No. A59547

GNG Electronics Limited

(Formerly known as GNG Electronics Private Limited)

CIN: L72900MH2006PLC165194

415, Hubtown Solaris, N. S. Phadke Marg, Opp. Saiwadi Telli Galli, Andheri (East), Mumbai - 400 069, Maharashtra, India.

www.electronicsbazaar.com | Email Id: compliance@electronicsbazaar.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member(s),

Notice is hereby given that the resolution(s) set out below is proposed for approval by the members of GNG Electronics Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, General Circular No. 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors through its resolution dated December 12, 2025 has appointed M/s. Nishant Bajaj & Associates, Practising Company Secretaries (COP No.: 21538), as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of Bigshare Services Private Limited as for the purpose of providing remote e-voting facility to its members. The instructions for Remote e-voting form part of this Notice.

The Postal Ballot Notice will also be placed on the website of the Company <https://www.electronicbazaar.com/>.

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GNG Electronics Limited

(Formerly known as GNG Electronics Private Limited)

CIN: L72900MH2006PLC165194

415, Hubtown Solaris, N. S. Phadke Marg, Opp. Saiwadi Telli Galli, Andheri (East), Mumbai - 400 069, Maharashtra, India.
www.electronicbazaar.com | Email Id: compliance@electronicbazaar.com

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

VOTING STARTS ON	VOTING ENDS ON
Wednesday, 17 th December, 2025 at 9:00 a.m. (IST)	Thursday, 15 th January, 2026 at 5:00 p.m. (IST)

The Scrutiniser will submit his report, after the completion of scrutiny, to the Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before Saturday, 17th January, 2026, and will be displayed on the Company's website at <https://www.electronicsbazaar.com/>. The results will simultaneously be communicated to the Stock Exchanges where the shares of the company are listed.

The resolution for the purpose stated herein below is proposed to be passed by remote e-voting:

SPECIAL BUSINESS:

1. TO APPROVE THE ALIGNMENT AND RATIFICATION OF ELECTRONICS BAZAAR EMPLOYEES STOCK OPTION SCHEME – 2024 AS PER SEBI (SHARE BASED EMPLOYEE BENEFIT AND SWEAT EQUITY) REGULATIONS, 2021:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an “Special Resolution”

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof), Regulation 12 of Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded to Board of Directors (*hereinafter referred to as the ‘Board’, which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the ‘Compensation Committee’ under the SEBI(SBEB &SE) or their delegated authority and to exercise its powers, including the powers conferred by this resolution*) to approve the alignment of Electronics Bazaar Employees Stock Option Scheme – 2024 (**“Scheme”**) as per the provisions of SEBI (SBEB & SE)

Regulations, and to approve the ratification of the Scheme, subsequent to the Initial Public Offer of the Company and to create, grant, offer, reissue, and allot, in one or more tranches, 57,00,575 (fifty seven lakhs five hundred seventy five) Employee Stock Options, being 5% of the post listing share capital of the Company as on July 30, 2025 *(or such other adjusted figure for any bonus issue, right issue, stock splits, sub-division of Shares or reverse stock split / consolidations of Shares or other reorganization of the capital structure of the Company as may be applicable from time to time)*, to or for the benefit of Employees and Directors of the Company, its Subsidiary Company, Associate Company, in India or outside India, and Holding Company of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws), exercisable into Equity Shares (**“Shares”**) of face value of Rs. 2/- each, at such price and on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the proposed alignment and ratification to Scheme are not prejudicial to the interests of the current option holders.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorised to facilitate the allotment of the Shares under Scheme upon exercise of vested options from time to time in accordance with Scheme and the Shares so allotted shall rank pari-passu in all respects with the existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division / undertaking or other re-organisation etc. requisite adjustments (which may include adjustments to the number of options under the Scheme) shall be appropriately made, in a fair and reasonable manner, in accordance with the Scheme.

RESOLVED FURTHER THAT if the Equity Shares of the Company are either sub-divided or consolidated, the number of Equity Shares arising out of and/or the price of acquisition payable by the employees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value per equity share bears to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the said grantees

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorised to do all such acts and deeds as are required for regulatory and legal compliance including making application for

the capital addition to the depositories and requisite approvals from the recognised stock exchanges for listing and trading of equity shares allotted under Scheme in terms of the SEBI (SBEB & SE) Regulations, 2021 and SEBI Listing Regulations and for filing any required forms, applications with the registrar of companies, depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorized at any time to implement, modify, change, vary, alter, amend, ratify, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such implementation, modification, change, variation, alteration, amendment, ratification, suspension or termination of Scheme and do all other things incidental and ancillary thereof in accordance with the Scheme and compliance with Applicable Laws.

