



(Please scan this QR code to view the Red Herring Prospectus)



# GNG ELECTRONICS LIMITED

Our Company was incorporated as "GNG Electronics Private Limited" under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation dated October 19, 2006, issued by the Registrar of Companies, Maharashtra at Mumbai ("RoC"). Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed by our Shareholders at the extraordinary general meeting held on October 23, 2024, following which the name of our Company was changed to "GNG Electronics Limited" and a fresh certificate of incorporation pursuant to change of name under the Companies Act, 2013 was issued by RoC, on November 20, 2024. For further details of change in the Registered Office, see "History and Certain Corporate Matters-Change in our registered office" on page 203 of the red herring prospectus dated July 17, 2025 ("RHP" or "Red Herring Prospectus") filed with the RoC.

**Registered and Corporate Office:** Unit No. 415, Hubtown Solaris, N.S. Phadke Marg, Andheri (East), Mumbai - 400069, Maharashtra, India;  
**Telephone:** +91 22 3123 6588; **Contact Person:** Sarita Tufani Vishwakarma, Company Secretary and Compliance Officer; **E-mail:** compliance@electronicsbazaar.com; **Website:** www.electronicsbazaar.com; **Corporate Identity Number:** U72900MH2006PLC165194

## OUR PROMOTERS: SHARAD KHADELWAL, VIDHI SHARAD KHADELWAL, KAY KAY OVERSEAS CORPORATION AND AMIABLE ELECTRONICS PRIVATE LIMITED

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("EQUITY SHARES") OF GNG ELECTRONICS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING OF A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH AGGREGATING UP TO ₹ 4,000.00 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 2,550,000 EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("OFFERED SHARES") AGGREGATING UP TO ₹ [●] MILLION COMPRISING UP TO 35,000 EQUITY SHARES OF FACE VALUE OF ₹2 EACH BY SHARAD KHADELWAL AGGREGATING UP TO ₹ [●] MILLION, UP TO 35,000 EQUITY SHARES OF FACE VALUE OF ₹2 EACH BY VIDHI SHARAD KHADELWAL AGGREGATING UP TO ₹ [●] MILLION AND UP TO 2,480,000 EQUITY SHARES OF FACE VALUE OF ₹2 EACH BY AMIABLE ELECTRONICS PRIVATE LIMITED AGGREGATING UP TO ₹ [●] MILLION (COLLECTIVELY, "SELLING SHAREHOLDERS" AND SUCH OFFER FOR SALE OF EQUITY SHARES BY THE SELLING SHAREHOLDERS, THE "OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

DETAILS OF THE OFFER FOR SALE			
NAME OF THE SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES OFFERED / AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*
Sharad Khandelwal	Promoter Selling Shareholder	Up to 35,000 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	0.28
Vidhi Sharad Khandelwal	Promoter Selling Shareholder	Up to 35,000 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	0.28
Amiable Electronics Private Limited	Promoter Selling Shareholder	Up to 2,480,000 Equity Shares of face value of ₹2 each aggregating up to ₹ [●] million	3.47

\*As certified by our Statutory Auditors, pursuant to their certificate dated July 17, 2025.  
\*As adjusted for Split of Equity Shares and Bonus Issue.

PRICE BAND: ₹225 TO ₹237 PER EQUITY SHARE OF FACE VALUE OF ₹2 EACH.

THE FLOOR PRICE AND THE CAP PRICE ARE 112.50 TIMES AND 118.50 TIMES THE FACE VALUE OF THE EQUITY SHARES, RESPECTIVELY.

BIDS CAN BE MADE FOR A MINIMUM OF 63 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH AND IN MULTIPLES OF 63 EQUITY SHARES BEARING FACE VALUE OF ₹2 EACH THEREAFTER.

THE PRICE TO EARNINGS RATIO ("P/E") BASED ON DILUTED EPS FOR FISCAL 2025 FOR THE COMPANY AT THE UPPER END OF THE PRICE BAND IS AS HIGH AS 33.43 TIMES AND AT THE LOWER END OF THE PRICE BAND IS 31.73 TIMES  
WEIGHTED AVERAGE RETURN ON NETWORTH FOR LAST THREEE FINANCIAL YEARS IS 30.68%

BID/OFFER PERIOD	BID/OFFER CLOSES TODAY*
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\*The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Date.

