

GTT Data Solutions Limited

(Formally known as Cinerad Communications Ltd.)

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GTT Data Solutions Limited

(Formerly Known as Cinerad Communications Limited)

POLICY ON COMMUNICATION BETWEEN STATUTORY AUDITORS AND THOSE CHARGED WITH GOVERNANCE (TCWG)

Pursuant to NFRA Circular No. NF-25013/3/2025-NFRA

dated 07 January 2026

on 'Effective Communication Between Statutory Auditors
and Those Charged with Governance (TCWG), Including Audit Committees'

1. PURPOSE

This Policy is issued pursuant to NFRA Circular No. NF-25013/3/2025-NFRA dated 07 January 2026 on 'Effective Communication Between Statutory Auditors and Those Charged with Governance (TCWG), Including Audit Committees'.

This Policy establishes a structured, formal framework for two-way communication between the Statutory Auditors of GTT Data Solutions Limited ('the Company') and Those Charged with Governance (TCWG) of the Company. The objectives of this Policy are to:

- Ensure timely, transparent, and structured two-way communication between the Statutory Auditor and TCWG throughout the audit lifecycle;
- Define the composition, roles, and responsibilities of TCWG for the purposes of audit communication;
- Designate Nodal Persons to facilitate the flow of communications between the Auditor and TCWG;
- Set out the minimum meeting calendar, trigger-based communication obligations, and documentation standards;
- Comply with the requirements of SA 260 (Revised), SA 265, and the NFRA Circular dated 07.01.2026;
- Promote audit quality, corporate governance, and shared accountability for financial reporting integrity.

2. SCOPE AND APPLICABILITY

This Policy applies to all statutory audits of GTT Data Solutions Limited and shall be followed by:

- The Statutory Auditor(s) appointed under Section 139 of the Companies Act, 2013;
- The TCWG of the Company
- The Nodal Person(s) designated under Section 8 of this Policy;
- The CFO, Company Secretary, and Management of the Company, to the extent they play a supporting role in facilitating communication.

3. REGULATORY FRAMEWORK

This Policy is governed by the following statutes, standards, and regulations:

S.No.	Instrument	Relevant Provisions
1.	NFRA Circular NF-25013/3/2025-NFRA dated 07.01.2026	Effective Communication Between Statutory Auditors and TCWG — Two-Way Communication Framework.
2.	SA 260 (Revised) – Communication with Those Charged with Governance	Obligations of Statutory Auditor to communicate with TCWG; matters to be communicated at various stages of audit.
3.	SA 265 – Communicating Deficiencies in Internal Control	Written communication of significant deficiencies and material weaknesses in IFC to TCWG and Management.
4.	Companies Act, 2013 – Sections 132, 139, 177	NFRA jurisdiction; Auditor appointment; Audit Committee constitution and functions.
5.	SEBI (LODR) Regulations, 2015 – Regulation 18	Audit Committee composition and responsibilities for listed entities.
6.	SA 200 – Overall Objectives of the Independent Auditor	Ethical requirements, professional scepticism, and communication obligations of the Auditor.

4. DEFINITIONS

In this Policy, unless the context otherwise requires:

Term	Definition
TCWG	Those Charged with Governance –are the board members as defined in point 5.2 of this policy
SA 260 (Revised)	Standard on Auditing 260 (Revised) – Communication with Those Charged with Governance, notified by NFRA.
SA 265	Standard on Auditing 265 – Communicating Deficiencies in Internal Control to Those Charged with Governance and Management.
Statutory Auditor	The auditor appointed under Section 139 of the Companies Act, 2013 to audit the financial statements of the Company.
Nodal Person	A designated representative of TCWG or Management responsible for receiving, transmitting, and logging formal communications between the Statutory Auditor and TCWG.
TCWG Communication Initiation Note	A formal written note prepared by the Company at the commencement of each statutory audit, conveying TCWG composition, Nodal Person details, and relevant background information to the Statutory Auditor.
Two-Way Communication	The structured exchange of audit-relevant information between the Statutory Auditor and TCWG in both directions, as required by SA 260 (Revised) and the NFRA Circular dated 07.01.2026.
Significant Deficiency	A deficiency in internal control that is of sufficient importance to merit the attention of TCWG, as communicated under SA 265.
Material Weakness	A deficiency, or combination of deficiencies, in IFC such that there is a reasonable possibility of a material misstatement in the financial statements.
Trigger Situation	A circumstance that necessitates immediate, unscheduled written communication from the Statutory Auditor to TCWG, as set out in Section 9 of this Policy.
IFC	Internal Financial Controls over financial reporting as required under Sections 134(5)(e) and 143(3)(i) of the Companies Act, 2013.
NFRA	National Financial Reporting Authority, constituted under Section 132 of the Companies Act, 2013.

