

GUJARAT TERCE LABORATORIES LIMITED

POLICY FOR DETERMINATION OF MATERIALITY FOR DISCLOSURE OF EVENTS OR INFORMATION

(Reviewed and Adopted by the Board of Directors on 29th May, 2026)

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

1. Introduction

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, and the circulars issued thereunder, require Gujarat Terce Laboratories Limited (the “Company”) to disclose material events or information. The Listing Regulations classify the disclosure of material events / information into the following categories:

- (i) events which are deemed to be material and which are required to be disclosed without application of the materiality criteria, as specified in Para A of Part A of Schedule III of the Listing Regulations;
- (ii) events which are required to be disclosed based on the application of the materiality criteria, as specified in Para B of Part A of Schedule III of the Listing Regulations; and
- (iii) other events as specified in Para C of Part A of Schedule III of the Listing Regulations.

Without prejudice to the generality of the above, the Company may make disclosures of any event / information as may be specified by SEBI from time to time. The Listing Regulations mandate the Company to frame a policy for determination of materiality, based on the criteria specified therein, for disclosure of the events mentioned in Para B of Part A of Schedule III, and accordingly the Board of Directors of the Company, at its meeting held on 29th May, 2026, has reviewed and adopted this Policy together with the Indicative Guidelines framed hereunder.

SEBI has also specified the information to be provided while disclosing events / information and the timelines for such disclosures, which are covered in the Indicative Guidelines framed under this Policy. In case the Company does not disclose any such specified details within the timelines, it shall state the appropriate reason(s) as part of the disclosure.

This Policy is framed in accordance with Regulation 30 read with Schedule III of the Listing Regulations, as amended (including by the SEBI notifications dated 14 June 2023 and 12 December 2024 and the circulars issued in this regard), and applies to the disclosure of events or information that are material to the Company. This Policy does not dilute any requirement specified under the Listing Regulations.

2. Title

This Policy shall be called the “Policy for Determination of Materiality for Disclosure of Events or Information”.

3. Authority — Disclosure Committee and Authorised KMP

The Board of Directors has constituted a Disclosure Committee, comprising Key Managerial Personnel of the Company as Members and other senior functionaries as permanent invitees, to assist in the determination of materiality and the making of disclosures under Regulation 30 of the Listing Regulations. As on the date of this Policy, the Disclosure Committee is constituted as follows:

Sr. No.	Name	Role in the Committee / Designation
1.	Mr. Aalap Natubhai Prajapati	Chairman — Managing Director (Authorised KMP under Reg. 30(5))
2.	Mr. Bhagirath Ramhit Maurya	Member — Chief Financial Officer
3.	Ms. Ashka Solanki	Member — Company Secretary & Compliance Officer
4.	Mr. Amritbhai Purshottamdas Prajapati	Permanent Invitee — Whole-time Director
5.	Mr. Natwarbhai Parsottam Prajapati	Permanent Invitee — Whole-time Director

Authorised Key Managerial Personnel: In accordance with Regulation 30(5) of the Listing Regulations, the Board of Directors has authorised Mr. Aalap Natubhai Prajapati, Managing Director, as the Key Managerial Personnel for the purpose of determining the materiality of an event or information and for making disclosures to the stock exchange(s). The contact details of the authorised KMP shall be disclosed to the stock exchange(s) and shall be hosted on the website of the Company.

The composition of the Disclosure Committee and the authorisation of the KMP shall be reviewed and reconstituted by the Board from time to time.

4. Decision-Making of the Disclosure Committee

The Members of the Disclosure Committee and the permanent invitees may meet physically, or may interact through e-mail or any other means, as the Members of the Committee may deem fit.

5. Roles and Responsibilities of the Disclosure Committee

The roles and responsibilities of the Disclosure Committee shall include the following:

1. to ensure compliance with the disclosure requirements under Regulation 30 of the Listing Regulations and such other circulars and notifications as may be specified by SEBI;
2. to take a view on the materiality of an event / information, or on the price sensitivity of an event / information, that qualifies for disclosure under Regulation 30 of the Listing Regulations;
3. to determine the appropriate time at which the disclosures are to be made to the stock exchange(s), in adherence to the requirements of Regulation 30 of the Listing Regulations;
4. to review and finalise the details to be disclosed, including updating material developments on a regular basis until such event is closed / resolved, with relevant explanation, the contents of the disclosure being in line with the Listing Regulations and SEBI circulars and notifications;

5. to consider such other events that may require disclosure to the stock exchange(s) which are not explicitly defined in Paras A, B and C of Part A of Schedule III, and to determine the materiality, appropriate time and contents of disclosure for such matter;
6. to determine the materiality thresholds of events / information mentioned in Regulation 2(1)(n) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 which are likely to materially affect the price of the securities (constituting UPSI);
7. to evaluate the information submitted by the relevant employees of the Company about any potential material event or information, and to determine if disclosure is required to be made to the stock exchange(s);
8. to review any event or information requiring disclosure pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, unless disclosure of such communication is prohibited by such authority; and
9. to make necessary amendments to this Policy and the Indicative Guidelines framed hereunder, as may be required from time to time.

6. Materiality Criteria of the Event or Information

Materiality shall be determined on a case-to-case basis depending on the specific facts and circumstances relating to the event / information mentioned in Para B of Part A of Schedule III of the Listing Regulations. In order to determine whether a particular event / information is material, the Disclosure Committee shall consider the following criteria, in accordance with the Listing Regulations as amended from time to time:

1. The omission of an event or information:

- a) which is likely to result in discontinuity or alteration of an event or information already available publicly; or
- b) which is likely to result in a significant market reaction if the said omission came to light at a later date; or
- c) whose value, or the expected impact in terms of value, exceeds the lower of the following:
 - (iv) two per cent (2%) of turnover, as per the last audited consolidated financial statements of the Company;
 - (v) two per cent (2%) of net worth, as per the last audited consolidated financial statements of the Company, except where the arithmetic value of the net worth is negative; or
 - (vi) five per cent (5%) of the average of the absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

Note: “Absolute value of profit or loss after tax” means the absolute figures of profit / loss. The threshold with respect to profit / loss is to be computed by taking the absolute values of profit or loss after tax for the immediately preceding three audited consolidated financial statements of the Company. Averaging does not mean netting-off; the values are to be taken on an absolute basis.

2. In case the criteria specified in clauses (a), (b) and (c) above are not applicable, an event / information may be treated as deemed material if, in the opinion of the Board of Directors of the Company, the event or information is considered material.

3. For determining the materiality of an event, the Company may refer to the Industry Standard(s) / Note(s) on Regulation 30 issued by SEBI / the industry standards forum from time to time.

In respect of events or information pertaining to subsidiaries, the Disclosure Committee may consider the criteria mentioned above and the Indicative Guidelines prescribed by the Board for determining the materiality of such events or information vis-à-vis the Company. As on the date of this Policy, the Company does not have any subsidiary. The Committee may, from time to time, modify or amend the existing Indicative Guidelines or specify new guidelines to ascertain the materiality of events / information.

7. Timeframe for Disclosure

In accordance with the Listing Regulations, all events or information that are material shall be first disclosed to the stock exchange(s) as soon as reasonably possible, and in any case not later than the following:

(vii) thirty (30) minutes from the closure of the meeting of the Board of Directors in which the decision pertaining to the event or information has been taken;

Provided that where the meeting of the Board of Directors closes after the normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the Company shall disclose the decision within three (3) hours from the closure of the meeting; and provided further that where the meeting of the Board of Directors is held for more than one day, the financial results shall be disclosed within thirty (30) minutes or three (3) hours, as applicable, from the closure of the meeting for the day on which they have been considered.

(viii) twelve (12) hours from the occurrence of the event or information, where the event or information is emanating from within the Company; and

(ix) twenty-four (24) hours from the occurrence of the event or information, where the event or information is not emanating from within the Company.

Provided that if all the relevant information in respect of claims made against the Company under any litigation or dispute (other than tax litigation or dispute), in terms of the relevant sub-paragraph of Para B of Part A of Schedule III, is maintained in the structured digital database of the Company under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the disclosure with respect to such claims shall be made to the stock exchange(s) within seventy-two (72) hours of receipt of the notice by the Company.

“Normal trading hours” means the time period for which the recognised stock exchanges are open for trading for all investors. The disclosure in respect of events for which specific timelines have been prescribed in Part A of Schedule III of the Listing Regulations shall be made within such timelines. In case the Company discloses any event or information after the timelines specified under the Listing Regulations, it shall, along with such disclosure, provide the explanation for the delay.

8. Assistance to Relevant Employees

Relevant employees shall be guided by this Policy and the Indicative Guidelines in identifying any potential material event / information that comes to their knowledge, and the same shall be reported to the Disclosure Committee for determining the materiality of the said event / information and for making the necessary disclosures to the stock exchange(s).

9. Market Rumour Verification

The requirement to verify market rumours under Regulation 30(11) of the Listing Regulations is applicable to listed entities in a phased manner based on market capitalisation. As on the date of this Policy, the Company does not fall within the category of listed entities to which the market rumour verification requirement has been made applicable (the top 100 and thereafter the top 250 listed entities by market capitalisation), and accordingly this clause is presently not applicable to the Company.

If and when the market rumour verification requirement becomes applicable to the Company, the Company shall confirm, deny or clarify any reported event or information in the mainstream media which is not general in nature and which indicates that rumours of an impending specific material event or information are circulating amongst the investing public, as soon as reasonably possible and not later than twenty-four (24) hours from the reporting of such event or information. Where the Company confirms the reported event or information, it shall also provide the current stage thereof. In such event, the Company shall also have regard to the framework specified by SEBI relating to material price movement and the determination of the “unaffected price” for transactions, in the manner prescribed under the Listing Regulations and the applicable industry standards. Until such requirement becomes applicable, the Company may, on its own initiative, confirm, deny or clarify any reported event or information to the stock exchange(s).

10. Disclosures on Website

All events or information disclosed to the stock exchange(s) under Regulation 30 of the Listing Regulations shall be hosted on the website of the Company for a minimum period of five (5) years, or such other lower timeframe as may be prescribed for a specific event or information under the Listing Regulations, and thereafter as per the Company’s archival policy.

11. Amendments

The Disclosure Committee is authorised to amend this Policy and the Indicative Guidelines as may be required from time to time, subject to applicable laws. Any amendment necessitated by a change in the Listing Regulations shall take effect from the date the relevant amendment is notified / becomes applicable to the Company, and this Policy shall be deemed to be amended accordingly.

12. Scope and Limitation

In the event of any conflict between the provisions of this Policy and the Listing Regulations, the Companies Act, 2013 or any other statutory enactment or rules, the provisions of such Listing Regulations, the Companies Act, 2013 or statutory enactment or rules shall prevail over this Policy.

13. Dissemination of Policy

This Policy shall be hosted on the intranet and on the website of the Company, and shall be disclosed in the manner required under the Listing Regulations.

Reviewed and adopted by the Board of Directors on: 29 May 2026