We are refurbisher of laptops, desktops and ICT Devices, both globally and in India. We operate under the brand "Electronics Bazaar", with presence across the full refurbishment value chain i.e., from sourcing to refurbishment to sales, to after – sale services and providing warranty.

THE OFFER IS BEING MADE THROUGH THE BOOK BUILDING PROCESS IN ACCORDANCE WITH REGULATION 6(1) OF THE SEBI ICDR REGULATIONS.  
THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON THE MAIN BOARD OF THE BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED.  
NSE SHALL BE THE DESIGNATED STOCK EXCHANGE.

QIB PORTION: NOT MORE THAN 50% OF THE OFFER | NON-INSTITUTIONAL PORTION: NOT LESS THAN 15% OF THE OFFER | RETAIL PORTION: NOT LESS THAN 35% OF THE OFFER

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RED HERRING PROSPECTUS AND THE TERMS OF THE OFFER, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER.

In accordance with the recommendation of the committee of Independent Directors of our Company, pursuant to their resolution dated July 17, 2025, the above provided price band is justified based on qualitative and quantitative factors/ KPIs disclosed in the 'Basis for Offer Price' section on page 101 of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in 'Basis for Offer Price' section on page 101 of the RHP.

In relation to the Price Band, potential investors should only refer to this pre-offer and price band advertisement for the Offer and should not rely on any media articles/ reports in relation to the valuation of our Company.

## RISK TO INVESTORS

For details refer to section titled "Risk Factors" on page 26 of the RHP

1. **Product Concentration Risk:** As of Fiscal 2025, Fiscal 2024 and Fiscal 2023, we derived 75.59%, 67.87% and 79.97%, respectively, of our operational revenue from only sales of laptops. The revenue from the sale of laptops and sale of other categories of refurbished ICT Devices for Fiscal 2025, Fiscal 2024 and Fiscal 2023 are set out in the table below:

(₹ million, unless otherwise stated)

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations	Amount	Percentage of revenue from operations
Revenue from sale of laptops	10,667.06	75.59%	7,724.16	67.87%	5,274.58	79.97%
Revenue from others*	3,444.04	24.41%	3,657.22	32.13%	1,320.84	20.03%
<b>Total revenue from operations</b>	<b>14,111.10</b>	<b>100.00%</b>	<b>11,381.38</b>	<b>100.00%</b>	<b>6,595.42</b>	<b>100.00%</b>

\*Includes desktops, tablets, servers, premium smart phones, mobile workstations, accessories and service income

Any decline in the demand for such product may have an adverse impact on our business, revenue and profitability.

2. **Negative Cash Flow from Operating Activities:** We had negative cash flows from operating activities of ₹791.80 millions, ₹1,096.06 millions and ₹193.53 millions for Fiscals 2025, 2024 and 2023 respectively. The table set forth below provides the details of cash flow from operating activities net of change in working capital loans of our Company for Fiscal 2025, Fiscal 2024 and Fiscal 2023:

Particular	Fiscal 2025	Fiscal 2024	Fiscal 2023
Net cash flow generated from/(used in) operating activities net of change in working capital loans (in ₹ million)	(791.80)	(1,096.06)	(193.53)

A reduction in the availability or utilization of these loans could adversely affect our Company's ability to manage day-to-day operational expenses and investments in inventory, potentially leading to a decline in operating cash flow.

3. **Falling PAT Margin:** We have in the past experienced a decline in our Gross Margin, PAT Margin and ROCE and we may experience such decline in the future. The following table sets forth our Gross Margin, PAT Margin and ROCE for Fiscal 2025, Fiscal 2024 and Fiscal 2023:

Particular	Fiscal 2025	Fiscal 2024	Fiscal 2023
Gross Margin (%)	17.89%	12.31%	15.34%
PAT Margin (%)	4.89%	4.60%	4.92%
ROCE (%)	17.31%	16.72%	17.91%

Our historical financial performance indicates a decline in Gross Margin, PAT Margin and ROCE from 15.34%, 4.92% and 17.91% in Fiscal 2023 to 12.31%, 4.60% and 16.72% in Fiscal 2024 respectively.

