



## GUJARAT TERCE LABORATORIES LIMITED

Date: 26/05/2025

To,  
Corporate Relations Department,  
Bombay Stock Exchange Limited,  
2nd Floor, P.J Towers,  
Dalal Street,  
Mumbai-400 001

**Scrip Code: 524314**

Dear Sir,

### **Subject: Outcome of Board Meeting**

Pursuant to Regulations 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company, at their meeting held on Monday, the 26th day of May, 2025 at 4:30 P.M. has inter- alia:

(1) Approved the Audited Financial Results for quarter and year ended 31<sup>st</sup> March, 2025. We enclose here with a copy of the approved Audited Financial Results along with the Auditor's Report with unmodified opinions on the aforesaid Audited Financial Results issued by M/s M.A. SHAH & Co., Chartered Accountants (FRN: 112630W), Statutory Auditors of the Company as Annexure-A.

(2) Re-Appointment of M/s D.V. Shah, (Membership No.034294), Chartered Accountants( FRN No. 109551W ), as Internal Auditor of the Company for the Financial Year 2025-26.

(3) Recommendation of Re-Appointment of M/s. M.A. Shah & Co., Chartered Accountants, (FRN:112630W) as Statutory Auditors of the Company for a term of 5 years subject to approval of Members at ensuing AGM.

(4) Appointment of M/s. Pinakin shah & Co., Practicing Company Secretaries, (FRN: S2010GJ134100) as secretarial auditor of the company for 5 years





## GUJARAT TERCE LABORATORIES LIMITED

(5) Appointment of Ms. Avani Vishnubhai Patel (DIN : 07774901) as additional director of the company w.e.f 26/05/2025

The details required under Para A of Part A of Schedule III of the SEBI Listing Regulations read with the SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, is enclosed as Annexure-B.

The meeting of Board of Directors commenced at 4:30 P.M. on the 26th day of May, 2025 and concluded at 08:25 P.M.

Thanking you.

**Yours faithfully,**

**For, Gujarat Terce Laboratories Limited**

**Mr. Aalap Prajapati**

**Managing Director & CEO**

**(DIN: 08088327)**



**GUJARAT TERCE LABORATORIES LIMITED**

CIN:L24100GJ1985PLC007753

Regd.Office: 122/2, Ravi Estate, Bileshwarpura, Chhatral, Dist. Gandhinagar, Gujarat

Email Id: gtl.factory@gmail.com/cs@gujaratterce.com website: www.gujaratterce.in

**Statement of Audited Standalone Financial Results for the Quarter/Year Ended 31/03/2025 [ Rs.In Lakhs except per share detail]**