RESOLVED FURTHER THAT Mr. Sharad Khandelwal, Managing Director (DIN: 03282602), Mrs. Vidhi Sharad Khandelwal, Non-Executive Director (DIN: 03285189), Mr. Raakesh Jagdish Jhunjhunwala, Chief Financial Officer and Ms. Sarita Tufani Vishwakarma, Company Secretary & Compliance Officer (A59547) of the Company be and are hereby severally authorized to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

2. TO APPROVE THE EXTENSION OF GRANT TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES), ASSOCIATE COMPANY, IN INDIA OR OUTSIDE INDIA, HOLDING COMPANY OF THE COMPANY UNDER ELECTRONICS BAZAAR EMPLOYEES STOCK OPTION SCHEME – 2024

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as an “**Special Resolution**”*

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions, if any, read with Rules made thereunder including any statutory modifications or re-enactment thereof, Regulation 6(3)(c) and other applicable provisions, if any, of the of the Securities and Exchange

Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**“SEBI (SBEB & SE) Regulations, 2021”**], relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR) Regulations”**] the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the shareholders of the Company be and is hereby accorded to Board of Directors (*hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution*) to extend the benefits of Electronics Bazaar Employees Stock Option Scheme – 2024 (**“Scheme”**) including the grant of Employee Stock Options (**“Options”**) and issuance of the Equity Shares (**“Shares”**) thereunder, to or for the benefit of Employees of the Subsidiary Company(ies), Associate Company, in India or outside India, and Holding Company of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time) on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and provisions of the Scheme.

RESOLVED FURTHER THAT the Shares to be issued and allotted by the Company to the eligible employees under the Scheme shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT Mr. Sharad Khandelwal, Managing Director (DIN: 03282602), Mrs. Vidhi Sharad Khandelwal, Non-Executive Director (DIN: 03285189), Mr. Raakesh Jagdish Jhunjhunwala, Chief Financial Officer and Ms. Sarita Tufani Vishwakarma, Company Secretary & Compliance Officer (A59547) of the Company be and are hereby severally authorized to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

3. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH ELECTRONICS BAZAAR FZC, A SUBSIDIARY OF COMPANY UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015:

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as an “**Ordinary Resolution**”:*

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Company’s policy on Related Party Transactions, and subject to such other approvals, consent(s), permission(s) and sanctions of other authorities as may be necessary from time to time basis and based on the recommendation of Audit Committee and the approval from Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to continue with the existing contract(s)/arrangement(s)/ transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Electronics Bazaar FZC, a material Subsidiary for an aggregate value up to ₹300 crore, for sale of goods and rendering of services and other transactions for the purpose of business to be entered during the FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel(s) or any other officer(s) or the Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

4. **APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN ELECTRONICS BAZAAR FZC, A SUBSIDIARY OF COMPANY AND BRIGHT WORLD TECHNOLOGIES INC, A WHOLLY OWNED SUBSIDIARY OF ELECTRONICS BAZAAR FZC UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015:**

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as an “**Ordinary Resolution**”:*

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Company’s policy on Related Party Transactions, and subject to such other approvals, consent(s), permission(s) and sanctions of other authorities as may be necessary from time to time basis and based on the recommendation of Audit Committee and the approval from Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to continue with the existing contract(s)/arrangement(s)/ transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or a series of transactions taken together) the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, between Electronics Bazaar FZC, a subsidiary of Company and Bright World Technologies INC, a wholly owned subsidiary of Electronics Bazaar FZC and a step-down subsidiary of the Company for an aggregate value up to ₹250 crore, for sale of goods and rendering of services and other transactions for the purpose of business to be entered during FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business between both the parties.”

