



(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.electroniczbazaar.com; Corporate Identity Number: U72900MH2006PLC165194

## OUR PROMOTERS: SHARAD KHADELWAL, VIDHI SHARAD KHADELWAL, KAY KAY OVERSEAS CORPORATION AND AMIALE 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 AMIALE 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

ANCHOR INVESTOR BIDDING DATE : TUESDAY, JULY 22, 2025\*

BID/OFFER OPENS ON : WEDNESDAY, JULY 23, 2025

BID/OFFER CLOSSES ON : FRIDAY, JULY 25, 2025\*\*

\*Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investors shall Bid on the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/Offer Opening Date.  
\*\*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 and provided below in the advertisement.

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
Total revenue from operations	14,111.10	100.00%	11,381.38	100.00	6,595.42	100.00

\*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 <sup>#</sup>	989.96	7.02%	13.06	0.11%	31.49	0.48%
Total	14,111.10	100.00%	11,381.38	100.00%	6,595.42	100.00%

<sup>#</sup>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 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 ₹) <sup>##</sup>	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.

<sup>#</sup>As adjusted for Split of Equity Shares and Bonus Issue.

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

<sup>\*Kay Kay Overseas Corporation does not hold any Equity Shares.</sup>

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

<sup>#</sup>As adjusted for Split of Equity Shares and Bonus Issue.

<sup>^</sup>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
Total	76	17



...continued from previous page.


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 date.
2. The aggregate pre-Offer and post-Offer shareholding, of each of our Promoter, members of our Promoter Group and additional top 10 Shareholders as on the date of this advertisement is set forth below:

S. No.	Category of Shareholders	Pre-Offer shareholding as at the date of price band advertisement		Post-Offer shareholding as at Allotment*			
		Number of Equity Shares of face value of ₹2 each	Percentage of pre-Offer Equity Share capital (%)	At the lower end of price band (₹225)		At the upper end of price band (₹237)	
				Number of Equity Shares of face value of ₹2 each	Percentage of post-Offer Equity Share capital (%)	Number of Equity Shares of face value of ₹2 each	Percentage of post-Offer Equity Share capital (%)
Promoters <sup>^A</sup>							
1.	Sharad Khandelwal	1,79,65,860	18.50%	1,79,30,860	15.60%	1,79,30,860	15.73%
2.	Vidhi Sharad Khandelwal	1,79,70,870	18.50%	1,79,35,870	15.61%	1,79,35,870	15.73%
3.	Amiable Electronics Private Limited	5,56,51,080	57.29%	5,31,71,080	46.27%	5,31,71,080	46.64%
Promoter Group <sup>^</sup>							
1.	Vivek Khandelwal	6,93,885	0.71%	6,93,885	0.60%	6,93,885	0.61%
2.	Pramila Khandelwal	2,505	Negligible	2,505	Negligible	2,505	Negligible
3.	Karuna Rajendra Ringshia	2,505	Negligible	2,505	Negligible	2,505	Negligible
Additional top 10 Shareholders							
1.	Amit Midha	48,47,175	4.99%	48,47,175	4.22%	48,47,175	4.25%

\*Subject to completion of the Offer and finalization of the Allotment. \* Kay Kay Overseas Corporation does not hold any Equity Shares.  
^ Also the Selling Shareholders. ^None of our other members of the Promoter Group hold any Equity Shares.

BASIS FOR OFFER PRICE

<i>(The "Basis for Offer Price" on page 101 of the RHP has been updated as above. Please refer to the websites of the BRLMs: <a href="http://www.motilaloswalgroup.com">www.motilaloswalgroup.com</a>, <a href="http://www.iifcap.com">www.iifcap.com</a> and <a href="http://www.jmfl.com">www.jmfl.com</a> for the "Basis for Offer Price" updated for the above)</i>		(you may scan the QR code for accessing the website of Motilal Oswal Investment Advisors)
---	---	---

The Price Band and the Offer Price will be determined by our Company in consultation with the Book Running Lead Managers, on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹2 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price, and Floor Price is 112.50 times the face value and the Cap Price is 118.50 times the face value. Bidders should also see "Risk Factors", "Our Business", "Summary Financial Information", "Financial Information", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 26, 172, 67, 238 and 292 of the RHP, respectively, to have an informed view before making an investment decision.