PART-I		Quarter ended			Year ended	
		31-03-2025	31-12-2024	31-03-2024	31-03-2025	31-03-2024
Particulars		Audited	Unaudited	Audited	Audited	Audited
1		2	3	4	5	6
I.	Revenue from operations	1232.44	1268.08	1220.71	5019.52	4797.47
II.	Other income	8.67	6.73	8.17	30.78	32.10
III.	<b>Total Revenue ( I+II )</b>	<b>1241.11</b>	<b>1274.80</b>	<b>1228.88</b>	<b>5050.30</b>	<b>4829.57</b>
IV.	<b>Expenses:</b>					
	a) Cost of Material consumed	305.61	188.37	238.87	914.31	758.25
	b) Purchase of stock in trade	267.40	284.44	231.17	1014.85	907.02
	c) Changes in inventories of finished goods, WIP and stock in trade.	-22.24	-24.63	42.15	-38.14	103.80
	d) Employees benefits expenses.	416.58	397.73	41.67	1618.93	1577.53
	e) Finance Costs	6.86	8.45	14.78	41.54	67.60
	f) Depreciation and amortisation exp.	10.25	9.53	9.44	38.46	36.78
	g) Other Expenses	159.82	313.14	566.40	1121.31	1324.19
	<b>Total Expenses</b>	<b>1144.28</b>	<b>1177.03</b>	<b>1144.49</b>	<b>4711.26</b>	<b>4775.18</b>
V	<b>Profit/(Loss) before exceptional and Extra ordinary items and Taxes.(III - IV )</b>	<b>96.83</b>	<b>97.77</b>	<b>84.39</b>	<b>339.04</b>	<b>54.39</b>
VI	Exceptional items.	0.00	0.00	0.00	0.00	0.00
VII	<b>Profit/(Loss) before extraordinary items and Tax (V-VI)</b>	<b>96.83</b>	<b>97.77</b>	<b>84.39</b>	<b>339.04</b>	<b>54.39</b>
VIII	Extraordinary items	0.00	0.00	0.00	0.00	0.00
IX	<b>Profit/(Loss) before Tax ( VII-VIII)</b>	<b>96.83</b>	<b>97.77</b>	<b>84.39</b>	<b>339.04</b>	<b>54.39</b>
X	<b>Tax Expenses</b>					
	1) Current Tax	16.36	0.00	0.00	16.36	0.00
	2) Deferred Tax	77.90	-3.03	30.05	78.84	30.05
	3) Income-Tax of Earlier Year(refer Note 4)	341.71	0.00	0.00	341.71	0.00
XI	<b>Profit/(Loss) for the period from continuing operations (IX-X)</b>	<b>-339.14</b>	<b>100.80</b>	<b>54.34</b>	<b>-97.87</b>	<b>24.34</b>
XII	<b>Other Comprehensive Income</b>					
	Re-measurement losses on post employment defined benefit plans	0.00	0.00	0.00	0.00	0.00
	Income Tax effect	0.00	0.00	0.00	0.00	0.00
	Total	0.00	0.00	0.00	0.00	0.00
	Net loss/(gain) on Fair Value through OCI (FVTOCI) on equity securities	0.00	0.00	0.00	0.00	0.00
XIII	<b>Other Comprehensive Income for the period, net of tax</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
XIV	<b>Total Comprehensive Income for the period (XI+XII)</b>	<b>-339.14</b>	<b>100.80</b>	<b>54.34</b>	<b>-97.87</b>	<b>24.34</b>
XV	<b>Paid up Equity Capital ( at par value of Rs. 10 each)</b>	<b>742.03</b>	<b>742.03</b>	<b>742.03</b>	<b>742.03</b>	<b>742.03</b>
XVI	<b>Earning per equity share</b>					
	a ) Basic	-4.57	1.36	0.73	-1.31	0.33
	b ) Diluted	-4.35	1.29	0.73	-1.26	0.33
	(See accompanying notes to the Financial Results)					

Place:Ahmedabad

Date:26/05/2025

For M. A. Shah & Co.

Chartered Accountants

Firm Registration No.:0112630W

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Date: 2025.05.26 19:19:30 +05'30'

Pramesh Doshi, FCA

(Partner)

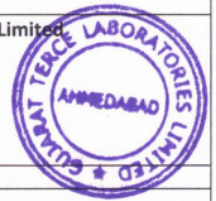
Membership No.: 045319

Notes:



For Gujarat Terce Laboratories Limited

*Handwritten signature of Aalap Prajapati*








Aalap Prajapati

Whole Time Director

DIN: 08088327

1	The above Audited Financial Results have been reviewed by the Audit Committee and thereafter approved by the Board of Directors at their meeting held on May 26, 2025
2	The audit report for the quarter and year ended 31.03.2025 has been carried out by the statutory auditor, as required under Regulation 33 of SEBI (LODR) Regulation, 2015.
3	The Company has adopted Indian Accounting Standard ("Ind AS") notified by the Ministry of Corporate Affairs with effect from April 01, 2017 and accordingly these Audited financial results of the company for the quarter and year ended 31.03.2025 has been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder.
4	Income tax for earlier years includes tax expense of financial years 2010-11, 2011-12, 2012-13 & 2013-14 for which the company has opted for Vivaad Se Vishwas Scheme 2024 declared by Income Tax Department.
5	The Company is operating in single (Pharmaceutical) segment, so above Audited Financial Results are for single segment only.
6	The figures of the previous quarter / periods has been regrouped/reclassified, wherever necessary.