4. **Substantial Indebtedness:** We have substantial indebtedness which requires significant cash flows to service and limits our ability to operate freely. Set out below are details of our outstanding borrowings and our debt servicing coverage ratio, on a consolidated basis, based on the Restated Consolidated Financial Information, for the dates indicated:

(in ₹ million, except for the ratio)

Particular	As of		
	March 31, 2025	March 31, 2024	March 31, 2023
Borrowings (non-current)	727.99	81.77	131.31
Borrowings (current)*	3,615.58	3,096.33	1,006.24
Total Borrowings	4,343.57	3,178.10	1,137.55
Debt servicing coverage ratio	0.25	0.25	0.40
Debt to equity ratio	1.92	1.95	1.02
Finance charges	383.50	239.27	118.41

\*Excludes current maturities of long term borrowings

Our outstanding indebtedness and any additional indebtedness we incur may have significant consequences, requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness.

5. **Revenue Concentration Risk from Subsidiary:** We are dependent on the operating income and cash flows generated by our Material Subsidiary, Electronics Bazaar FZC ("EB FZC"). The following table sets forth details of our revenue from operations from EB FZC.

Particular	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations from EB FZC (in ₹ million)	9,407.14	5,644.58	3,315.90
% of total revenue from operations (%)	66.66%	49.59%	50.28%

Any decrease in revenues from operations attributable to EB FZC will result in a consequent decrease in our consolidated revenue from operations and impact our profitability.

6. **Foreign Exposure Risk:** Our revenue generated from outside India accounts for a significant portion of our revenue from operations. As of Fiscal 2025, Fiscal 2024 and Fiscal 2023, we derived 75.53%, 57.97% and 50.53%, respectively, of our revenue from outside India. The table set forth below provides the geographical breakdown of our revenue from operations for the periods indicated:

(₹ million, unless otherwise stated)

Revenue by Geographical Segment	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
India	3,453.25	24.47%	4,783.90	42.03%	3,262.92	49.47%
Middle East	7,143.53	50.62%	5,393.23	47.39%	2,335.79	35.42%
USA	2,524.36	17.89%	1,191.20	10.47%	965.23	14.63%
Others*	989.96	7.02%	13.06	0.11%	31.49	0.48%
<b>Total</b>	<b>14,111.10</b>	<b>100.00%</b>	<b>11,381.38</b>	<b>100.00%</b>	<b>6,595.42</b>	<b>100.00%</b>

\*Includes Asia, Asia-Pacific and Europe.

Any failure to manage our business in overseas markets or our inability to grow our business in new geographic markets may affect our growth, which may have a material adverse effect on our business, operations, prospects or financial condition.

7. **Revenue Dependence on Top 10 customers:** We depend on our top 10 customers for a substantial portion of our total revenue from operations. We derived 46.59%, 55.77% and 44.14% of our total revenue from operations from our top 10 customers during Fiscals 2025, 2024 and 2023 respectively. One of our



...continued from previous page.

customers forming part of our top 10 customers in Fiscal 2025 and two of our customers forming part of our top 10 customers in Fiscal 2024 and 2023 each are related parties of our Company. The loss of any of our top 10 customers for any reason may have a material adverse effect on our business, results of operations and financial condition.

8. **Operational Risk:** Our business operations are primarily conducted on premises leased from third parties. We also have leased properties in the USA and UAE. Given that our operations are conducted primarily on premises leased from third parties, any encumbrance or adverse impact, or deficiency in, the title, ownership rights or development rights of the owners from whose premises we operate, breach of the contractual terms of any lease or leave and license agreements, or any inability to renew such agreements on acceptable terms or at all may adversely affect our business and results of operations.
9. **Weighted average cost of acquisition of all shares transacted in last one year, 18 months and three years preceding the date of this Price Band ad**

Period	Weighted average cost of acquisition (in ₹)*	Cap Price is 'x' times the weighted average cost of acquisition	Range of acquisition price per Equity Share of face value of ₹2: lowest price – highest price (in ₹)
Last one year preceding the date of the Red Herring Prospectus	Nil	N.A.	N.A.
Last 18 months preceding the date of the Red Herring Prospectus	Nil	N.A.	N.A.
Last three years preceding the date of the RedHerring Prospectus	Nil	N.A.	N.A.