**Qualitative Factors:** We believe that some of the qualitative factors and our strengths which form the basis for computing the Offer Price are: • India's largest refurbisher of laptops and desktops and among the largest refurbishers of ICT devices overall, both globally and in India. • We are a company with domestic and international operations with five refurbishing facilities across India, USA and UAE. • Strong global supply chain, established sourcing base with long tail of vendors and wide customer base; • Well - established refurbishing capabilities and state - of - art infrastructure, with focus on quality; • Well positioned to harness global shift to sustainability and growing focus on ESG; • Experienced management team and qualified personnel with significant industry experience; and • Track record of profitability and consistent financial performance. For further details, see "Our Business – Our Strengths" on page 175 of the RHP.

A. Basic and Diluted Earnings per share for continuing operations ("EPS") (face value of each Equity Share in ₹)

Fiscal ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
2025	7.09	7.09	3
2024	5.37	5.37	2
2023	3.33	3.33	1
Weighted Average for the above three Fiscals	5.89	5.89	

- Notes:
- i). The face value of each Equity Share is ₹ 2.
- ii). Basic Earnings per share = Basic earnings per share are calculated by dividing the restated net profit for the year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year.
- iii). Diluted Earnings per share = Diluted earnings per share are calculated by dividing the restated net profit for the period / year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares during the year.
- iv). Basic and diluted earnings per equity share: Basic and diluted earnings per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).
- v). Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor.

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹225 to ₹ 237 per Equity Share:

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on Basic EPS for Fiscal 2025*	31.73	33.43
Based on Diluted EPS for Fiscal 2025*	31.73	33.43

\*Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

C. Industry Peer Group P/E ratio

Other than Newjaisa Technologies Limited, we do not have any listed industry peers. The P/E ratio of Newjaisa Technologies Limited may not be meaningful due to a negative EPS in Fiscal 2025.

D. Return on Net Worth ("RoNW")

Fiscal ended	RoNW (%)	Weight
2025	30.40%	3
2024	31.96%	2
2023	28.97%	1
Weighted Average for the above three Fiscals	30.68%	

- Notes:
- i. Return on Net Worth (%) = Restated Net profit after tax for the year/period attributable to the owners of the Company divided by the Restated Net worth for the year attributable to the Shareholders.

E. Net Asset Value ("NAV") per Equity Share

Net Asset Value per Equity Share		Amount (₹)
As at March 31, 2025		23.31
After the Offer*	[●]	
- At Floor Price		54.52
- At Cap Price		54.95
At Offer Price	[●]	

\*Offer Price per Equity Share will be determined on conclusion of the Book Building Process

- Notes:
- i. Net Asset Value per equity share is calculated as restated net worth for the year/ period attributable to owners of the Company / weighted average number of equity shares for the year/ period.
- For further details, see "Other Financial Information" on page 290 of the RHP.

F. Comparison of accounting ratios with listed industry peers

Following is the comparison with our peer group companies listed in India and in the same line of business as our Company:

Name of Company	Total income for Fiscal 2025 (in ₹ million)	Face Value (₹ Per Share)	Closing price on July 3, 2025 (₹)	EPS (₹) (Basic)	EPS (₹) (Diluted)	NAV (₹ per share)	P/E ratio	RoNW (%)
Our Company	14,203.67	2	[●]	7.09	7.09	23.31	NA	30.40
<b>Peer Group</b>								
Newjaisa Technologies Limited	664.46	5	37.90	(0.32)	(0.32)	22.09	NA	(1.45)

Source: All the financial information for listed industry peer mentioned above is on a standalone basis and is sourced from the financial results for Fiscal 2025 of Newjaisa Technologies Limited.

Source for GNG Electronics Limited: Based on the Restated Consolidated Financial Information.

Notes for listed peer:

- i. The P/E ratio of Newjaisa Technologies Limited may not be meaningful due to a negative EPS in Fiscal 2025.
- ii. Return on net worth (RoNW) is computed as profit/ (loss) for the year attributable to Equity shareholders divided by net worth as at March 31, 2025.
- iii. NAV per equity share has been computed as the networth divided by the total number of shares outstanding, as at March 31, 2025.