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In compliance with the provisions of Sections 108, 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), various MCA Circulars, the Company is pleased to provide its members with the e-voting facility to exercise their right to vote electronically on the proposed resolutions.
3. In compliance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent only through electronic means to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depositories, i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the ‘Cut-Off Date’ i.e., December 12, 2025 and whose email addresses are registered with the Company/Depositories. The physical copies of the Postal Ballot Notice along with Postal Ballot forms and business reply envelopes are not being sent to the members for this Postal Ballot.
4. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. As required by Rule 20 and 22 of the Rules read with the SEBI Listing Regulations, the dispatch of the Postal Ballot Notice along with Explanatory Statement shall be announced through an advertisement in at least one English language newspaper (All Edition) and one regional newspaper having wide circulation, where the Registered Office of the Company is situated.
6. Subject to the provisions of the Articles of Association of the Company, voting rights of a member/ beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process.
8. The resolution, if approved by requisite majority, shall be deemed to have been passed on the last date of the remote e-voting i.e., Thursday, January 15, 2026.
9. The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny of the votes cast by the equity shareholders of the Company. The Scrutinizer’s decision on the validity of the

votes cast shall be final. The results of the e-voting will be announced within 2 (two) working days of the conclusion of the postal ballot process. The said results, together with the Scrutinizer's Report, would be communicated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed and also will be displayed on the website of the Company i.e., <https://www.electronicsbazaar.com/> and website of Bigshare Services Private Limited at <https://ivote.bigshareonline.com/>. The Company will also display the results of the Postal Ballot at the registered office of the Company.

10. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
11. All documents referred to in the Notice will also be made available for electronic inspection without any fee by the members until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. Thursday, January 15, 2026. Members seeking to inspect such documents can send an email to compliance@electronicsbazaar.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.
12. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
13. The remote e-voting process shall be as under:

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **Wednesday, 17th December, 2025 at 9:00 a.m. (IST)** and ends on **Thursday, 15th January, 2026 at 5:00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 12th December, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iii. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company</p>

	name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.

- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
- Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.

- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

By Order of the Board of Directors
For GNG Electronics Limited
(Formerly known as GNG Electronics Private Limited)

Sd/-
Sarita Vishwakarma
Company Secretary & Compliance Officer
Membership No. A59547

Date: December 12, 2025

Place: Mumbai

Registered Office:

Unit No 415, Hubtown Solaris N.S. Phadke Marg,

Andheri (East), Mumbai – 400069

Email: compliance@electronicsbazaar.com

Website: <https://www.electronicsbazaar.com/>

CIN: L72900MH2006PLC165194

In conformity with the Provisions of Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the item of Special Business of the Notice and the same should be taken as forming part of the notice.

Item No. 1 and 2

Equity-based remuneration serves as a tool to align the personal goals of employees with the broader organizational objectives by enabling them to participate in the ownership of the Company. In order to reward, retain, and foster a sense of ownership and participation among key employees, the Shareholders of GNG Electronics Limited (***“Company”***) is requested to note that the Electronics Bazaar Employees Stock Option Scheme – 2024 (***“Scheme”***) was initially approved by the Board of Directors and Shareholders on December 04, 2024 and December 05, 2024 respectively. The Scheme has been aligned and ratified by the Board of Directors November 04, 2025.

The Shareholders of the Company informed that the Scheme was originally framed in compliance with applicable provisions of the Companies Act, 2013 and rules framed thereunder. Further, the Company has successfully completed the listing of its securities on the NSE and BSE (***“Stock Exchange(s)”***) on July 30, 2025.

In accordance with the provisions of Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 (***“SEBI (SBEB & SE) Regulations, 2021”***), the Shareholders notes that, subsequent to the listing of equity shares, a Company is not permitted to make any fresh grants that involve the allotment or transfer of shares to its employees under any pre-IPO Scheme unless:

- (i) The pre-IPO Scheme is in conformity with these regulations, and
- (ii) The pre-IPO Scheme is ratified by the shareholders subsequent to the IPO.

In accordance with the proviso to Regulation 12(1) of the SEBI (SBEB & SE) Regulations, ratification under clause (ii) may be done at any time prior to the grant of new options or shares under the pre-IPO Scheme. Therefore, Company seeks approval from its shareholders to ratify the Scheme to enable the Company to grant ungranted Options in the ESOP pool under the Scheme.

The Shareholders of the Company further informed that the ESOP pool will be specified in the Scheme, and the vesting period for Options shall be a minimum of 1 (one) year from the Grant Date, extendable up to a maximum period of 5 (five) years. Upon vesting, the exercise period shall be 2 (two) years from the respective vesting date of the Options.