Statement of Assets and Liabilities As on 31st March, 2025			
Particulars	(Rs. In Lakhs)		
	As on 31st March 2025	As on 31st March 2024	
1	2	3	
<b>A ASSETS</b>	Audited	Audited	
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Property, Plant and Equipment	365.39	369.16	
(ii) Capital work in Progress	-	-	
(iii) Other Intangible Assets	-	-	
(b) Financial Assets			
(i) Investment	0.36	27.29	
(ii) Loans	215.57	212.39	
(iii) Other Financial Assets	7.69	8.19	
(c) Deffered Tax Assets ( Net )	43.38	122.22	
(D) Other non-current assets	447.88	465.95	
<b>Sub-total - Non-current assets</b>	<b>1,080.27</b>	<b>1,205.20</b>	
<b>2 Current assets</b>			
(a) Inventories	367.77	392.85	
(b) Financial Assets			
(i) Investment	51.14	-	
(ii) Trade receivables	506.86	566.30	
(iii) Cash and cash equivalents	77.94	9.01	
(iv) Other Bank Balances	-	-	
(v) Loans	17.33	16.83	
(vi) Other Financial Assets	50.00	-	
(c) Current tax Assets(Net)	4.84	4.31	
(d) Other current assets	126.61	132.85	
<b>Sub-total - Current assets</b>	<b>1,202.49</b>	<b>1,122.15</b>	
<b>TOTAL - ASSETS</b>	<b>2,282.76</b>	<b>2,327.35</b>	
<b>B EQUITY AND LIABILITIES</b>			
<b>1 EQUITY</b>			
(a) Equity Share capital	742.03	742.03	
(b) Other Equity	(129.28)	(31.42)	
(c) Money received against share warrants	35.00		
<b>Sub-total - Total Equity</b>	<b>647.75</b>	<b>710.61</b>	
<b>2 LIABILITIES</b>			
<b>3 Non-current liabilities</b>			
(a) Financial Liabilities -Borrowings	29.77	92.74	
(b) Deferred tax liabilities (net)	-	-	
(c) Other Financial liabilities	189.23	137.73	
(d) Long-term provisions	151.70	172.11	
<b>Sub-total - Non-current liabilities</b>	<b>370.70</b>	<b>402.58</b>	
<b>4 Current liabilities</b>			
(a) Financial Liabilities -			
(i) Borrowing	64.41	293.91	
(ii) Trade payables			
(a) Total outstanding dues of Micro & Small enterprises	74.86	153.86	
(b) Total outstanding dues of Creditors other than Micro, Small and Medium enterprises	286.56	317.44	
(iii) Other Financial Liabilities	-	-	
(b) Current Tax Liabilities (Net)	-	-	
(c) Other Current Liabilities	129.69	138.02	
(d) Short-term provisions	708.79	310.93	
<b>Sub-total - Current liabilities</b>	<b>1,264.31</b>	<b>1,214.16</b>	
<b>TOTAL - EQUITY AND LIABILITIES</b>	<b>2,282.76</b>	<b>2,327.35</b>	
Place:Ahmedabad			
Date:26/05/2025			
For M. A. Shah & Co. Chartered Accountants Firm Registration No.:0112630W		For Gujarat Terce Laboratories Limited	
Digitally signed by Prameshbhai Bhupendraray Doshi Date: 2025.05.26 19:19:13 +0530'			
Pramesh Doshi, FCA (Partner)			
Membership No.: 045319		Aalap Prajapati Whole Time Director DIN: 08088327	