Rationale for selection of listed industry peers

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. Our comprehensive process of refurbishment of ICT Devices such as laptops, desktops, tablets, servers, premium smartphones, mobile workstations and accessories ensures that such devices are similar to new, in terms of both performance and aesthetics. We solve customers' requirement of affordable, reliable and premium ICT Devices which are as good as new devices, both functionally and aesthetically, and are backed by proven warranty. We are India's largest Microsoft authorised refurbisher, in terms of refurbishing capability, as of Fiscal 2025 (Source: 1Latitude Report). Other than Newjaisa Technologies Limited, we do not have any listed industry peer whose business profile is comparable to our businesses in terms of our size, scale and our business model.

G. Key Performance Indicators

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated July 17, 2025 and certified by our Managing Director on behalf of the management of our Company by way of certificate dated July 17, 2025. The management and the Audit Committee have confirmed that the KPIs disclosed below have been identified and disclosed in accordance with the SEBI ICDR Regulations and the Industry Standards on Key Performance Indicators Disclosures in the Draft Offer Document and Offer Document. Further, the management and Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Red Herring Prospectus have been disclosed in this section. Additionally, the KPIs herein have been certified by our Statutory Auditors pursuant to the certificate dated July 17, 2025. This certificate has been designated as a material document for inspection in connection with the Offer. See "Material Contracts and Documents for Inspection" on page 392 of the RHP.

The KPIs that have been consistently used by the management to analyse, track and monitor the operational and financial performance of the Company, which have been consequently identified as relevant and material KPIs and are disclosed in this "Basis for Offer Price" section.

In addition to the above, the Audit Committee also noted that other than the below mentioned KPIs, there are certain items/ metrics which have been included in the business description, management discussion and analysis or financials in the RHP but these are not considered to be a performance indicator or deemed to have a bearing on the determination of Offer Price. For details, see "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Restated Consolidated Financial Information" on pages 172, 292 and 238 of the RHP, respectively.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once a year, for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges or till the utilisation of the Offer Proceeds as per the disclosure made in the section "Objects of the Offer" starting on page 91 of the Red Herring Prospectus, whichever is later, or for such other duration as required under the SEBI ICDR Regulations.

Key performance indicators:

Our Company considers the following key performance indicators ("KPI") to have a bearing for arriving at the basis for the Offer Price The table below also sets forth KPIs as at Fiscal 2025, Fiscal 2024 and Fiscal 2023.

Particulars	Unit	Fiscal 2025	Fiscal 2024	Fiscal 2023
<b>Financial KPIs</b>				
Revenue from Operations <sup>(1)</sup>	In ₹ million	14,111.10	11,381.38	6,595.42
Gross Margin <sup>(2)</sup>	In ₹ million	2,524.67	1,401.52	1,011.45
Gross Margin (%) <sup>(3)</sup>	%	17.89%	12.31%	15.34%
EBITDA <sup>(4)</sup>	In ₹ million	1,261.44	849.04	500.40
EBITDA Margin (%) <sup>(5)</sup>	%	8.94%	7.46%	7.59%
PAT <sup>(6)</sup>	In ₹ million	690.33	523.05	324.28
PAT Margin (%) <sup>(7)</sup>	%	4.89%	4.60%	4.92%

Particulars	Unit	Fiscal 2025	Fiscal 2024	Fiscal 2023
RoE (%) <sup>(8)</sup>	%	30.40%	31.96%	28.97%
ROCE (%) <sup>(9)</sup>	%	17.31%	16.72%	17.91%
Net Working Capital (no. of days) <sup>(10)</sup>	Count in days	68	42	61
Property, plant and equipment (Gross) turnover ratio <sup>(11)</sup>	Number	30.41	31.97	60.65
<b>Operational KPIs</b>				
Revenue split by geography	In ₹ million	14,111.10	11,381.38	6,595.42
-Within India	In ₹ million	3,453.28	4,783.90	3,262.92
-Outside India	In ₹ million	10,657.82	6,597.48	3,332.50
Volume of devices refurbished <sup>(12)</sup>	Number	590,787	369,320	248,135
No. of customers served <sup>(13)</sup>	Number	4,154	3,252	1,833
No. of procurement partners <sup>(14)</sup>	Number	557	356	265

- Notes:
1. Revenue from operations as per Restated Consolidated Financial Information.
2. Gross Margin is calculated as revenue from operations as per Restated Consolidated Financial Information minus cost of materials consumed.
3. Gross Margin (%) is computed as material margin divided by revenue from operations \*100.
4. EBITDA is calculated as restated profit before tax (before exceptional items) plus finance costs and depreciation and amortization expenses.
5. EBITDA Margin (%) is computed as EBITDA divided by revenue from operations\*100.
6. PAT is restated profit for the year as per Restated Consolidated Financial Information.
7. PAT Margin (%) is calculated as restated profit for the year divided by Revenue from Operation.
8. Return on Equity (ROE) (%) is calculated as PAT attributable to owners of the Company as a % Shareholders' equity.
9. ROCE is calculated as EBIT as a % of capital employed. EBIT is calculated as EBITDA minus depreciation and amortization and impairment of goodwill. Capital employed including non controlling interest refers to sum of total equity plus borrowings plus current maturities of long term borrowings.
10. Net Working Capital (no. of days) are calculated by dividing net working capital by revenues from operation multiplied by 365. Net working capital amount is calculated as current assets less current liabilities.
11. Property, plant and equipment (gross) turnover ratio is calculated by dividing revenues from operation by gross block value of property, plant and equipment as per Restated Consolidated Financial Information.
12. Volume of devices refurbished (No.) is calculated as sum of total numbers of ICT devices refurbished by the Company during the period.
13. No. of customers served (No.) is calculated as sum of customers invoiced by the Company during the period.
14. No. of procurement partners (No.) is calculated as sum of procurement partners from which the Company had purchases during the period.

Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools.

Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

Investors are encouraged to review the GAAP measures and to not rely on any single financial or operational metric to evaluate our business.

Explanation for the KPI metrics

Sr.	KPI	Explanation
1.	Revenue from Operations (in ₹ million)	Revenue from Operations is used by the Company to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of the business.
2.	Gross Margin (in ₹ million)	Gross profit provides information regarding the profits earned by reducing the material cost from Revenue from operations.
3.	Gross Margin (%)	Gross profit margin is an indicator of the profitability on Revenue from Operations.
4.	EBITDA (in ₹ million)	EBITDA provides information regarding the operational efficiency of the business.
5.	EBITDA Margin (%)	EBITDA margin is an indicator of the operational profitability and financial performance of the business.
6.	PAT (in ₹ million)	Profit after tax provides information regarding the overall profitability of the business.
7.	PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of the business.
8.	RoE (%)	RoE provides how efficiently the Company generates profits from shareholders' funds.
9.	ROCE (%)	ROCE provides how efficiently the Company generates earnings from the capital employed in the business.
10.	Net Working Capital (no. of days)	Measure the conversion of working capital into cash, reflecting liquidity and operational efficiency.
11.	Property, plant and equipment (Gross) turnover ratio	Property, plant and equipment (Gross) turnover ratio measures the efficiency with which a company generates sales from its existing property, plant and equipment.
12.	Revenue split by geography (in ₹ million)	Revenue from Operations of the business split for its share within India and outside India enables the Company to track the progress of the revenues in the domestic and export markets.
	Within India (in ₹ million)	
	Outside India (in ₹ million)	
13.	Volume of devices refurbished (no.)	This metrics enables tracking of scale of operational facilities and thereby provides various operational insights which are used to allocate resources and improve efficiencies.
14.	No. of customers served (no.)	This metrics enables tracking the demand of product from long tail of customers and thereby provides various operational insights to plan demand and serve the same effectively.
15.	No. of procurement partners (no.)	This metrics enables tracking the sources of procurement from long tail of partners and thereby provides various operational insights which are used to ensure sustained procurement of used ICT devices.

H. Comparison of its KPIs with Listed Industry Peer

Comparison of our Company's KPIs for Fiscal 2025, Fiscal 2024 and Fiscal 2023 with listed industry peer:

(in ₹ million, unless otherwise stated)

Particulars	Unit	GNG Electronics Limited			Newjaisa Technologies Limited		
		As at and for the Fiscal / period ended			As at and for the Fiscal / period ended		
		2025	2024	2023	2025	2024	2023
<b>Financial KPIs</b>							
Revenue from Operations <sup>(1)</sup>	In ₹ million	14,111.10	11381.38	6595.42	656.55	617.32	445.30
Gross Margin <sup>(2)</sup>	In ₹ million	2,524.67	1401.52	1011.45	229.51	288.13	193.28
Gross Margin <sup>(3)</sup>	%	17.89%	12.31%	15.34%	34.96%	46.67%	43.40%
EBITDA <sup>(4)</sup>	In ₹ million	1,261.44	849.04	500.40	14.76	89.38	87.39
EBITDA Margin <sup>(5)</sup>	%	8.94%	7.46%	7.59%	2.25%	14.48%	19.62%
PAT <sup>(6)</sup>	In ₹ million	690.33	523.05	324.28	(11.32)	63.18	67.36
PAT Margin <sup>(7)</sup>	%	4.89%	4.60%	4.92%	(1.72%)	10.23%	15.13%
RoE <sup>(8)</sup>	%	30.40%	31.96%	28.97%	(1.45%)	11.44%	72.42%
ROCE <sup>(9)</sup>	%	17.31%	16.72%	17.91%	(0.36%)	13.26%	51.98%
Net Working Capital (no. of days) <sup>(10)</sup>	Count in days	68	42	61	325	265	72
Property, plant and equipment (Gross) turnover ratio <sup>(11)</sup>	Number	30.41	31.97	60.65	NA*	5.06	104.09
<b>Operational KPIs</b>							
Revenue split by geography	In ₹ million	14,111.10	11,381.38	6,595.42	656.55	617.32	445.30
Within India	In ₹ million	3,453.28	4,783.90	3,262.92	NA*	617.32	445.30
Outside India	In ₹ million	10,657.82	6,597.48	3,332.50	NA*	-	-
Volume of devices refurbished <sup>(12)</sup>	Number	590,787	369,320	248,135	NA*	54,322	42,043
No. of customers served <sup>(13)</sup>	Number	4,154	3,252	1,833	NA*	NA*	NA*
No. of procurement partners <sup>(14)</sup>	Number	557	356	265	NA*	NA*	NA*

- \* Information is not publicly available.
- Source: All the financial information for listed industry peer mentioned above is on a standalone basis and is sourced from the financial results for Fiscal 2025 of Newjaisa Technologies Limited.
- Notes:
1. Revenue from operations as per Restated Consolidated Financial Information.
2. Gross Margin is calculated as revenue from operations as per Restated Consolidated Financial Information minus cost of materials consumed.
3. Gross Margin (%) is computed as material margin divided by revenue from operations \*100.
4. EBITDA is calculated as restated profit before tax (before exceptional items) plus finance costs and depreciation and amortization expenses.
5. EBITDA Margin (%) is computed as EBITDA divided by revenue from operations\*100.
6. PAT is restated profit for the year as per Restated Consolidated Financial Information.
7. PAT Margin (%) is calculated as restated profit for the year divided by Revenue from Operation.
8. Return on Equity (ROE) (%) is calculated as PAT attributable to owners of the Company as a % Shareholders' equity.
9. ROCE is calculated as EBIT as a % of capital employed. EBIT is calculated as EBITDA minus depreciation and amortization and impairment of goodwill. Capital employed including non controlling interest refers to sum of total equity plus borrowings plus current maturities of long term borrowings.
10. Net Working Capital (no. of days) are calculated by dividing net working capital by revenues from operation multiplied by 365. Net working capital amount is calculated as current assets less current liabilities.
11. Property, plant and equipment (gross) turnover ratio is calculated by dividing revenues from operation by gross block value of property, plant and equipment as per Restated Consolidated Financial Information
12. Volume of devices refurbished (No.) is calculated as sum of total numbers of ICT devices refurbished by the Company during the period.
13. No. of customers served (No.) is calculated as sum of customers invoiced by the Company during the period.
14. No. of procurement partners (No.) is calculated as sum of procurement partners from which the Company had purchases during the period.

Continued on next page...