Accordingly, the Board of Directors recommends the passing of the resolution set out at Item No. 1 and 2 by the way of special resolution.

The salient features of the Electronics Bazaar Employees Stock Option Scheme – 2024 and the disclosures required under Regulation 6(2) of SEBI (SBEB & SE) Regulations, 2021 are as under:

1. Brief Description of the Scheme:

This Scheme shall be called Electronics Bazaar Employees Stock Option Scheme – 2024 (“hereinafter referred as **“Scheme”**”) and shall include any alterations, amendments, additions, deletions, modifications, addendums or variations made thereof in accordance with the applicable laws, from time to time.

Purpose of the Scheme:

The purpose of the Scheme includes the followings:

- a. To **reward and motivate** the Employees for their association, dedication and performance;
- b. To **retain and motivate** the Employees to contribute to the growth and profitability of the Company;
- c. To **catapult the quality of life** of hard working, high performing, honest and loyal Employees and their families.
- d. Bringing **sense of association and ownership** with the Company and its growth.

2. The total number of options, SARs, shares or benefits, as the case may be, to be offered and granted:

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 57,00,575 (fifty seven lakhs five hundred seventy five) Employee Stock Options, being 5% of the post listing share capital of the Company as on July 30, 2025 having face value of Rs. 2/- each.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be added back to the pool and shall be available for further Grant under the Scheme unless otherwise determined by the Committee, in accordance with Applicable Laws.

Further, the maximum number of Options that can be granted and the Shares arise upon Exercise of these Options shall stand adjusted in case of Corporate Action.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

“Employee” shall mean –

- a. an Employee as designated by the Company, who is exclusively working in India or outside India; or
- b. a Director of the Company, whether a Whole Time Director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group; but excluding an Independent Director.
- c. an Employee as defined in clauses (a) or (b), Subsidiary or its Associate in India or outside India, or of a Holding Company of the Company, but does not include:
 - i. an Employee who is a Promoter or a Person belonging to the Promoter Group; or
 - ii. a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding equity Shares of the Company.

4. Requirements of vesting and period of vesting

Vesting Period shall commence from the Grant Date and shall be minimum of 1 (One) year from the Grant Date. The vesting period may be extended up to a maximum period of 5 (Five) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.

The actual Vesting of Options will be subject to the continued employment of the Grantee and further linked with achievement of performance condition or such other criteria's, as determined by the Committee and mentioned in the Grant Letter.

5. Maximum period within which the options /~~SARs~~/benefits shall be vested:

The Options granted shall vest for a maximum period of 5 (Five) years from the grant date.

6. Exercise price, ~~SAR price~~, ~~purchase price~~ or pricing formula

The Exercise Price will be decided by the Committee at the time of Grant and shall be linked with the Market Price as defined under the Scheme.

The Committee has a power to provide suitable discount on such. However, in any case, the Exercise Price shall not go below the face value of the Share of the Company in compliance with Applicable Laws.

7. Exercise period/~~offer period~~ and process of Exercise/~~acceptance of offer~~ :

The Vested Options can be exercised either wholly or partly, during the Exercise Window within the overall Exercise Period of 2 (Two) years from the date of respective vesting of options, by submitting the Exercise Application along with payment of the Exercise Price, applicable taxes and other charges, if any, during the Exercise Window, as intimated by the Committee from time to time to the Grantee/Legal heirs, as the case may be.

8. Appraisal process for determining the eligibility of employees for the Scheme:

The Committee may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Grant and decide upon the quantum of Options under the Scheme and the terms and conditions thereof:

- a) **Loyalty:** It will be determined on the basis of the tenure of employment of an Employee in the Company.
- b) **Performance of Employee:** Employee's performance during the financial year on the basis of the parameters decided by the Company.
- c) **Performance of Company:** Performance of the Company as per the standards set by the Committee.
- d) Any other criteria as decided by the Committee from time to time.

Provided that the Employees falling under the following categories shall not be eligible to participate in the Scheme:

- a) Employees who are currently under suspension;
- b) The Employees who have submitted their resignation or are serving their notice period;
- c) Employees who have received disciplinary notices regarding the termination of their employment due to unauthorized absence.

9. The maximum number of Options ~~SARs, shares, as the case may be~~, to be offered and issued per employee and in aggregate, if any:

Subject to the availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any Eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant. The Committee may

decide to Grant such number of Options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any Eligible Employee as the case may be, subject to the separate approval of the Shareholders as per Applicable Laws.