Statement of Cash Flows for the period ended 31st March 2025			
Particulars	(Rs.In Lakhs)		
	For the year ended on 31st March 2025	For the year ended on 31st March 2024	
1	2	3	
<b>A. Cash Flow from Operating Activities</b>			
Net Profit before tax (as per Statement of Profit and Loss)	339.05	54.39	
<b>Adjustments for non-cash/non-trade items:</b>			
Depreciation & Amortization Expenses	38.46	36.78	
Finance Cost	41.54	67.60	
Loss on sale of Assets		-	
Interest received	(25.60)	(30.32)	
Other inflows of cash	(1.14)	2.32	
<b>Operating profits before Working Capital Changes</b>	<b>392.31</b>	<b>130.77</b>	
<b>Adjusted For:</b>			
Decrease in trade receivables	59.45	232.30	
Decrease in trade payables	(109.88)	(121.31)	
Decrease in inventories	25.07	44.49	
Decrease in other current liabilities	(8.34)	(56.53)	
Increase in short term loans & advances	(50.50)	(4.00)	
Decrease in other current assets	6.24	34.25	
<b>Cash generated from Operations</b>	<b>314.34</b>	<b>259.97</b>	
Income tax paid	(8.43)	-	
<b>Net Cash flow from Operating Activities (A)</b>	<b>305.91</b>	<b>259.97</b>	
<b>B. Cash Flow from Investing Activities</b>			
Purchase of tangible assets	34.69	(7.37)	
Sale of tangible assets	-	0.22	
Non Current Investment ( Purchase ) Sold	26.94	(0.05)	
Current Investment ( Purchase ) Sold	(51.14)	-	
Interest Received	25.60	30.32	
Net Gain/Loss on Current Investment	1.14	-	
Cash advances and loans made to other parties	(3.18)	(6.68)	
Other outflows of cash	11.49	(62.23)	
<b>Net Cash used in Investing Activities (B)</b>	<b>45.53</b>	<b>(45.79)</b>	
<b>C. Cash Flow from Financing Activities</b>			
Finance Cost	(41.54)	(67.60)	
Repayment of Short-term Borrowings	(218.92)	(287.18)	
Repayment of Long-term borrowings	(73.55)	(53.38)	
Repayment of Security Deposit	51.50	-	
<b>Net Cash used in Financing Activities (C)</b>	<b>(282.50)</b>	<b>(408.16)</b>	
<b>D. Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>68.94</b>	<b>(193.98)</b>	
E. Cash & Cash Equivalents at Beginning of period	9.00	202.99	
F. Cash & Cash Equivalents at End of period	77.94	9.01	
<b>G. Net Increase/(Decrease) in Cash &amp; Cash Equivalents (F-E)</b>	<b>68.94</b>	<b>(193.98)</b>	
Place: Ahmedabad			
Date: 26/05/2025			
For M. A. Shah & Co. Chartered Accountants Firm Registration No.: 0112630W Digitally signed by Prameshbhai Bhupendaray Doshi Date: 2025.05.26 19:18:50 +05'30'			
Pramesh Doshi, FCA (Partner) Membership No.: 045319			
	For Gujarat Terce Laboratories Limited		
			
	Aalap Prajapati		
	Whole Time Director		
	DIN: 08088327		

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**Independent Auditors' Report**

To the Members of **Gujarat Terce Laboratories Limited**

**Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the financial statements of Gujarat Terce Laboratories Limited (“the Company”), which comprise the balance sheet as on 31<sup>st</sup> March 2025, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2025, its losses and its cash flows for the year ended on that date.

**Basis for Opinion**

We have conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

- In January 2018, the Board of Directors of the company had decided to discontinue the operations of the Metal Division, which had already been suspended by the management for some years. From the financial year ending on 31<sup>st</sup> March 2018, the Metal Division has been classified as Discontinued Operations. At the time of such classification, the recoverable value of items of property, plant and equipment was estimated based on the report of a registered valuer. For the financial year ended on 31<sup>st</sup> March 2025, no financial transactions or impairment losses have been identified for the said division.
- The Income Tax Department had made additions to the income of the company on various grounds for the financial years 2010-11, 2011-12, 2012-13 and 2013-14, against which, the company had preferred appeals before the Commissioner of Income Tax (Appeals) during the respective periods in which the matters were decided. The appeals were disposed of by the Commissioner with a reduction in demands,

which were duly paid by the company against the appeal orders. However, in respect of those matters, the Income Tax Department had preferred further appeals before the Income Tax Appellate Tribunal, Ahmedabad, and the matters were decided by the Hon. Tribunal against the company. The company had filed a Miscellaneous Application for rectification of the said orders which was decided by the Hon. Tribunal against the company. Against the said orders, the company had filed a petition before Hon. Gujarat High court.

During the year under audit, the Income Tax Department launched a dispute resolution scheme, viz. the Direct Tax Vivaad se Vishwas scheme. The company has opted for settlement of pending disputes under this scheme and hence, filed an application in Form 1 as per the scheme. The company is awaiting the certificate in Form 2 from the Income Tax Department. As per the declaration in the said Form 1, the company has provided ₹341.71 lakh as tax item.

#### Information other than the financial statements and auditors' report thereon.

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with in this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015.
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
  - g) With respect to the matters to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The details of pending litigations of the Company have been disclosed in Note 35 to the financial statements. The company has provided for tax liability of disputed matters for the financial years 2010-11, 2011-12, 2012-13 and 2013-14 under the Direct Tax Vivaad se Vishwas scheme.
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“intermediaries”), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“ultimate beneficiaries”) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries;
- (v) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“funding parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (“ultimate beneficiaries”) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries; and
- (vi) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- i) No dividends have been declared or paid during the year by the company.
- j) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

**Place: Anand**

**Date: 26 May 2025**

**UDIN: 25045319BMISXL3104**

**For M. A. Shah & Co.  
Chartered Accountants**

**FRN: 0112630W**

Digitally signed by Prameshbhai  
Bhupendraray Doshi  
Date: 2025.05.26 19:25:04 +05'30'

**Pramesh Doshi, FCA  
(Partner)**

**Membership No.: 045319**



**Annexure 'A'**

**The Annexure referred to in paragraph 1 of Our Report on “Other Legal and Regulatory Requirements”.**

We report that:

- i.
  - a.
    - i. The company has not maintained records showing full particulars, including quantitative details and situation of its property, plant and equipment. However, the required details have been examined to the extent available in the books of accounts and ledgers maintained by the company.
    - ii. The company does not hold any intangible assets that have been recorded in the books of accounts.
  - b. As explained to us, property, plant and equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
  - c. The title deeds of immovable properties are held in the name of the company.
  - d. The company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
  - e. As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii.
  - a. As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.
  - b. During the year, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the company and no material deviations have been observed.

- iii.
- a. During the year the company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity:
    - i. the aggregate amount during the year with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates is Rs. Nil and balance outstanding at the balance sheet date is Nil.
    - ii. the aggregate amount during the year with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates is Rs. Nil and balance outstanding at the balance sheet date is Rs. 215.57 lakh.
  - b. According to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest.
  - c. There is no stipulation of schedule of repayment of principal and payment of interest and therefore we are unable to comment on the regularity of repayment of principal & payment of interest.
  - d. Since the term of arrangement do not stipulate any repayment schedule, we are unable to comment whether the amount is overdue or not.
  - e. No loan or advance in the nature of loan granted, which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
  - f. The company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment:
    - i. No loans or advances of the above nature have been given during the year.
    - ii. Percentage thereof to the total loans granted is 100%.
    - iii. No loans have been granted to promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013.
  - iv. In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with except non-charging of interest on the loans of Rs. 3 lakhs.
  - v. The company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act, 2013.
  - vi. The company has maintained cost records as prescribed under section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2018 for the current financial year.
  - vii.
    - a. According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues, to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there

were no outstanding statutory dues as on 31<sup>st</sup> of March 2025 for a period of more than six months from the date they became payable.

- b. According to the information and explanations given to us, there is no amount payable in respect of income tax, goods and services tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes, except the offer made by the company to pay ₹341.71 lakh under the Direct Tax Vivaad se Vishwas scheme. The dispute shall be completely resolved after getting Form 2 from the Income Tax Department and thereafter, payment by the company of the said amount.

viii. According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix.

