Policy on Appointment of Statutory Auditors

Preamble:

The Reserve Bank of India (RBI), vide its circular No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27 April 2021, has issued Guidelines for Appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (hereinafter referred as "RBI guidelines"). The Policy is prepared in conformity with the guidelines issued by RBI.

Objective:

The Policy incorporates the Procedure for selection of the Statutory Auditors of the Company. In pursuance of the guidelines issued by RBI, the Statutory Auditors of the Company will be appointed basis the parameters as mentioned herein below.

Procedure for appointment of Statutory Auditors:

The Company shall shortlist a minimum of two audit firms for every vacancy of SAs so that even if firm with first preference is found to be ineligible/refuses appointment, the firm at second preference can be appointed and the process of appointment of SAs does not get delayed.

However, in case of reappointment of SAs till completion of tenure of continuous term of 3 years, there would not be any requirement of shortlisting multiple audit firms for appointment. The appointment of Statutory Auditors shall be in conformity with the standards laid down in the RBI Directions and other applicable laws.

i) The proposed Auditor should comply with the eligibility norms as prescribed under the RBI guidelines. The same forms part of the policy as **Annexure I**.

ii) Post appointment, the Company will inform to RBI regarding the appointment of SAs every year by way of a certificate in Form A within one month of such appointment.

iii) The auditor so appointed would have a maximum tenure of three years. Upon ending of the tenure, the firm shall be eligible to be re-appointed after a period of 6 years.

iv) The Company shall not provide any non-audit works (services mentioned at Section 144 of Companies Act, 2013, Internal assignments, special assignments, etc.) to the SAs for a period of at least one year, after its appointment. However, during the tenure as SA, an audit firm may provide such services to the Company which may not normally result in a conflict of interest, and Company may take decision in this regard, in consultation with the Board/Audit Committee.

v) In case of removal, if any, of the Statutory Auditors before the expiry of their term and after obtaining requisite approval from Audit Committee / Board, the Company shall inform concerned Senior Supervisory Manager (SSM)/Regional Office (RO) at RBI along with reasons/justification for the same, within a month of such a decision being taken.

vi) The Board/Audit Committee of the Company shall review the performance of SAs on an annual basis. Any serious lapses/negligence in audit responsibilities or conduct issues on part of the SAs or any other matter considered as relevant shall be reported to RBI within two months from

completion of the annual audit. Such reports should be sent with the approval/ recommendation of the Board/ Audit Committee, with the full details of the audit firm.

vii) The Company shall obtain a certificate, along with relevant information as per **Form B**, from the audit firm(s) proposed to be appointed as SAs by the Company to the effect that the audit firm(s) complies with all the eligibility norms prescribed by RBI for the purpose. Such certificate should be signed by the main partner/s of the audit firm proposed for appointment of SAs of the Entities.

viii) Board / Audit Committee shall ensure that the independence of auditors is not comprised anytime.

ix) The audit fees for SAs of all the Entities shall be decided in terms of the relevant statutory/regulatory provisions.

x) Board/ Audit Committee shall monitor and assess the independence of the auditors and conflict of interest position in terms of relevant regulatory provisions, standards, and best practices. Any concerns in this regard may be flagged to the Board of Directors and concerned Senior Supervisory Manager (SSM)/Regional Office (RO) of RBI.

xi) Concurrent auditors of the Entity should not be considered for appointment as SAs of the same Entity.

Review of the Policy:

The Policy will be reviewed as and when considered necessary by the Board of Directors as per regulatory requirement or at least annually.

Annexure – I

Eligibility criteria for appointment as Statutory Auditors (SAs)

A. **Basic Eligibility**

Asset Size of Entity as on 31st March of Previous Year	**Minimum No. of Full-Time partners (FTPs) associated with the firm for a period of at least three (3) years Note 1**	**Out of total FTPs, Minimum No. of Fellow Chartered Accountant (FCA) Partners associated with the firm for a period of at least three (3) years**	**Minimum No. of Full Time Partners/ Paid CAs with CISA/ISA Qualification Note 2**	**Minimum No. of years of Audit Experience of the firm Note 3**	**Minimum No. of Professional staff Note 4**
Above ₹15,000 crore	5	4	2	15	18
Above ₹ 1,000 crore and Up to ₹15,000 crore	3	2	1	8	12
Upto ₹1,000 crore	2	1	1*	6	8
* Not mandatory for NBFCs with asset size of upto ₹ 1,000 crore.					

Note 1: There should be at least one-year continuous association of partners with the firm as on the date of shortlisting for considering them as full time partners. Further, for appointment as SAs, at least two partners of the firm shall have continuous association with the firm for at least 10 years. The full-time partner's association with the firm would mean exclusive association.

The definition of 'exclusive association' will be based on the following criteria:

(a) The full-time partner should not be a partner in other firm/s.

(b) She/He should not be employed full time / part time elsewhere.

(c) She/He should not be practicing in her/his own name or engaged in practice otherwise or engaged in other activity which would be deemed to be in practice under Section 2(2) of the Chartered Accountants Act, 1949.

(d) The Board/ Audit Committee shall examine and ensure that the income of the partner from the firm/LLP is adequate for considering them as full-time exclusively associated partners, which will ensure the capability of the firm for the purpose.