10. The Maximum quantum of benefits to be provided per employee under Scheme

The maximum quantum of benefits that will be provided to every Eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

11. Whether the Scheme is to be implemented and administered directly by the Company or through a trust:

The Scheme shall be implemented through direct route for extending the benefits to the Eligible Employees by way of Fresh Allotment by the Company.

12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

The Scheme involves new issue of shares by the Company.

13. The amount of loan to be provided for implementation of the Scheme (s) by the company to the trust, its tenure, utilization, repayment terms, etc:

Not applicable, since the Scheme is proposed to be implemented by direct route.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme (s):

Not applicable, since the Scheme is proposed to be implemented by direct route.

15. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15.

The Company shall comply with the disclosure and accounting policies as prescribed by appropriate authority from time to time under the provisions of the Companies Act, 2013 and/ or SEBI (SBEB & SE) Regulations and other Applicable Laws. The Company shall comply with the requirements of applicable IND – AS and shall use fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

16. The method which the Company shall use to value its Options ~~or SARs~~:

The Company shall follow the fair value method for the valuation of the Options, or such other method as may be determined by the Committee in accordance with the accounting policies specified under the SEBI (SBEB & SE) Regulations.

17. A Statement with regard to Disclosure in Director's Report:

As the Company is adopting the Fair Value method, presently there is no requirement for disclosure in the director's report. However, if in future, the Company opts for expensing of share-based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors' report.

18. Period of Lock-in:

The Shares so allotted pursuant to the Exercise of Options will not be subject to any lock in period from the date of allotment. The Grantee is free to sell the shares.

19. Terms & conditions for buyback, if any, or specified securities

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The Board of Directors recommend the resolutions as set out at **Item no. 1 and 2** for your approval as Special Resolutions.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Scheme.

Electronics Bazaar Employees Stock Option Scheme – 2024 and other documents referred to in the aforesaid resolutions shall be available for inspection through electronic mode until the last day of remote e-voting, basis the request being sent on compliance@electronicsbazaar.com.

Item No.3

Background, details, benefits and justification of the transaction(s):

Electronics Bazaar FZC (“EB FZC”) is a material subsidiary of GNG Electronics Limited (‘Company’) and a related party of Company. EB FZC is incorporated and registered as a company with limited liability under the laws of United Arab Emirates with the Government of Sharjah - Sharjah Airport International Free Zone and is involved in the business of general trading and repair and refurbishment of laptop, phones and IT products.

The Company and EB FZC have an existing business relationship. The transaction is in the ordinary course of business of the Company and is proposed to enable EB FZC to act as the regional distributor of the Company’s products in international markets, supporting the Company’s efforts to strengthen its global presence.

The aggregate value of these transactions will be up to Rs. 300 crores during FY2025-26. The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of the certificate placed before it by the Managing Director and Chief Financial Officer of Company, confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders of GNG Electronics Limited. After considering the details on RPT(s) as placed by the Management, the Audit Committee and Board of Directors has granted approval for entering into RPTs with EB FZC for an aggregate amount up to Rs. 300 crores to be entered during FY2025-26 and is now recommended to the shareholders for their approval. The Committee has noted that the said transactions will be on an arm’s length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) will not benefit from the

proposed RPT(s) at the expense of public shareholders. Details of the proposed transactions with EB FZC being a related party of the Company, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Sl. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A	Details of the related party and transactions with the related party		
A(1)	Basic details of the related party		
1.	Name of the related party	Electronics Bazaar FZC ("EB FZC")	
2.	Country of incorporation of the related party	United Arab Emirates	
3.	Nature of business of the related party	EB FZC is involved in the business of general trading and repair and refurbishment of laptop, phones and IT products.	
A(2)	Relationship and ownership of the related party		
1. (i)	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party	The Company holds 99.60% shareholding in EB FZC and is hence a subsidiary of the Company. Accordingly, EB FZC is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI LODR.	
(ii)	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 99.60% shareholding in EB FZC.	
(iii)	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital,	EB FZC is incorporated and registered as a company with limited liability under the laws of United Arab Emirates and hence this clause does not apply.	