- a. In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b. According to the information and explanations given by the management, the company is not declared wilful defaulter by any bank or financial institution or other lender.
- c. In our opinion and according to the information and explanations given by the management, the Company has not obtained any funds by way of term loans during the year, other than the term loans availed of during the preceding year(s).
- d. In our opinion and according to the information and explanations given by the management, no funds raised on short term basis have been utilised for long term purposes.
- e. In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f. In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

x.

- a. The company has not raised any money by way of initial public offer or further public offer (including debt instruments) or by way of term loans during the year.
- b. The company has made preferential allotment of 3,71,000 share warrants during the year, which are redeemable up to 1 January 2026 at ₹37.70 per equity share. The company has received ₹35 lakh against the said warrants. The company has complied duly with the provisions of the Companies Act, 2013.

xi.

- a. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

- b. No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c. According to the information and explanations given to us by the management, no whistleblower complaints had been received by the company.
- xii. The company is not a Nidhi Company. Therefore, clause (xii) of the order is not applicable to the company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- xiv.
- a. According to the information and explanations given by the management, the company has an internal audit system commensurate with the size and nature of its business.
- b. The reports of the Internal Auditors for the period under audit were considered by us.
- xv. The company has not entered into non-cash transactions with directors or persons connected with him.
- xvi.
- a. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- b. In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c. In our opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- d. According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.
- xvii. Based on our examination, the company has not incurred cash losses in the current and previous financial years.
- xviii. There has been no resignation of the statutory auditors during the year.
- xix. On the basis of information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. Based on our examination, the provisions of section 135 are not applicable on the company. Hence this clause is not applicable to the company.

xxi. The company is not required to prepare consolidated financial statements. Hence, this clause is not applicable to the company.

For M. A. Shah & Co.  
Chartered Accountants  
FRN: 0112630W

  
Pramesh Doshi, FCA  
(Partner)



Place: Anand

Date: 26 May 2025

UDIN: 25045319BMISXL3104

Membership No.: 045319

A large, light blue stylized logo consisting of the letters "CA" with a green and orange arrow pointing upwards and to the right. Below it, the word "INDIA" is written in large, light blue capital letters. At the bottom, the text "M. A. Shah & Co. Chartered Accountants" is written in a smaller, light blue font.

INDIA  
M. A. Shah & Co.  
Chartered Accountants

**Annexure 'B'**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Gujarat Terce Laboratories Limited** (“the Company”) as of 31<sup>st</sup> March 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

## Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company,
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.


## Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M. A. Shah & Co.**  
**Chartered Accountants**  
**FRN: 0112630W**

  
**Pramesh Doshi, FCA**  
**(Partner)**

**Membership No.: 045319**



**Place: Anand**

**Date: 26 May 2025**

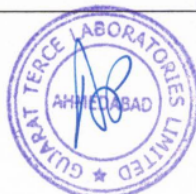
**UDIN: 25045319BMISXL3104**

## Annexure B

Information as required under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024:

(1) Re-Appointment of M/s D.V. Shah, (Membership No.034294 ), Chartered Accountants (FRN No. 109551W ), as Internal Auditor

Sr. No.	Particulars	Description
1	Reason for Re-appointment	Re-Appointed as Internal Auditor to comply with the provisions of the Companies Act, 2013 and the requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	Date of Re-appointment	26/05/2025
3	Brief Profile (in case of appointment)	Firm has carried out Internal Audits of various organizations in private and public sector out of which some of the major organizations are listed below: Gujarat Mineral Development corporation Ltd. Uttar Gujarat Vij Company Ltd. GIMATEX Industries Pvt. Ltd. Gujarat Export Corporation Ltd. Gujarat State Handloom Development Corporation Ltd
4	Disclosure of relationships between directors (in case of appointment of director)	NA
5	Information required pursuant to BSE	NA