As certified by the Statutory Auditors, by way of their certificate dated July 17, 2025.

\*As adjusted for Split of Equity Shares and Bonus Issue.

\*Computed based on the Equity Shares acquired/allotted/purchased (including acquisition pursuant to transfer by way of gift and bonus issue).

10. The average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders as at the date of the Red Herring Prospectus, is:

Name of Promoter**^	Number of Equity Shares held of face value of ₹ 2	Average cost per Equity Share of face values of ₹ 2** (₹)
Sharad Khandelwal	17,965,860	0.28
Vidhi Sharad Khandelwal	17,970,870	0.28
Amiable Electronics Private Limited	55,651,080	3.47

\*Kay Kay Overseas Corporation does not hold any Equity Shares.

\*\*As certified by the Statutory Auditors, by way of their certificate dated July 17, 2025.

^As adjusted for Split of Equity Shares and Bonus Issue.

^Also the Selling Shareholders.

11. The 3 BRLMs associated with the Offer have handled 76 Public Issues in the past three years, out of which 17 Issues closed below:

Name of the BRLMs	Total Issue	Issues closed below
Motilal Oswal Investment Advisors Limited	9	1
IIFL Capital Services Limited (Formerly Known As IIFL Securities Limited)	19	2
JM Financial Limited	27	6
Common Issues handled by the BRLMs	21	8
<b>Total</b>	<b>76</b>	<b>17</b>

## BASIS FOR OFFER PRICE

You may refer the (The “Basis for Offer Price” on page 101 of the RHP has been updated as above. Please refer to the websites of the BRLMs: [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com), [www.iiflcap.com](http://www.iiflcap.com) and [www.jmfl.com](http://www.jmfl.com) for the “Basis for Offer Price” updated for the above) (you may scan the QR code for accessing the website of Motilal Oswal Investment Advisors)

## Additional Information for Investors

1. Our Company has not undertaken any pre-IPO placement and Promoter or members of Promoter Group have not undertaken any transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the Company from the date of the Draft Red Herring Prospectus (“DRHP”) till the date of the Red Herring Prospectus.

An indicative timetable in respect of the Offer is set out below:

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”))
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) - For RII other than QIBs and NIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors*	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 4.00 p.m. IST on Bid/Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs	Only between 10.00 a.m. on the Bid/Offer Opening Date and up to 5.00 p.m. IST on Bid/Offer Closing Date

\*UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

\*QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

## Bid/ Offer Programme

EVENT	INDICATIVE DATE
BID/OFFER OPENS ON <sup>(1)</sup>	Wednesday, July 23, 2025
BID/OFFER CLOSSES ON <sup>(2)</sup>	Friday, July 25, 2025
FINALIZATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	On or about Monday, July 28, 2025
INITIATION OF REFUNDS (IF ANY, FOR ANCHOR INVESTORS)/UNBLOCKING OF FUNDS FROM ASBA ACCOUNT	On or about Tuesday, July 29, 2025
CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS OF ALLOTTEES	On or about Tuesday, July 29, 2025
COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGES	On or about Wednesday, July 30, 2025

<sup>(1)</sup>Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI/ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.

<sup>(2)</sup>UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

**ASBA** <sup>#</sup> Simple, Safe, Smart way of Application!!!

# Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA.

Mandatory in public issues. No cheque will be accepted.



UPI-Now available in ASBA for Retail Individual Investors and Non - Institutional Investor applying for amount upto ₹ 5,00,000/-, applying through Registered Brokers, DPs and RTAs. UPI Bidder also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CDBT notification dated February 13, 2020, issued by the Central Board of Direct Taxes and the subsequent press releases, including press releases dated June 25, 2021 and September 17, 2021 and CDBT circular no.7 of 2022, dated March 30, 2022 read with press release dated March 28, 2023 and any subsequent press releases in this regard.