	then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).												
(iv)	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	EB FZC does not have any shareholding, whether direct or indirect in the Company											
A(3)	Details of previous transactions with the related party												
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table><tr><th>Nature of Transactions</th><th>FY 24-25 (Rs. in Million)</th></tr><tr><td>Sales</td><td>2,276.41</td></tr><tr><td>Service Income</td><td>9.78</td></tr><tr><td>Foreign exchange Gain/(Loss)</td><td>19.50</td></tr><tr><td>Corporate Guarantee</td><td>733.32</td></tr></table>	Nature of Transactions	FY 24-25 (Rs. in Million)	Sales	2,276.41	Service Income	9.78	Foreign exchange Gain/(Loss)	19.50	Corporate Guarantee	733.32	
Nature of Transactions	FY 24-25 (Rs. in Million)												
Sales	2,276.41												
Service Income	9.78												
Foreign exchange Gain/(Loss)	19.50												
Corporate Guarantee	733.32												
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table><tr><th>Transactions done during the current financial year</th><th>YTD Sept'25 (Rs. in Million)</th></tr><tr><td>Sales</td><td>342.28</td></tr><tr><td>Service Income</td><td>8.69</td></tr><tr><td>Foreign exchange Gain/(Loss)</td><td>2.70</td></tr><tr><td>Corporate Guarantee</td><td>724.50</td></tr></table>	Transactions done during the current financial year	YTD Sept'25 (Rs. in Million)	Sales	342.28	Service Income	8.69	Foreign exchange Gain/(Loss)	2.70	Corporate Guarantee	724.50	
Transactions done during the current financial year	YTD Sept'25 (Rs. in Million)												
Sales	342.28												
Service Income	8.69												
Foreign exchange Gain/(Loss)	2.70												
Corporate Guarantee	724.50												
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default											

A(4)	Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval	The aggregate value of sale of goods or rendering of services will not exceed Rs. 300 Crores in the FY 2025-26	
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	21%	
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable	
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	31%	

6	Financial performance of the related party for the immediately preceding financial year:	Particulars	FY 2024-2025 (Rs. in million)	
		Turnover	9408	
		Profit After Tax	523.62	
		Net worth	1514.09	
A(5)	Basic details of the proposed transaction			
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of goods or rendering of services for business purposes.		
2	Details of each type of the proposed transaction	Category	Amount (Rs. in crores)	
		Sale of goods or rendering of services	300	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year: April 1, 2025 through March 31, 2026		
4	Whether omnibus approval is being sought?	Omnibus approval was obtained for sales of goods/rendering of services aggregating up to Rs. 300 crores.		
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of transactions for FY 2025-26 is Rs. 300 crores.		
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company currently supplies its products to EB FZC under an ongoing business arrangement, on commercial terms consistent with prevailing market practices.		

		<p>The pricing is determined on an arm's length basis, taking into account relevant benchmarks such as cost structures, comparable market transactions, and product margins. Payment terms, delivery conditions and warranties remain aligned to those extended to unrelated third parties.</p> <p>The business arrangement with EB FZC ensures a reliable and consistent supply of products, thereby broadening its product portfolio and enhancing its overall market offering. EB FZC acts as the regional distributor of the Company's products in international markets, supporting the Company's efforts to strengthen its global presence. The proposed related party transaction is, therefore, in the best interests of the Company and its stakeholders.</p> <p>These transactions are undertaken in furtherance of the ordinary course of business of the Company.</p> <p>The expertise, complementary strengths and competencies available within the Group are leveraged for enhancing operating efficiency through these transactions</p>	
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.		

	a. Name of the director / KMP	Sharad Khandelwal, Managing Director is a director and a shareholder in EB FZC	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	0.40%	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	
B	Details for specific transactions		
B(1)	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding process is undertaken, as the transaction is proposed to be entered into with a subsidiary of the Company. The transaction is part of ongoing inter-company operations and has been reviewed and benchmarked by the Audit Committee to ensure that the pricing and terms are on an arm's length basis and in the ordinary course of business.	
2	Basis of determination of price.	The price for the proposed transaction has been determined by the management of the Company on an arm's length basis, considering comparable market prices, cost structures, and margins for similar goods sold to unrelated parties. The pricing has	

		been reviewed and approved by the Audit Committee and the Board of Directors of the Company.	
3	Any advance paid or received for the contract or arrangement, if any; (Trade advance)	Not Applicable	

The Members may note that in terms of the provisions of the SEBI LODR, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 3.