Circular no. LIST/COMP/14/2018-19 and the NSE Circular no. NSE/CML/2018/24, both dated 20 June 2018	
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(2) Recommendation of Re-Appointment of M/s. M.A. Shah & Co., Chartered Accountants, (FRN:112630W) as Statutory Auditors of the Company

Sr. No.	Particulars	Description
1	Reason for Re-appointment	Re-Appointed as Statutory Auditors to comply with the provisions of Section 139(1) of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 and the requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	Date of Re-appointment	26/05/2025 (Term of 5 years subject to approval of Members)
3	Brief Profile (in case of appointment)	M. A. Shah & Co., Chartered Accountants has Knowledge and Experience in the arenas of Auditing & Assurance Services, Taxation & Allied Laws, Financial & Legal Consultancy, FEMA, and Corporate Laws. We believe in upholding the highest standards of professional ethics with an undying commitment to all-round quality, integrity, and client satisfaction.



4	Disclosure of relationships between directors (in case of appointment of director)	NA
5	Information required pursuant to BSE Circular no. LIST/COMP/14/2018-19 and the NSE Circular no. NSE/CML/2018/24, both dated 20 June 2018	NA

(3) Appointment of M/s. Pinakin shah & Co., Practicing Company Secretaries, (FRN:S2010GJ134100) as secretarial auditor of the company

Sr. No.	Particulars	Description
1	Reason for Appointment	Appointed as Secretarial Auditors to comply with the provisions of section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	Date of Appointment	26/05/2025 (Term of 5 years)
3	Brief Profile (in case of appointment)	M/s. Pinakin Shah & Co. is identified as a company secretary firm and also as an insolvency professional. M/s. Pinakin Shah & Co. providing services in the areas of Secretarial Compliance, Legal Consultancy, Valuation,



		Insolvency.
4	Disclosure of relationships between directors (in case of appointment of director)	NA
5	Information required pursuant to BSE Circular no. LIST/COMP/14/2018-19 and the NSE Circular no. NSE/CML/2018/24, both dated 20 June 2018	NA

(4) Appointment of Ms.AvaniVishnubhai Patel (DIN : 07774901) as additional director of the company w.e.f 26/05/2025

Sr. No.	Particulars	Description
1	Reason for Appointment	Appointment of Ms.AvaniVishnubhai Patel (DIN : 07774901) as additional director of the company w.e.f 26/05/2025 due to cessation of Mr.Navinchandra Patel on 19/05/2025.
2	Date of Appointment	26/05/2025
3	Brief Profile (in case of appointment)	Ms.Avani Patel is a Practicing Company Secretary having more than 12 years of experience, Trademark Agent, and Registered Valuer with specialization in Company Law, IPR Law, and Valuation of Securities and Financial Assets.
4	Disclosure of relationships between	NA



	directors (in case of appointment of director)	
5	Information required pursuant to BSE Circular no. LIST/COMP/14/2018-19 and the NSE Circular no. NSE/CML/2018/24, both dated 20 June 2018	NA





## GUJARAT TERCE LABORATORIES LIMITED

Date: 26/05/2025

To  
BombayStock Exchange Limited  
PhirozeJeejeebhoy Towers  
Dalal Street  
Mumbai-400 001

Scrip Code: 524314

DearSir,

**Sub: Declaration pursuant to Regulation 33(3) (d) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016 and SEBI Circular No.CIR/CFO/CMD/56/2016**

In compliance to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016 and SEBI Circular No. CIR/CFD/CMD/56/2016 dated May 27,2016, We hereby declare that M.A. SHAH& Co., Chartered Accountants (FRN: 112630W), Statutory Auditor ofthe Company, have issued an Audit Report with unmodified opinion on Audited Financial Results of the Company forquarter and year ended March 31, 2025.

Kindly take this declaration on your records.

Thanking you,

Yours faithfully,

For, GujaratTerce Laboratories Limited

Mr.AalapPrajapati

Managing Director& CEO

(DIN: 08088327)

