XXXX & XX
Chartered Accountants · Firm's Registration No. XXXXXXX
XXXX XXXXXXX, XXXXXX - XXXXXX

Ref.: XXXX/XX/XXXX-XX · Date: XX.XX.XXXX

To,
The Board of Directors
XXXX XXXXXXX Private Limited
XXXX XXXXXXX, XXXXXX - XXXXXX

Subject: Terms of engagement for the statutory audit of the financial statements for the year ending XX XXXXX XXXX

Dear Sirs / Madam,

We refer to our appointment as statutory auditors of the Company at the annual general meeting held on XX.XX.XXXX. We are pleased to confirm our acceptance and our understanding of this audit engagement by means of this letter.

1. Objective and scope of the audit
You have requested that we audit the financial statements of XXXX XXXXXXX Private Limited, which comprise the Balance Sheet as at XX XXXXX XXXX, the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies. The objective of our audit is 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.

2. Our responsibilities
We will conduct our audit in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance. Because of the inherent limitations of an audit, together with the inherent limitations of internal control, there is an unavoidable risk that some material misstatements may not be detected, even though the audit is properly planned and performed. [...]

3. Responsibilities of management
Our audit will be conducted on the basis that management and, where appropriate, those charged with governance acknowledge and understand that they have responsibility:
(a) for the preparation of financial statements that give a true and fair view in accordance with the

accounting standards specified under section 133 of the Act;
(b) for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; and
(c) to provide us with access to all information of which management is aware that is relevant to the preparation of the financial statements, such as records, documentation and other matters; additional information that we may request; and unrestricted access to persons within the Company from whom we determine it necessary to obtain audit evidence.

As part of our audit process, we will request from management and, where appropriate, those charged with governance, written confirmation concerning representations made to us in connection with the audit.

4. Reporting

We will issue our independent auditor's report on the financial statements, including our report under the Companies (Auditor's Report) Order, 2020 to the extent applicable, and the other matters required by section 143 of the Act. The form and content of our report may need to be amended in the light of our audit findings.

5. Timing and information required

We expect to begin fieldwork on XX.XX.XXXX. A list of the schedules and documents we need is attached as Annexure X, to be provided by XX.XX.XXXX.

6. Fees and billing

Our fees for the audit will be Rs XX,XX,XXX plus applicable taxes and out-of-pocket expenses, billed as XXXX. Fees for any other services will be agreed separately in writing.

7. Other terms

Confidentiality; use of our report; working papers remain our property; limitation of our responsibility for matters not brought to our notice; communication by email; governing law.

Please sign and return the attached copy of this letter to indicate your acknowledgement of, and agreement with, the arrangements for our audit, including our respective responsibilities.

Yours faithfully,
For **XXXX** & **XX**, Chartered Accountants

(Signature) _____ **XXXX** **XXXXXXX**, Partner, Membership No. XXXXXX

Acknowledged and agreed on behalf of XXXX XXXXXXX Private Limited

(Signature) _____ **XXXX** **XXXXXXX**, Director, DIN: XXXXXXXX

Date: XX.XX.XXXX