Note 2: CISA/ISA Qualification:

There should be at least one-year continuous association of Paid CAs with CISA/ISA qualification with the firm as on the date of shortlisting for considering them as Paid CAs with CISA/ISA qualification for the purpose.

Note 3: Audit Experience:

Audit experience shall mean experience of the audit firm as Statutory Central/Branch Auditor of Commercial Banks (excluding RRBs)/ UCBs/NBFCs/ AIFIs. In case of merger and demerger of audit firms, merger effect will be given after 2 years of merger while demerger will be effected immediately for this purpose.

Note 4: Professional Staff

Professional staff includes audit and article clerks with knowledge of book-keeping and accountancy and who are engaged in on-site audits but excludes typists/stenos/computer operators/ secretaries/subordinate staff, etc. There should be at least one-year continuous association of professional staff with the firm as on the date of shortlisting for considering them as professional staff for the purpose.

B. Additional Consideration

(i) The audit firm, proposed to be appointed as SAs for Company, should be duly qualified for appointment as auditor of a company in terms of Section 141 of the Companies Act, 2013.

(ii) The audit firm should not be under debarment by any Government Agency, National Financial Reporting Authority (NFRA), the Institute of Chartered Accountants of India (ICAI), RBI or Other Financial Regulators.

(iii) The Company shall ensure that appointment of SAs is in line with the ICAI's Code of Ethics/any other such standards adopted and does not give rise to any conflict of interest.

(iv) If any partner of a Chartered Accountant firm is a director in any Entity, the said firm shall not be appointed as SA of any of the group entities of that Entity.

(v) The auditors for Entities with asset size above ₹1,000 crore should preferably have capability and experience in deploying Computer Assisted Audit Tools and Techniques (CAATTs) and Generalized Audit Software (GAS), commensurate with the degree/ complexity of computer environment of the Entities where the accounting and business data reside in order to achieve audit objectives.

C. Continued Compliance with basic eligibility criteria

In case any audit firm (after appointment) does not comply with any of the eligibility norms (on account of resignation, death etc. of any of the partners, employees, action by Government Agencies, NFRA, ICAI, RBI, other Financial Regulators, etc.), it may promptly approach the Company with full details. Further, the audit firm shall take all necessary steps to become eligible within a reasonable time and in any case, the audit firm should be complying with the above norms before commencement of Annual Statutory Audit for Financial Year ending 31 March and till the completion of annual audit.

In case of any extraordinary circumstance after the commencement of audit, like death of one or more partners, employees, etc., which makes the firm ineligible with respect to any of the eligibility norms, RBI will have the discretion to allow the concerned audit firm to complete the audit, as a special case.

FORM A

Information to be submitted by the NBFCs regarding appointment of Statutory Auditor (SA)

1. The company has appointed M/s_____, Chartered Accountants (Firm Registration Number_____) as Statutory Auditor (SA) for the financial year ____ for their 1st /2nd /3rd term.

2. The company has obtained eligibility certificate from (Name and Firm Registration Number of the audit firm) appointed as SA of the company for F.Y. ____along with relevant information in the format as prescribed by RBI.

3. The firm has no past association/association for _____ years with the company as SA.

4. The company has verified the said firm's compliance with all eligibility norms prescribed by RBI for appointment of SAs of NBFCs.

Signature

(Name and Designation)
Date:

FORM B

Eligibility Certificate from (Name and Firm Registration Number of the firm)

A. **Particulars of the firm:**

Asset Size of Entity as on 31 March of Previous Year	Number of Full-Time partners (FTPs) associated* with the firm for a period of three (3) years	Out of total FTPs, Number of FCA Partners associated with the firm for a period of three (3) years	Number of Full Time Partners/ Paid CAs with CISA/ISA Qualification	Number of Years of Audit Experience#	Number of Professional staff

*Exclusively associated in case of all Commercial Banks (excluding RRBs), and UCBs/NBFCs with asset size of more than ₹ 1,000 crore

#Details may be furnished separately for experience as SCAs/SAs and SBAs

B. **Additional Information:**

(i) Copy of Constitution Certificate.

(ii) Whether the firm is a member of any network of audit firms or any partner of the firm is a partner in any other audit firm? If yes, details thereof.

(iii) Whether the firm has been appointed as SA by any other NBFC in the present financial year? If yes, details thereof.

(iv) Whether the firm has been debarred from taking up audit assignments by any regulator/ Government agency? If yes, details thereof.

(v) Details of disciplinary proceedings etc. against firm by any Financial Regulator/ Government agency during last three years, both closed and pending.

C. **Declaration from the firm:**

The firm complies with all eligibility norms prescribed by RBI regarding appointment of SAs of NBFCs. It is certified that neither I nor any of our partners / members of my / their families (family will include besides spouse, only children, parents, brothers, sisters or any of them who are wholly or mainly dependent on the Chartered Accountants) or the firm / company in which I am / they are partners / directors have been declared as wilful defaulter by any bank / financial institution.

It is confirmed that the information provided above is true and correct.

Signature of the Partner
(Name of the Partner)
Date: