

December 12, 2025

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

**To,**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001

**NSE Symbol - EBGNG**

**Scrip Code – 544455**

**Sub: Outcome of Circular Resolution passed by Board of Directors of the Company on December 12, 2025**

Dear Sir/ Madam,

With reference to the above-mentioned subject and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Board of Directors of the Company have approved and passed the following resolutions by circulation today i.e., on Friday, December 12, 2025:

1. The Board in its meeting held on November 04, 2025 had approved alignment and ratification of the pre-IPO ESOP Scheme 'Electronics Bazaar Employees Stock Option Scheme – 2024' as per SEBI (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021 subject to approval of shareholders. The Board by way of circular resolution dated December 12, 2025 has approved to extend the benefits of the Electronics Bazaar Employees Stock Option Scheme – 2024 to the eligible employees of the Subsidiary Company(ies), Associate Company, in India or outside India, Holding Company of the Company, subject to shareholders and any regulatory approval as may be necessary, which will be obtained by the Company in due course. The disclosure pursuant to SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed herewith as Annexure-A.
2. Based on the Audit Committee recommendation, the Board of Directors of the Company have reviewed the Related Party Transactions (RPTs) of Electronics Bazaar FZC, a subsidiary of Company proposed for the FY 2025-26. The Board has approved the identified 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 for sales of goods or services for value not exceeding Rs. 250 Crores under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, subject to shareholders approval.
3. Approved the draft Postal Ballot Notice for the approval of the shareholders for the following resolution(s):
  - a. 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
  - b. 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.
  - c. 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

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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.

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- d. 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
4. Approved the cut-off date for sending the Postal Ballot Notice to the Shareholders eligible for voting through Postal Ballot. In accordance with the circulars of the Ministry of Corporate Affairs, the Postal Ballot Notice will be sent only via email to all the Members who have registered their email addresses with the Company or depositories/ depository participants and whose names appear in the register of members/list of beneficial owners as received from the depositories as on Friday, December 12, 2025 ("cut- off date").
5. Approved the appointment of M/s Nishant Bajaj and Associates, Practicing Company Secretaries (COP No.: 21538), as Scrutinizer for conducting the Postal Ballot.
6. Approved the appointment of M/s. Bigshare Services Private Limited for providing e-voting facility platform. Voting on the postal ballot will take place only through remote e-voting system of Bigshare Services Private Limited.

We request you to take the above information on record.

**FOR GNG ELECTRONICS LIMITED**

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**Sarita Vishwakarma**  
**Company Secretary & Compliance officer**  
**Membership No. A59547**

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**Details under Regulation 30 of the SEBI Listing Regulations read along with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.**

Sl. No.	Particulars	Details
1.	Name of the Scheme	Electronics Bazaar Employees Stock Option Scheme – 2024 ( <b>“Scheme”</b> )
2.	Brief details of options granted	<p>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 (“Listing Date”) <i>(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)</i> exercisable into be Equity Shares of face value Rs. 2/- each.</p> <p>The Scheme shall be implemented through direct route to extend the benefits to the Eligible Employees of the Company including the Employees and Directors of the Company, its Subsidiary Company, Associate Company, in India or outside India, and Holding Company of the Company by the way of fresh allotment from the Company.</p> <p>However, no grant has been made under the Scheme, as on date.</p>
3.	Whether the Scheme is in terms of SEBI (SBEB & SE) Regulations, 2021 (if applicable)	Yes
4.	Total number of shares covered by these options	<p>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 date July 30, 2025 (“Listing Date”) <i>(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)</i> exercisable into be Equity Shares of face value Rs. 2/- each.</p>
5.	Pricing Formula	<p>Under this Scheme, the Exercise Price will be decided by the Committee at the time of Grant and shall be linked with the Market Price as defined in the Scheme.</p> <p>The Committee has the power to provide suitable discount on such price. However, in any case, the Exercise Price shall not go below the face value of the</p>

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		Share of the Company in compliance with Applicable Laws.
6.	Options Vested	Not Applicable.
7.	Time within which option may be exercised	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.	Options exercised	Not Applicable.
9.	Money realized by exercise of Options	
10.	The total number of Shares arising as a result of exercise of Option	
11.	Options lapsed	
12.	Variation in terms of Options	
13.	Brief details of significant terms	<p>The Scheme is administered by the Nomination and Remuneration Committee.</p> <p>The Scheme shall be implemented through direct route to extend the benefits to the Eligible Employees of the Company including the Employees and Directors of the Company, its Subsidiary Company, Associate Company, in India or outside India, and Holding Company of the Company by the way of fresh allotment from the Company.</p> <p>The grant of Options is based upon the eligibility criteria determined by the Committee.</p> <p>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.</p> <p>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.</p>

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14.	Subsequent changes or cancellation or exercise of such Options	Not Applicable.
15.	Diluted earnings per share pursuant to the issue of equity shares on exercise of Options.	

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