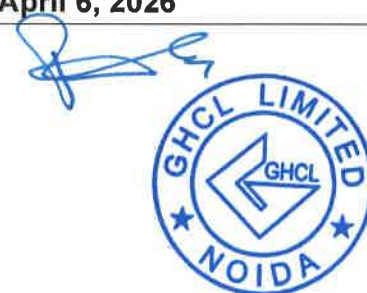




**GHCL Limited**

**Communication Framework between Those Charged with Governance (TCWG) and  
Statutory Auditors**

<b>Recommended by</b>	<b>Audit &amp; Compliance Committee</b>
<b>Date of Recommendation</b>	<b>March 07, 2026</b>
<b>Approved by</b>	<b>Board of Directors</b>
<b>Date of Approval</b>	<b>April 6, 2026</b>



## Communication Framework between Those Charged with Governance ('TCWG') and Statutory Auditors

### 1. Objective, Purpose & Scope

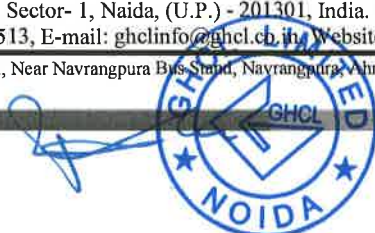
The objective of this framework document is to strengthen governance, enhance audit quality, ensure transparency, provide timely oversight of financial reporting and enable effective discharge of responsibilities by TCWG and Auditors.

This framework is intended to establish a robust, documented, two-way communication process between the Statutory Auditors and TCWG throughout the audit, which also complies with the Companies Act, 2013, NFRA circular dated 07 Jan 2026, Standards on Auditing (SA 260 Revised, SA 265 and other relevant SAs) and other applicable laws.

This Framework applies to the TCWG and Statutory Auditors and covers all communications relating to audit planning, execution, findings, internal controls, significant accounting judgments, fraud risks, compliance matters and auditor independence and any other matter having impact on audit strategy or conclusion.

### 2. Definitions

- 2.1. **"Applicable Laws"** include (a) the Companies Act, 2013 and rules made thereunder, as amended from time to time; (b) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; (c) Standards on Auditing (SAs); and (d) any other laws, regulations, notifications or instructions including circulars and guidance issued by the SEBI and any other regulatory authorities, from time to time relating to accounting, audit and communication between TCWG and Statutory Auditors as may be applicable to the Company.
- 2.2. **"Audit Engagement Team"** is the team led by the Audit Engagement Partner (AEP) responsible for the statutory audit of the Consolidated Financial Statements and Standalone Financial Statements of the Company.
- 2.3. **"Company"** means **GHCL Limited**, a Company incorporated under the Companies Act 1956 having CIN - **L24100GJ1983PLC006513**.
- 2.4. **"Nodal Persons of the Board"** shall mean the (i) Chairman of the Audit & Compliance Committee; and Chief Financial Officer (CFO) who is a member of the Board.
- 2.5. **"Nodal Persons of the Audit Engagement Team (AET)"** shall mean the (i) Audit Engagement Partner or (ii) such other nominated partner as may be communicated by the Statutory Auditors to TCWG.
- 2.6. **"TCWG"** are the individuals entrusted with governance and oversight responsibility including overseeing the strategic direction of an entity and obligations related to the accountability of an entity. The Board of Directors meets the definition of TCWG as per



Standards on Auditing. In order to have effective and efficient communication between the TCWG and the Statutory Auditors, the Board may determine TCWG from time to time. Currently, the Board has considered the Audit & Compliance Committee of the Board of Directors as TCWG for the Company:

Words and expressions not defined in this framework shall have the same meaning as contained in the Applicable Laws.

### 3. Communication process

#### 3.1. Meetings:

- Nodal Persons of the Board shall meet with Nodal Persons of the Statutory Auditors at least once in every quarter separately other than at meetings of the Board of Directors or the Audit & Compliance Committee.
- Statutory Auditors shall meet with TCWG at least once in every quarter. For the avoidance of doubt, quarterly Audit & Compliance Committee meetings attended by TCWG shall be considered meetings with TCWG for the purpose of this framework.
- Additional meetings may be convened as required for urgent matters on a need basis.