5. DETERMINATION AND COMPOSITION OF TCWG

5.1 Determination

As per SA 260 (Revised) para 10(a), TCWG refers to the person(s) or organisation(s) with responsibility for overseeing the strategic direction of the entity and accountability for financial reporting. The determination of who constitutes TCWG is critical to ensuring that audit communications reach the appropriate level of governance.

For the purposes of this Policy and in compliance with the NFRA Circular dated 07.01.2026, TCWG of GTT Data Solutions Limited has been determined as follows:

- TCWG for all matters relating to financial reporting, audit, and internal controls TCWG are the board members mentioned in point 5.2 of this policy;
- Where a matter pertains to or requires the attention of the full Board (including matters not delegated to the Audit Committee), the Board of Directors as a whole shall constitute TCWG for those specific matters;

- The TCWG determination shall be reviewed by the Board at least annually or upon any change in the composition of the Board or Audit Committee;
- The determination and any change thereto shall be formally documented and recorded in the minutes of the Board or Audit Committee meeting;
- Any change in TCWG composition shall be communicated to the Statutory Auditor in writing within 15 days of such change.

5.2 Composition of the TCWG Committee

The Managing Director (MD) / Chief Executive Officer (CEO) of the Company is hereby authorised and empowered to nominate, constitute, and reconstitute the TCWG Committee from time to time, by selecting members from the Audit Committee / Board of Directors, and to designate one such member as the Chairperson of the TCWG. Any change in the composition of the TCWG Committee effected by the MD shall be communicated in writing to the Statutory Auditor within 15 days of such change. No amendment to this Policy shall be required solely on account of a change in the persons comprising the TCWG Committee.

6. Guiding Principles of TCWG Communication

All communications between the Statutory Auditor and TCWG shall be governed by the following principles:

- **Timeliness:** Communication shall occur at appropriate points during the audit so that TCWG can take prompt action where necessary;
- **Completeness:** All matters required under SA 260 (Revised), SA 265, and the NFRA Circular shall be covered;
- **Two-Way Flow:** Communication shall be a two-way process; TCWG shall also proactively communicate relevant matters to the Auditor;
- **Written Primacy:** All significant communications (including TCWG Initiation Notes, audit findings, deficiency reports, and TCWG responses) shall be in writing;
- **Confidentiality:** All communications shall be treated with appropriate confidentiality, except where disclosure is required by law;
- **Transparency:** The Auditor shall not withhold significant matters from TCWG; TCWG shall not withhold relevant information from the Auditor;
- **Accountability:** Responsibilities of both the Auditor and TCWG under this Framework shall be fulfilled with due diligence.

6A. Communication from Statutory Auditor to TCWG

The Statutory Auditor shall communicate the following matters to TCWG in accordance with SA 260 (Revised):

(a) At Commencement of Audit:

- The planned scope and timing of the audit, including any significant risks identified;
- Significant areas of focus during the audit, including complex accounting estimates, unusual transactions, and related party transactions;
- Planned approach to the audit, including any reliance on the work of internal auditors;
- Confirmation of auditor independence and disclosure of all relationships that may bear on independence;
- Any concerns about the integrity or competence of management.

(b) During the Audit:

- Significant difficulties encountered in performing the audit (e.g., unavailability of information, unreasonable time pressures);
- Material misstatements identified (whether corrected or uncorrected);
- Significant matters requiring the exercise of judgement;

- Circumstances that affect the form and content of the auditor’s report;
- Any proposed modification to the auditor’s opinion.

(c) After Completion of Audit (Pre-finalisation):

- Auditor’s views on significant qualitative aspects of accounting practices, including accounting policies, accounting estimates, and disclosures;
- Significant uncorrected misstatements and their potential effect on the auditor’s report;
- Significant deficiencies and material weaknesses in IFC as required under SA 265;
- Any other matters that in the auditor’s professional judgement are significant for oversight of financial reporting.

6B. Communication from TCWG to Statutory Auditor

TCWG shall proactively communicate the following to the Statutory Auditor:

- Identity of TCWG members, Nodal Persons, and any changes thereto;
- Significant matters affecting the Company’s financial reporting or internal controls that have come to the attention of TCWG;
- Material pending litigations, contingent liabilities, or regulatory proceedings;
- Any significant transactions, events, or decisions taken by the Board / Audit Committee since the last TCWG communication;
- Any fraud or suspected fraud involving management or employees with significant roles in the financial reporting process;
- Known instances of non-compliance with laws and regulations that may have a material effect on the financial statements;
- The Board’s / Audit Committee’s views and responses to audit findings, significant deficiencies, and material weaknesses communicated by the Auditor;
- TCWG’s assessment of the effectiveness of the audit process.

NFRA Circular Requirement: TCWG is responsible not merely for receiving communications from the Auditor but for actively participating in the two-way communication process. Passive reception without engagement or written response is a compliance failure.

6C. Minimum Meeting Calendar for TCWG–Auditor Communication

In compliance with the NFRA Circular dated 07.01.2026, a minimum of two structured formal meetings shall be held between the Statutory Auditor and TCWG in every financial year:

Meeting	Timing	Key Agenda Matters	Outcome / Documentation
Meeting 1 (Pre-Audit)	Before commencement of audit fieldwork, i.e., before the Auditor begins substantive procedures	1. TCWG composition and Nodal Person identification 2. Audit scope, strategy, and materiality 3. Significant risk areas and complex estimates 4. Auditor independence confirmation 5. Issuance of TCWG Communication Initiation Note 6. TCWG’s key concerns for the current year	Signed Minutes of Meeting; TCWG Communication Initiation Note issued by Company; Written Audit Plan submitted by Auditor
Meeting 2 (Pre-Approval)	Before the financial statements are approved by the Board (typically after completion of audit but before	1. Significant audit findings and management responses 2. Uncorrected misstatements 3. Significant deficiencies / material weaknesses in IFC (SA 265) 4. Key judgements and critical accounting estimates 5. Modifications to audit opinion,	Signed Minutes of Meeting; Written response of TCWG to audit findings; Final management representation letter

	Board approval meeting)	if any 6. TCWG’s written response to audit findings	
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Note: Additional meetings may be held as and when necessitated by trigger situations (see Section 11A.10). All meetings shall be attended by the Engagement Partner or a Senior Audit Manager duly authorised, and by at least one member of TCWG (including the Chairperson or a designated Member).

6D. Nodal Person – Designation and Role

In accordance with the NFRA Circular dated 07.01.2026, the Company shall designate a Nodal Person to facilitate communication between the Statutory Auditor and TCWG. The Nodal Person shall:

- Receive all formal communications from the Statutory Auditor and promptly forward them to TCWG;
- Forward TCWG’s written responses and communications to the Statutory Auditor;
- Coordinate the scheduling, agenda preparation, and documentation of TCWG–Auditor meetings;
- Maintain a Communication Log recording all formal communications exchanged;
- Not filter, suppress, or delay communications between the Auditor and TCWG.

Nodal Person Designation for GTT Data Solutions Limited:

Role	Designation
Primary Nodal Person (on behalf of TCWG)	Chief Financial Officer (CFO)

Per NFRA Circular: The Nodal Person acts as a channel, not a gatekeeper. The Statutory Auditor retains the right to communicate directly with TCWG at any time, including bypassing the Nodal Person where circumstances warrant direct communication (e.g., concerns about management integrity).

6E. Trigger Situations Requiring Immediate Communication

The following circumstances shall trigger immediate written communication from the Statutory Auditor to TCWG, irrespective of the scheduled meeting calendar:

- Discovery of potential fraud or suspected fraud involving management or employees in significant financial reporting roles;
- Detection of a significant deficiency or material weakness in IFC that was not previously disclosed;
- Discovery of material misstatements (corrected or uncorrected) that may affect the auditor’s opinion;
- Receipt of information suggesting that prior financial statements may need restatement;
- Identification of material non-compliance with laws and regulations;
- Situations where the auditor considers modifying the audit report (qualified opinion, emphasis of matter, adverse opinion, or disclaimer);
- Any event that, in the professional judgement of the Auditor, requires the urgent attention of TCWG;
- Material differences in management’s responses to audit queries that the Auditor believes require TCWG’s awareness.

Upon receipt of any such communication, TCWG shall convene a special meeting within 7 business days and provide a written response to the Auditor within 15 business days.

6F. Key Mandatory Agenda Matters for TCWG Communication

The following matters shall invariably form part of the agenda for TCWG–Auditor structured meetings:

1. Audit Planning (Meeting 1)

- Identification of TCWG and Nodal Persons;
- Overall audit strategy and planning materiality;
- Significant risks identified and planned audit responses;
- Expected modifications to standard audit approach;
- Use of experts, component auditors, or internal auditors;
- Auditor’s independence declaration and any threats / safeguards identified.

2. Audit Progress and Findings (Meeting 2)

- Summary of key audit findings, including identified and corrected misstatements;
- Uncorrected misstatements and their impact, if any, on the audit opinion;
- Significant deficiencies and material weaknesses in IFC per SA 265;
- Management’s responses to audit findings and TCWG’s assessment;
- Status of matters reported in prior year and current remediation status;
- Going concern assessment.

3. Ethics, Independence, and Quality

- Auditor’s annual independence confirmation;
- Any non-audit services rendered or proposed, and TCWG approval thereof;
- Engagement quality review status (where applicable);
- Compliance with NFRA requirements, including NFRA-2 filing.

7. TCWG Communication Initiation Note

At the commencement of each statutory audit, the Company (through the CFO / Company Secretary) shall prepare and issue a TCWG Communication Initiation Note to the Statutory Auditor. This note shall contain the following information:

- Full details of TCWG composition including names, designations, and roles;
- Contact details and designation of the Nodal Person(s);
- Preferred communication channels and schedule for TCWG–Auditor meetings;
- Any significant changes in the business, operations, or financial reporting environment since the last audit;
- Status of open audit observations from the prior year and remediation actions taken;
- Areas of specific TCWG concern or focus for the current audit year;
- Any pending regulatory inquiries, litigations, or significant transactions that the TCWG believes the Auditor should be aware of;
- Names and designations of key management personnel responsible for financial reporting.

Note: The TCWG Communication Initiation Note shall be approved by the Chairperson of TCWG / Audit Committee and signed by the CFO. A copy shall be retained in the Company’s records for a minimum of 10 years.

8. Responsibilities and Accountability

Non-compliance with this TCWG Communication Framework shall be treated as a compliance failure. The following accountability framework shall apply:

Party	Obligation	Consequence of Failure
Statutory Auditor	Initiate and maintain two-way communication; send written communications as required by SAs and the Circular	Violation of SA 260 / SA 265; reportable to NFRA; potential quality review finding
TCWG (Audit Committee / Board)	Participate actively; provide written responses; attend scheduled meetings; issue TCWG Initiation Note	Violation of corporate governance norms; adverse Audit Committee performance assessment; reportable to NFRA
CFO (Nodal Person)	Facilitate communication; maintain Communication Log; ensure TCWG Initiation Note is issued timely	Internal disciplinary action; reported to Audit Committee
Company Secretary	Document all communications; maintain records; coordinate meeting logistics	Internal disciplinary action

9. Review and Monitoring

- The Audit Committee shall review the functioning of the TCWG Communication Framework;
- The CFO shall prepare a TCWG Communication Compliance Report for each financial year, which shall be placed before the Audit Committee;
- The Statutory Auditor shall confirm compliance with SA 260, SA 265, and the NFRA Circular as part of the audit completion memorandum;
- Any breakdown in communication or non-compliance shall be immediately reported to the Chairperson of the Audit Committee;
- The effectiveness of this Framework shall be considered during the annual performance evaluation of the Statutory Auditor by the Audit Committee.