

GUJARAT TERCE LABORATORIES LIMITED

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

(Consolidated and Revised; adopted by the Board of Directors on 29th May, 2026. This Code consolidates and supersedes the Company's earlier "Code of Conduct for Directors and Senior Management" and the separate "Code for Independent Directors".)

CIN: L24100GJ1985PLC007753 | Equity Shares listed on BSE Limited (Main Board)

1. Basis and Compliance

This Code of Conduct (the "Code") is framed in compliance with Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), which requires the Board of Directors to lay down a code of conduct for all members of the Board of Directors and senior management of the Company, and to suitably incorporate the duties of Independent Directors as laid down in the Companies Act, 2013 (the "Act"). Accordingly, this Code incorporates, in Part B, the Code for Independent Directors as set out in Schedule IV to the Act, and consolidates into a single document the Company's erstwhile Code of Conduct for Directors and Senior Management and its separate Code for Independent Directors, both of which stand superseded.

2. Applicability

This Code applies to:

- all members of the Board of Directors of Gujarat Terce Laboratories Limited (the "Company"), including Executive, Non-Executive and Independent Directors; and
- all members of the Senior Management of the Company.

"Senior Management" means the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, comprising all members of management one level below the Chief Executive Officer / Managing Director / Whole-time Director / Manager (including the Chief Executive Officer and the Manager, in case they are not part of the Board), and specifically including the functional heads, by whatever name called, the Company Secretary and the Chief Financial Officer (aligned to Regulation 16(1)(d) of the SEBI Listing Regulations, as amended).

PART A — CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

3. Standards of Conduct

The members of the Board of Directors and the Senior Management of the Company agree to abide by the following standards of conduct:

- Attend meetings of the Board, shareholders, committees and Senior Management, and seek prior leave of absence where unable to attend.
- Dedicate sufficient time, energy and attention to the Company to ensure the diligent performance of his/her duties, including preparing for meetings and decision-making.
- Seek to comply with all corporate policies of the Company.

- Act in good faith and in the best interests of the Company, and fulfil their fiduciary obligations and responsibilities to the Company's shareholders, stakeholders, customers, suppliers and others.
- Comply with all applicable laws, rules, regulations and guidelines applicable to the Company.
- Not undertake any transaction, directly or indirectly, involving the securities of the Company without complying with the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders.
- Avoid any situation in which there is an actual or apparent conflict of interest that could interfere with the judgment of the Director or member of Senior Management in taking decisions in the Company's best interests.
- A Director who has a material personal or pecuniary interest in any matter shall notify the Board of his/her interest and shall not vote on the matter; any member of Senior Management who has a material personal or pecuniary interest in any contract, arrangement or transaction shall inform the Company Secretary.
- Make available to, and share with, fellow Directors and members of Senior Management such information as may be appropriate to ensure the proper conduct and sound operation of the Company and its Board.
- Ensure the security of all confidential information — such as technologies, processes, patents, know-how, designs, drawings, and marketing and financial strategies — available to them in the course of discharge of their services, and not use such information for personal advantage. Directors, members of Senior Management and their relatives shall not trade in securities when in possession of unpublished price sensitive information.
- Use the Company's assets, properties and services for official purposes only, or as per the terms of their appointment.
- Not receive, directly or indirectly, any benefit or favour from the Company's business associates or constituents which is intended or can be perceived as being given to gain favour in dealing with the Company.
- Ensure a safe and healthy working environment and the preservation of the environment, so as to avoid wastage of energy and natural resources, and own the legal and moral responsibility for the safety and protection of the environment.
- Encourage and support the professional development of the employees of the Company and provide them all necessary assistance and cooperation.
- Support the Company's corporate social responsibility initiatives under Section 135 of the Act and the Company's CSR Policy, including initiatives to develop and nurture neighbouring communities.
- Not use corporate property, information or position for personal gain, and not share the same with other companies.
- Act honestly, fairly, ethically and with integrity, and in a manner that enhances and maintains the reputation of the Company.

- Endeavour to promote the interests of the disadvantaged and impaired sections of society, and support community development, social welfare, women's welfare, children's education and the promotion of sports.

PART B — CODE FOR INDEPENDENT DIRECTORS (SCHEDULE IV OF THE ACT)

Pursuant to Section 149(8) read with Schedule IV of the Act and Regulation 17(5) of the SEBI Listing Regulations, the following Code for Independent Directors is incorporated. The provisions of Schedule IV are reproduced below as a guide to the professional conduct of Independent Directors. Adherence to these standards, and the fulfilment of their responsibilities in a professional and faithful manner, will promote the confidence of the investment community — particularly minority shareholders, regulators and companies — in the institution of Independent Directors.

I. Guidelines of Professional Conduct

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Role and Functions

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;

- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of Appointment

- (1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out:
 - (a) the term of appointment;
 - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - (d) provision for Directors and Officers (D and O) insurance, if any;
 - (e) the Code of Business Ethics that the company expects its directors and employees to follow;
 - (f) the list of actions that a director should not do while functioning as such in the company; and
 - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-appointment

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or Removal

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act as may be modified from time to time.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate Meetings

- (1) The independent directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management;
- (2) All the independent directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
 - (a) review the performance of non-independent directors and the Board as a whole;
 - (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation Mechanism

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

PART C — GENERAL DUTIES, QUALIFICATION AND AFFIRMATION

4. General Duties of Directors (Section 166 of the Act)

- (1) Subject to the provisions of the Act, a director of the Company shall act in accordance with the articles of the Company.
- (2) A director shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of the environment.
- (3) A director shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (4) A director shall not involve himself in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- (5) A director shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners or associates, and if found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.
- (6) A director shall not assign his office, and any assignment so made shall be void.

5. Qualification of Independent Directors — Databank and Proficiency Test

Every Independent Director shall, in accordance with Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, apply for inclusion of his/her name in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA), and shall renew such inclusion as required. Every Independent Director shall, unless exempted under the said Rules, pass the online proficiency self-assessment test conducted by the IICA within the prescribed period from the date of inclusion of his/her name in the data bank. The Company shall facilitate compliance by its Independent Directors with these requirements.

6. Affirmation of Compliance and Annual Declaration

All members of the Board of Directors and Senior Management shall affirm compliance with this Code on an annual basis. In accordance with Regulation 26(3) of the SEBI Listing Regulations, the Annual Report of the Company shall contain a declaration to the effect that all members of the Board of Directors and Senior Management have affirmed compliance with this Code, signed by Mr. Aalap Natubhai Prajapati, Managing Director (being the person discharging the function of the Chief Executive Officer of the Company).

7. Amendment and Supremacy of Law

The Board of Directors may amend this Code from time to time as may be required, including on account of any change in the Act or the SEBI Listing Regulations. In the event of any conflict between this Code and the Act, the SEBI Listing Regulations or any other applicable law, the provisions of such law shall prevail, and this Code shall be deemed to be amended to the extent of such inconsistency. No code or policy can anticipate every situation that may arise; accordingly, this Code is intended to serve as a source of guiding principles, and each member of the Board of Directors and Senior Management must comply with the letter and spirit of this Code.

Adopted by the Board of Directors on: 29 May 2026 (supersedes the earlier Code of Conduct for Directors and Senior Management and the separate Code for Independent Directors).