#### 3.2. Mode:

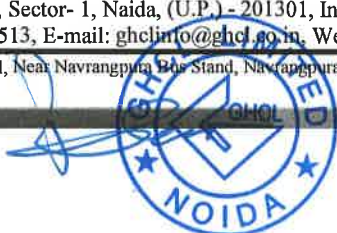
These meetings shall be held either in person or virtually and minutes of each of these meetings should be compiled and agreed with the statutory auditor.

#### 3.3. Communication:

- (a) **Communication by the Statutory Auditors:** The Statutory Auditors shall, at a minimum, communicate to TCWG three times a year
- i. Before commencement of the audit along with the Audit Plan;
  - ii. After completion of test of controls and before conclusion of substantive testing;
  - iii. At the completion of the audit.

The Statutory Auditors are expected to draw the attention of TCWG to significant findings, observations or concerns actual or potential frauds, if any, significant deficiencies or material weakness in the internal controls or differences of views/opinions with those of the Management in respect of any significant accounting estimates, on a timely basis in case they consider any of the matters to be material requiring immediate attention of TCWG.

The Statutory Auditors shall also be responsible for work performed by the component auditors and shall communicate with TCWG all significant matters brought to their attention by the component auditors.



**(b) Communication to the Statutory Auditors:** The Statutory Auditors shall be provided with all information and explanations sought by them which shall include access to and information about the agenda and minutes of meetings of the Board of Directors, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and such other Committee as they consider necessary for the purposes of their audit.

The Statutory Auditors shall also be provided with information and access to Internal Audit Reports, Whistle Blower and Ethics cases.

A formal written communication shall be sent on behalf of TCWG to the Statutory Auditors in respect of the above matters.

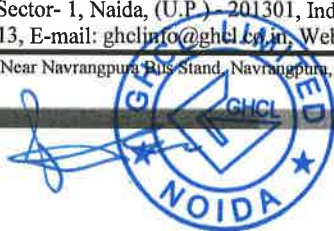
As the Minutes of the most recent meetings are confirmed only at a subsequent date, at the end of each quarterly meeting where the financial results have been approved and before the issue of the Audit/Review Report, a written confirmation shall be provided to the Statutory Auditor detailing the decisions taken at the Audit & Compliance Committee and Board Meeting which have implications on the financial statements/results including the fact of approval of the financial statements/results by TCWG.

#### **3.4. Documentation:**

All communication between the Statutory Auditors (including Nodal Persons of the AET) and the Nodal Persons of the TCWG shall be appropriately documented through emails, presentations or minutes. Minutes of Audit & Compliance Committee meetings attended by TCWG shall also be deemed appropriate documentation for the purposes of this framework.

#### **4. Roles and responsibilities**

- **TCWG:** To ensure timely, substantive engagement; record concerns and actions; uphold governance obligations. Review Statutory Auditor independence, process effectiveness, related parties, internal controls, risk management; and convene required meetings.
- **Statutory Auditors:** Comply with auditing standards; maintain independence, professional skepticism; and communicate significant matters, deficiencies, and independence safeguards.
- **Management:** Provide complete and timely information; implement corrective actions; and support documentation and meeting logistics.



**5. Matters to be communicated by Statutory Auditors to TCWG**

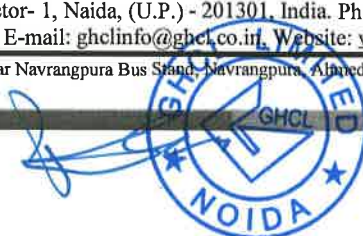
- i. The identity and role of the Audit Engagement Partner and Nodal Persons of the Audit Engagement Team.
- ii. Auditor's compliance with Independence and Code of Ethics regarding all the relationships and other matters such as business relationships, non-audit services, if any, between the Firm, Network Firms and the Auditee Company and other specified entities that may have an impact on independence; and safeguards applied to eliminate or reduce threats to independence.
- iii. Audit strategy and audit planning include:
  - a. Overview of planned scope, timing of audit, and limitations on the scope;
  - b. Quantification of materiality and its effect on nature and extent of audit work;
  - c. Auditors assessment of risk of material misstatement, internal control environment in particular to prevent frauds and non-compliance with critical laws and regulations;
  - d. Areas of significant accounting policy judgment and management estimations;
  - e. Areas requiring involvement of experts, either by the management or the Statutory Auditors;
  - f. Accounting or other areas of concerns requiring special attention by the Statutory Auditors.
- iv. Nature and extent of the planned use of the work of the internal audit function.
- v. An overview of the work to be performed at the group level and the nature of the group. Statutory Auditor's planned involvement in the work to be performed by other component auditors; concerns, if any, about the quality of that component auditor's work and its redressal.
- vi. Status of audit work and significant findings during the audit period:
  - a. Significant difficulties during the audit, like unavailability of expected information etc;
  - b. Significant unusual transactions;
  - c. Significant transactions or events where the management encountered difficulties in identifying the appropriate accounting policies or standards, and the Statutory Auditor's view on the appropriateness of the policies applied by the management;
  - d. Significant and material weaknesses in internal financial controls and non-qualification of the Statutory Auditor's specific report on adequacy and operating effectiveness of internal financial controls;
  - e. Discussions with management on accounting estimates that involve significant management judgments or use of significant assumptions and forecasts such as valuation and impairment testing of unlisted shares/properties, going concern assessments, expected credit loss allowance estimates, etc;
  - f. Matters arising out of the audit resolved with the management
  - g. Significant observations/matters arising during the audit in connection with the entity's related parties
  - h. Matters involving non-compliance with laws and regulations;



- i. Uncorrected misstatements and the effect that they may have on the opinion in the Statutory Auditor's report;
  - j. Identified or suspected fraud involving group management, component management, employees who have significant roles in the group's system of internal control or others;
  - k. Events or conditions that may impact the Company's ability to continue as a going concern, any material uncertainties, the adequacy of related disclosures, and implications on the Statutory Auditor's report.
- vii. Findings that may affect the standalone financial statements of the components which may need communication to component management. Instances leading to an expected modified opinion and the wording of the planned modification.
  - viii. The auditor shall communicate with TCWG those matters the auditor has determined to be the key audit matters
  - ix. Inclusion of an emphasis of matter in the Statutory Auditor's report and the wording of such paragraph.
  - x. Acts discovered after the date of the Statutory Auditor's report or after the date financial statements are issued.
  - xi. Any other information that in the Statutory Auditors' judgement is necessary to be communicated to TCWG.

#### 6. Matters to be communicated by TCWG to Statutory Auditors

- i. Significant strategic, operational, financial, or structural decisions made by TCWG that may impact the financial statements or audit.
- ii. Known or suspected instances of fraud, misconduct, or irregularities involving management, employees, or third parties.
- iii. Matters relating to non-compliance with laws or regulations, investigations, regulatory inquiries, and legal exposures known to TCWG.
- iv. Significant changes in business operations, accounting policies, internal controls, or IT systems that could affect audit relevance or evidence availability.
- v. Material transactions or events requiring TCWG approval (e.g., acquisitions, disposals, restructurings, related party dealings).
- vi. The basis of TCWG's assessment of going concern, including key assumptions, uncertainties, and mitigating plans.
- vii. Concerns regarding the quality, performance, or independence of management and any steps taken by TCWG to address them.
- viii. Internal audit reports and findings that TCWG believes are relevant to the audit.
- ix. Management's views on significant estimates, judgments, and accounting treatments, along with TCWG's oversight of these matters.
- x. Restrictions or limitations imposed on the audit, whether intentional or due to operational constraints, brought to the attention of TCWG.
- xi. Information on litigation, claims, contingencies, or disputes that may materially affect the financial statements.



- xii. Any events occurring after the reporting date that TCWG is aware of and that may require adjustment or disclosure.
- xiii. Communication of expectations from the audit, including reporting requirements, timelines, and any specific areas where TCWG seeks enhanced auditor focus.
- xiv. Updates on whistleblower complaints, ethics hotline matters, or other governance concerns relevant to the audit.
- xv. Any other information that, in TCWG's judgment, is necessary for the Statutory Auditors to be aware of for an effective and informed audit.

#### **7. Escalation Mechanism**

Any significant matters having impact on reporting, fraud, serious control failures, regulatory breaches, audit delays and any difficulties in getting information for audit shall be immediately escalated to the TCWG by Nodal person(s) from AET and to the Board by Nodal Person(s) of TCWG.

#### **8. Key Standards on Auditing requiring communication on specific matters**

- **SQC 1 – Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements**  
Establishes requirements for a firm's system of quality control, including leadership responsibilities, ethical requirements, acceptance and continuance of client relationships, human resources, engagement performance, and monitoring.
- **SA 260 (R)– Communication with TCWG**  
Requires auditors to communicate the audit scope, timing, significant findings, independence, and the responsibilities of auditors and TCWG.
- **SA 299 (R)– Responsibility of Joint Auditors**  
Prescribes the respective responsibilities of joint auditors in planning, performing, and reporting on an audit, including division of work, sharing of information, and coordination to ensure overall audit quality.
- **SA 510 – Initial Audit Engagements—Opening Balances**  
Requires communication of misstatements in opening balances that materially affect the current period.
- **SA 610 (R) - Using the Work of Internal Auditors**  
Communicate how the internal audit function's work will be used and the extent of planned reliance during the audit.



- **SA 600 – Using the Work of Another Auditor**  
Requires communication of the group auditor's planned involvement with component auditors, significant component risks, and matters arising from component audits.
- **SA 505 – External Confirmations**  
Provides guidance on the use of external confirmation procedures as audit evidence, including the design, performance, and evaluation of confirmation requests and responses.
- **SA 265 – Communicating Deficiencies in Internal Control to TCWG**  
Mandates communication of significant deficiencies and material weaknesses in internal control identified during the audit.
- **SA 240 – The Auditor's Responsibilities Relating to Fraud in an Audit of Financial Statements**  
Requires communication of identified or suspected fraud, including fraud involving management, employees with key roles, or having material impact on the financial statements.
- **SA 250 – Consideration of Laws and Regulations in an Audit of Financial Statements**  
Requires communication of identified or suspected non-compliance that is material to the financial statements or significant to the auditor's responsibilities.
- **SA 450 – Evaluation of Misstatements Identified during the Audit**  
Requires communication of uncorrected misstatements, their impact, and management's reasons for not correcting them.
- **SA 570 (R)– Going Concern**  
Requires communication of events or conditions that may cast significant doubt, any material uncertainties, and the impact on the auditor's report.
- **SA 550 – Related Parties**  
Requires auditors to communicate significant related-party matters, including undisclosed or improperly approved related-party transactions.
- **SA 580 – Written Representations**  
Requires auditors to obtain written representations from management and, where appropriate, TCWG to confirm certain matters relevant to the audit and to support other audit evidence.
- **SA 701 – Communicating Key Audit Matters in the Independent Auditor's Report**  
Requires auditors of listed entities to determine and communicate Key Audit Matters (KAMs) in the auditor's report, highlighting matters of most significance in the audit.



- **SA 710 – Comparative Information—Corresponding Figures and Comparative Financial Statements**

Provides guidance on auditors' responsibilities when comparative information is presented, including consistency, audit procedures, and reporting considerations.

- **SA 700 (R)/705(R)/706 (R)– Auditor's Report (Opinion, Modifications, Emphasis of Matter)**

Requires communication of the circumstances leading to a modified opinion, inclusion of emphasis or other matter paragraphs, and draft wording, where relevant.

- **SA 720 (R)– The Auditor's Responsibilities Relating to Other Information**

Deals with the auditor's responsibility to read and consider other information included in financial reports to identify material inconsistencies with the audited financial statements or auditor's knowledge.

- **SA 560 – Subsequent Events**

Requires communication when subsequent facts arise that may require changes to the financial statements or affect the auditor's report.

#### 9. Review and amendment

- This Framework shall be reviewed and reaffirmed by the TCWG annually or as the need arises.
- Based on the recommendations of the TCWG, the Board may review or amend this Framework at any time and lay down further rules or procedures to strengthen communication between TCWG and Statutory Auditors.

For GHCL Limited

A circular blue seal for GHCL Limited, Noida. The seal contains the text 'GHCL LIMITED' at the top, 'GHCL' in the center, and 'NOIDA' at the bottom, flanked by two stars. A stylized 'G' and 'H' logo is also present in the center.

**Ravi Shanker Jalan**  
Managing Director