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by (i) Retail Individual Investors in the Retail Portion; (ii) Non-Institutional Investors with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also refer to the section “Offer Procedure” on page 351 of the RHP. The process is also available on the website of Association of Investment Bankers of India (“AIBI”) and Stock Exchanges and in the General Information Document. ASBA bid-cum-application forms can be downloaded from the websites of the Stock Exchanges and can be obtained from the list of banks that is displayed on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35) and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: [www.sebi.gov.in](http://www.sebi.gov.in). UPI Bidders Bidding using the UPI mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited and HDFC Bank Limited have been appointed as Sponsor Banks for the issue, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For Offer related queries, please contact the BRLMs on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail id: [ipo.upi@npci.org.in](mailto:ipo.upi@npci.org.in).

## THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF THE STOCK EXCHANGES

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”), provided that our Company in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations (the “Anchor Investor Portion”), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors (“Anchor Investor Allocation Price”). In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the “Net QIB Portion”). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors (“Non-Institutional Portion”) of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 0.20 million and up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 1.00 million and undersubscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Bidders in the other sub-category of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer shall be available for allocation to Retail Individual Investors (“Retail Portion”), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount (“ASBA”) process and shall provide details of their respective bank account (including UPI ID (defined hereinafter)) in case of UPI Bidders (defined hereinafter) in which the Bid Amount will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or pursuant to the UPI Mechanism, as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see “Offer Procedure” on page 351 of the RHP.

Bidders/ Applicants should ensure that DP ID, PAN, Client ID and UPI ID (for UPI Bidders bidding through the UPI Mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/ Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/ Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for UPI Bidders bidding through the UPI Mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/ Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay

resulting from failure to update the Demographic Details would be at the Bidders/ Applicants' sole risk. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CDBT notification dated February 13, 2020, issued by the Central Board of Direct Taxes and the subsequent press releases, including press releases dated June 25, 2021 and September 17, 2021 and CDBT circular no.7 of 2022, dated March 30, 2022 read with press release dated March 28, 2023 and any subsequent press releases in this regard.

Contents of the Memorandum of Association of our Company as regards its objects: For information on the main objects of our Company, please see the section “History and Certain Corporate Matters” on page 203 of the RHP. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, please see the section titled “Material Contracts and Documents for Inspection” on page 392 of the RHP.

Liability of the members of our Company: Limited by shares

Amount of share capital of our Company and Capital structure: As on the date of the RHP, the authorised share capital of the Company is ₹ 250,000,000 divided into 125,000,000 Equity Shares of face value ₹ 2 each. The issued, subscribed and paid-up share capital of the Company is ₹ 194,267,760 divided into 97,133,880 Equity Shares of face value ₹ 2 each. For details, please see the section titled “Capital Structure” on page 80 of the RHP.

Names of signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: The initial signatories to the Memorandum of Association of our Company are Sharad Khandelwal and Vidhi Sharad Khandelwal. For details of the share capital history of our Company, please see the section titled “Capital Structure” on page 80 of the RHP.

Listing: The Equity Shares, offered through the Red Herring Prospectus, are proposed to be listed on the Stock Exchanges. Our Company has received ‘in-principle’ approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters each dated May 7, 2025, respectively. For the purposes of the Offer, the Designated Stock Exchange shall be NSE. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, see “Material Contracts and Documents for Inspection” on page 392 of the RHP.

Disclaimer Clause of the Securities and Exchange Board of India (“SEBI”): SEBI only gives its observations on the Offer documents and this does not constitute approval of either the Offer or the specified securities or the issue document. The investors are advised to refer to page 329 of the RHP for the full text of the disclaimer clause of SEBI.

Disclaimer Clause of NSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the issue Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the issue Document. The investors are advised to refer to page 331 of the RHP for the full text of the Disclaimer Clause of NSE.

Disclaimer Clause of BSE : It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Red Herring Prospectus has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Red Herring Prospectus. The investors are advised to refer to page 331 of the Red Herring Prospectus for the full text of the Disclaimer Clause of BSE.

General Risk: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India, nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 26 of the RHP.

## CORRIGENDUM – NOTICE TO INVESTORS

This corrigendum (“Corrigendum”) is issued in connection with the Red Herring Prospectus dated July 17, 2025 (“RHP”) filed in relation to the Offer. Investors are requested to note the following correction: On page 270 of the RHP, in the table titled “Payment to Auditors”, the amount under the heading “Other Services (certification fees)” for Fiscal 2025 should be read as ₹0.80 million instead of ₹0.11 million. Consequently, the total payment to auditors for Fiscal 2025 stands corrected from ₹0.51 million to ₹1.20 million. The RHP shall be read in conjunction with this Corrigendum. To the extent of any inconsistency between the information contained in this Corrigendum and the RHP, the information set out in this Corrigendum shall prevail. The RHP stands amended accordingly. All capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the RHP.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
				<b>Sarita Tufani Vishwakarma</b> Unit No. 415, Hubtown Solaris, N.S. Phadke Marg, Andheri (East), Mumbai - 400069, Maharashtra, India <b>Telephone:</b> + 91 22 3123 6588 <b>E-mail:</b> <a href="mailto:compliance@electronicsebazaar.com">compliance@electronicsebazaar.com</a>
<b>Motilal Oswal Investment Advisors Limited</b> Motilal Oswal Tower, Rahimullah Sayani Road, Opposite Parel, ST Depot, Prabhadevi, Mumbai - 400 025 Maharashtra, India <b>Telephone:</b> +91 22 7193 4380 <b>E-mail:</b> <a href="mailto:gngelectronics.ipo@motilaloswal.com">gngelectronics.ipo@motilaloswal.com</a> <b>Website:</b> <a href="http://www.motilaloswalgroup.com">www.motilaloswalgroup.com</a> <b>Investor grievance e-mail:</b> <a href="mailto:molapredressal@motilaloswal.com">molapredressal@motilaloswal.com</a> <b>Contact person:</b> Ritu Sharma/ Ronak Shah <b>SEBI registration no.:</b> INM000011005	<b>IIFL Capital Services Limited</b> (formerly known as IIFL Securities Limited) 24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013, Maharashtra, India <b>Telephone:</b> + 91 22 4646 4728 <b>E-mail:</b> <a href="mailto:gngelectronics.ipo@iiflcap.com">gngelectronics.ipo@iiflcap.com</a> <b>Website:</b> <a href="http://www.iiflcap.com">www.iiflcap.com</a> <b>Investor Grievance ID:</b> <a href="mailto:ig.ib@iiflcap.com">ig.ib@iiflcap.com</a> <b>Contact person:</b> Dhruv Bhavsar / Pawan Kumar Jain <b>SEBI Registration No.:</b> INM000010940	<b>JM Financial Limited</b> 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, Maharashtra, India <b>Telephone:</b> +91 22 6630 3030 <b>E-mail:</b> <a href="mailto:gngelectronics.ipo@jmfl.com">gngelectronics.ipo@jmfl.com</a> <b>Website:</b> <a href="http://www.jmfl.com">www.jmfl.com</a> <b>Investor Grievance E-mail:</b> <a href="mailto:grievance.ibd@jmfl.com">grievance.ibd@jmfl.com</a> <b>Contact person:</b> Prachee Dhuri <b>SEBI registration number:</b> INM000010361	<b>Bigshare Services Private Limited</b> Office No. S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri (East), Mumbai – 400 093, Maharashtra, India <b>Telephone:</b> +91 22 62638200 <b>E-mail:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>Investor Grievance ID:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Contact person:</b> Vinayak Morbale <b>SEBI Registration No.:</b> INR000001385	Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Issue related queries and for redressal of complaints, investors may also write to the BRLMs.

**AVAILABILITY OF THE RHP:** Investors are advised to refer to the RHP and the section titled “Risk Factors” on page 26 of the RHP, before applying in the Offer. A copy of the RHP and Corrigendum shall be available on website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of the Company at [www.electronicsebazaar.com](http://www.electronicsebazaar.com); and on the websites of the BRLMs, i.e. **Motilal Oswal Investment Advisors Limited**, **IIFL Capital Services Limited** (formerly known as **IIFL Securities Limited**) and **JM Financial Limited** at [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com), [www.iiflcap.com](http://www.iiflcap.com) and [www.jmfl.com](http://www.jmfl.com), respectively.

**AVAILABILITY OF THE ABRIDGED PROSPECTUS:** A copy of the abridged prospectus shall be available on the website of the Company, the BRLMs and the Registrar to the Offer at [www.electronicsebazaar.com](http://www.electronicsebazaar.com), [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com), [www.iiflcap.com](http://www.iiflcap.com), [www.jmfl.com](http://www.jmfl.com) and [www.bigshareonline.com](http://www.bigshareonline.com), respectively.

**AVAILABILITY OF BID CUM APPLICATION FORMS:** Bid cum Application Forms can be obtained from the Registered and Corporate Office of **GNG ELECTRONICS LIMITED**, Tel.: +91 22 3123 6588; **BRLMs : Motilal Oswal Investment Advisors Limited**, Tel.: +91 22 7193 4380, **IIFL Capital Services Limited** (formerly known as **IIFL Securities Limited**), Tel.: +91 22 4646 4728 and **JM Financial Limited**, Tel.: +91 22 6630 3030. **Syndicate Members: Motilal Oswal Financial Services Limited** and **JM Financial Services Limited** and at the select locations of the Sub-syndicate Members (as given below), SCSBs, Registered Brokers, RTAs and CDPs participating in the Offer. Bid cum Application Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

**Sub-Syndicate Members:** Anand Rathi Share & Stock Broker Ltd., Axis Capital Limited, Centrum Broking Ltd., Centrum Wealth Management Limited, Dalal & Broacha Stock Broking Pvt Ltd., Eureka Stock & Share Brokers Limited, Finwizard Technology Private Ltd., Globe Capital Market Delhi, HDFC Securities Limited, ICICI Securities Limited, IDBI Capital Markets and Securities Limited, JM Financial Services Limited, Keynote Capital Limited, KJMC Capital Markets Ltd., Kotak Securities Limited, LKP Securities Ltd., Motilal Oswal Financial Services Ltd., Nuvama Wealth and Investment Limited (Formerly known as Edelweiss Broking Limited), Prabhudas Lilladher Pvt Ltd., Pravin Ratilal Share & Stock Brokers Ltd., Religare Broking Limited, RRR Equity Brokers Pvt. Ltd., SBICAP Securities Ltd., Sharekhan Ltd., SMC Global Securities Limited, YES Securities Ltd.

**Escrow Collection Bank and Refund Bank:** Axis Bank Limited • **Public Offer Account Bank:** HDFC Bank Limited • **Sponsor Banks:** Axis Bank Limited and HDFC Bank Limited

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For **GNG ELECTRONICS LIMITED**

On behalf of the Board of Directors

Sd/-

**Sarita Tufani Vishwakarma**

Company Secretary and Compliance Officer

Place: Mumbai

Date: July 24, 2025

**GNG ELECTRONICS LIMITED** is proposing, subject to applicable statutory and regulatory requirements, receipt of regulatory approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the RHP dated 17, 2025 with Registrar of Companies, SEBI and the Stock Exchanges. The RHP and Corrigendum shall be available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), as well as on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, on the website of the Company at [www.electronicsebazaar.com](http://www.electronicsebazaar.com); and on the websites of the BRLMs, i.e. **Motilal Oswal Investment Advisors Limited**, **IIFL Capital Services Limited** (formerly known as **IIFL Securities Limited**) and **JM Financial Limited** at [www.motilaloswalgroup.com](http://www.motilaloswalgroup.com), [www.iiflcap.com](http://www.iiflcap.com) and [www.jmfl.com](http://www.jmfl.com), respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see “Risk Factors” on page 26 of the RHP. Potential Investors should not rely on the DRHP filed with SEBI and the Stock Exchanges for making any investment decision and should only rely on the RHP filed with RoC in connection with the Offer.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in “offshore transactions” as defined in and in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made.