Except Mr. Sharad Khandelwal (who are also Directors and / or shareholders of the companies involved in the transaction) and his relatives, none of the other Director(s) / Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 3 of the accompanying Notice to the shareholders for approval.

Item No.4

Background, details, benefits and justification of the transaction(s):

Electronics Bazaar FZC (“EB FZC”) is a material subsidiary of GNG Electronics Limited (‘Company’) and a related party of Company. EB FZC is incorporated and registered as a company with limited liability under the laws of United Arab Emirates with the Government of Sharjah - Sharjah Airport International Free Zone and is involved in the business of general trading and repair and refurbishment of laptop, phones and IT products.

Bright World Technologies Inc (“BWT”) is a wholly-owned subsidiary of EB FZC, a step-down subsidiary of the Company and a related party of the Company. BWT was incorporated as a domestic for-profit corporation under the laws of State of Texas. BWT is engaged in the business of general trading, refurbishment & repair of laptops, phones and related products.

EB FZC and BWT have an existing business relationship. The transaction is in the ordinary course of business of the Company and is proposed to enable BWT to act as the regional distributor of the Company's products in international markets, supporting the Company's efforts to strengthen its global presence.

The aggregate value of these transactions will be up to Rs. 250 crores during FY2025-26. The Management of the Company has provided the Audit Committee with the relevant details (as required under the Standards) about the RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Audit Committee has reviewed and taken note of the certificate placed before it by the Managing Director and Chief Financial Officer of Company, confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders of GNG Electronics Limited. After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for entering into RPTs between EB FZC and BWT for an aggregate amount up to Rs. 250 crores to be entered during FY2025-26. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) will not benefit from the proposed RPT(s) at the expense of public shareholders. Details of the proposed transactions between EB FZC and BWT, including the information pursuant to Clause 4 of the Standards read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Sl. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A	Details of the related party and transactions with the related party		
A(1)	Basic details of the related party		
1.	Name of the related party	Electronics Bazaar FZC ("EB FZC") and Bright World Technologies INC ("BWT")	
2.	Country of incorporation of the related party	EB FZC is incorporated in Sharjah, United Arab Emirates and BWT is incorporated in Texas, United States	
3.	Nature of business of the related party	EB FZC is involved in the business of general trading and repair and	

		<p>refurbishment of laptop, phones and IT products.</p> <p>BWT is engaged in the business of general trading, refurbishment & repair of laptops, phones and related products.</p>	
A(2)	Relationship and ownership of the related party		
1(i)	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party	<p>EB FZC is a material subsidiary of the Company and BWT is a wholly-owned subsidiary of EB FZC and thus a step-down subsidiary of the Company.</p> <p>Consequently, both EB FZC and BWT are related parties of the Company.</p>	
(ii)	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	<p>The Company holds 99.60% shareholding in EB FZC and is hence a subsidiary of the Company.</p> <p>EB FZC holds 100% shareholding in BWT and is hence a step-down subsidiary of the Company.</p> <p>Accordingly, EB FZC and BWT is a related party as per Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI LODR.</p>	
(iii)	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/	<p>EB FZC is incorporated and registered as a company with limited liability under the laws of United Arab Emirates and hence this clause does not apply.</p> <p>BWT is incorporated and registered as domestic for-profit corporation under the</p>	

	subsidiary (in case of transaction involving the subsidiary).	laws of State of Texas, USA and hence this clause does not apply.							
(iv)	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	EB FZC and BWT does not have any shareholding, whether direct or indirect in the Company.							
A(3)	Details of previous transactions with the related party								
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table><tr><td>Nature of transactions</td><td>FY 24-25 (Rs. in Million)</td></tr><tr><td>Sales</td><td>638.46</td></tr><tr><td>Purchase</td><td>61.24</td></tr></table>	Nature of transactions	FY 24-25 (Rs. in Million)	Sales	638.46	Purchase	61.24	
Nature of transactions	FY 24-25 (Rs. in Million)								
Sales	638.46								
Purchase	61.24								
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table><tr><td>Transactions done during the current financial year</td><td>Half Yearly Sept'25 (Rs. in Million)</td></tr><tr><td>Sales</td><td>1014.20</td></tr><tr><td>Purchase</td><td>235.49</td></tr></table>	Transactions done during the current financial year	Half Yearly Sept'25 (Rs. in Million)	Sales	1014.20	Purchase	235.49	
Transactions done during the current financial year	Half Yearly Sept'25 (Rs. in Million)								
Sales	1014.20								
Purchase	235.49								
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default							
A(4)	Amount of the proposed transaction(s)								
1	Amount of the proposed transactions being placed for approval	The aggregate value of sale of goods or rendering of services will not exceed Rs. 250 Crores in the FY 2025-26							
2	Whether the proposed transactions taken together with the	Yes							

	transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?												
3	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year	18%											
4	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	27%											
5	Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	290.70% - Standalone turnover of BWT for FY 25											
6	Financial performance of the related party for the immediately preceding financial year:	<table><tr><td colspan="2">EB FZC</td></tr><tr><td>Particulars</td><td><i>FY 2024-2025 (Rs. in million)</i></td></tr><tr><td>Turnover</td><td>9407.14</td></tr><tr><td>Profit After Tax</td><td>523.62</td></tr><tr><td>Net worth</td><td>1514.09</td></tr></table>		EB FZC		Particulars	<i>FY 2024-2025 (Rs. in million)</i>	Turnover	9407.14	Profit After Tax	523.62	Net worth	1514.09
EB FZC													
Particulars	<i>FY 2024-2025 (Rs. in million)</i>												
Turnover	9407.14												
Profit After Tax	523.62												
Net worth	1514.09												

		BWT		
		Particulars	<i>FY 2024-2025 (Rs. in million)</i>	
		Turnover	861.70	
		Profit After Tax	7.20	
		Net worth	8.35	
A(5)	Basic details of the proposed transaction			
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of goods or rendering of services for business purposes.		
2	Details of each type of the proposed transaction	Category	Amount (Rs. in crore)	
		Sale of goods or rendering of services	250	
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year: April 1, 2025 through March 31, 2026		
4	Whether omnibus approval is being sought?	Omnibus approval was obtained for sales of goods/rendering of services aggregating up to Rs. 250 crores.		
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of transactions for FY 2025-26 is Rs. 250 crores.		
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	EB FZC currently supplies its products to BWT under an ongoing business arrangement, on commercial terms consistent with prevailing market practices. The pricing is determined on an		

		<p>arm's length basis, taking into account relevant benchmarks such as cost structures, comparable market transactions, and product margins. Payment terms, delivery conditions and warranties remain aligned to those extended to unrelated third parties.</p> <p>The business arrangement between EB FZC and BWT ensures a reliable and consistent supply of products, thereby broadening its product portfolio and enhancing its overall market offering. BWT acts as the regional distributor of the Group's products in the North American markets, supporting the Group's efforts to strengthen its global presence. The proposed related party transaction is, therefore, in the best interests of the Group and its stakeholders.</p> <p>.</p> <p>These transactions are undertaken in furtherance of the ordinary course of business of the Company.</p> <p>The expertise, complementary strengths and competencies available within the Group are leveraged for enhancing operating efficiency through these transactions</p>	
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction,</p>		

	whether directly or indirectly.		
	a. Name of the director / KMP	Sharad Khandelwal, Managing Director of the Company is a common Director in EB FZC and BWT.	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Sharad Khandelwal holds 0.40% shareholding in EB FZC. He does not hold any shares in BWT.	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	
B	Details for specific transactions		
B(1)	Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No formal bidding process is undertaken, as the transaction is proposed to be entered into between the subsidiary of the Company and its wholly owned subsidiary. The transaction is part of ongoing inter-company operations and has been reviewed and benchmarked by the Audit Committee to ensure that the pricing and terms are on an arm's length basis and in the ordinary course of business.	
2	Basis of determination of price.	The price for the proposed transaction has been determined by the management of the Company on an arm's length basis,	

		considering comparable market prices, cost structures, and margins for similar goods sold to unrelated parties. The pricing has been reviewed and approved by the Audit Committee and the Board of Directors of the Company.	
3	Any advance paid or received for the contract or arrangement, if any; (Trade advance)	Not Applicable	

The Members may note that in terms of the provisions of the SEBI LODR, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 4.

Except Mr. Sharad Khandelwal (who are also Directors and / or shareholders of the companies involved in the transaction) and his relatives, none of the other Director(s) / Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No. 4 of the accompanying Notice to the shareholders for approval.