



# Policy for appointment of Statutory Auditor August'2021

## Contents

1. BACKGROUND.....	3
2. APPLICABILITY .....	3
3. COMMUNICATION TO RBI ON APPOINTMENT.....	3
4. NUMBER OF SA AND BRANCH COVERAGE: .....	3
5. ELIGIBILITY NORMS:.....	4
6. INDEPENDENCE OF AUDITOR:.....	4
7. PROFESSIONAL STANDARDS OF SAs AND REVIEW OF PERFORMANCE: .....	5
8. TENURE, ROTATION AND REMOVAL: .....	5
9. AUDIT FEES AND EXPENSES: .....	5
10. STATUTORY AUDITOR APPOINTMENT PROCEDURE:.....	6
Annexure – 1: ELIGIBILITY CRITERIA FOR APPOINTMENT AS SA.....	6
Form A: Information to be submitted by the NBFCs regarding appointment of SA .....	8
Glossary: .....	9

## 1. BACKGROUND

Reserve Bank of India, vide circular No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, has issued detailed guidelines for appointment of Statutory Auditors (SA/SAs) of NBFCs. As per the circular, Fullerton India Housing Finance Company (Company), is required to formulate a Board Approved Policy for appointment of SA and host it on its official website/public domain.

## 2. APPLICABILITY

This Policy will be applicable to the Company for Financial Year 2021-22 and onwards in respect of appointment / reappointment of SAs.

The Company can exercise the option to adopt the Guidelines from second half of FY 2021-22, i.e., from October 1, 2021

## 3. COMMUNICATION TO RBI ON APPOINTMENT

The Company shall inform RBI about the appointment of SAs for each year by way of a certificate in **Form-A**, annexed to this Policy within one month of such appointment

## 4. NUMBER OF SA AND BRANCH COVERAGE:

### 4.1 Number of SAs

- (a) Upon achieving the asset size of ₹15,000 crore and above as at the end of previous year, the statutory audit of the Company shall be conducted under joint audit by a minimum of two SAs. Till then, Company shall continue to follow the practice of appointing a minimum of one audit firm for conducting its statutory audit
- (b) The number of SAs to be appointed over and above the mandatory requirement for a financial year shall be decided, inter alia, taking into account the following factors
  - the size and spread of assets, accounting and administrative units,
  - complexity of transactions,
  - level of computerization,
  - availability of other independent audit inputs,
  - identified risks in financial reporting, etc.

Considering the appropriate size of accounting and administrative units, high level of computerization and centralized controls, the Company will have one audit firms to work as SA of the Company.

### 4.2 Branch Coverage

SAs shall visit and audit at least the Top 20 branches / Top 20% branches of the Company (in case number of branches are less than 100); to be selected in order of the level of outstanding advances, in such a manner as to cover a minimum of 15% of total gross advances of the Company.

In addition, the Company shall ensure adherence to the provisions of Section 143 (8) of the Companies Act, 2013 regarding audit of accounts of all branches.

## 5. ELIGIBILITY NORMS:

The eligibility norms for appointment of SAs are enclosed as Annexure I in this Policy.

## 6. INDEPENDENCE OF AUDITOR:

Audit Committee of the Board (ACB) will ensure independence of the Auditors.

- (a) ACB 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 would be flagged to the Board of Directors and concerned Senior Supervisory Manager (SSM) / Regional Office (RO) of RBI.
- (b) In case management of the Company, is of the view that, independence of auditors may be compromised, the same would need to be informed to ACB on immediate basis for further assessment
- (c) In case of SAs observe any concern with the Management of the Company such as non-availability of information/non-cooperation by the Management, which may hamper the audit process, the SAs shall approach the ACB of the Company, under intimation to the concerned SSM / RO of RBI.
- (d) Concurrent auditors and Internal Auditors of the Company will not be considered for appointment as SAs of the Company.
- (e) Entity with large exposure (*As defined in RBI instructions on 'Large Exposures Framework'*) to the Company for the same reference year should also be explicitly factored in while assessing independence of the auditor.
- (f) The time gap between any non-audit works (services mentioned at Section 144 of Companies Act, 2013, Internal assignments, special assignments, etc.) by the SAs for the Company or any audit / non-audit works for its group entities should be at least one year, before or after its appointment as SAs. However, during the tenure as SA, an audit firm may provide such services to the concerned entities which may not normally result in a conflict of interest, and entities may take their own decision in this regard, in consultation with the ACB.

A conflict would not normally be created in the case of the following special assignments (indicative list):

- (i) Tax audit, tax representation and advice on taxation matters
- (ii) Audit of interim financial statements.
- (iii) Certificates required to be issued by the statutory auditor in compliance with statutory or regulatory requirements or by the lenders of the Company
- (iv) reporting on financial information or segments thereof

- (g) The restrictions as detailed in point ( d), (e) and (f) above, should also apply to an audit firm under the same network (As defined in Rule 6(3) of the Companies (Audit & Auditors) Rules, 2014) of audit firms or any other audit firm having common partners
- (h) For good governance, SA should meet with the Audit Committee of the Board (ACB) at least once a year (without the presence of Management) and advise irregularities, if any, or other material observations which should be highlighted to the ACB

## **7. PROFESSIONAL STANDARDS OF SAs AND REVIEW OF PERFORMANCE:**

- (a) The SA shall be strictly guided by the relevant professional standards in discharge of their audit responsibilities with highest diligence
- (b) The ACB of the Board shall review the performance of SA on an annual basis. Any serious lapses / negligence in audit responsibilities or conduct issues on part of the SA 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, with the full details of the audit firm.

## **8. TENURE, ROTATION AND REMOVAL:**

- (a) In order to protect the independence of the auditors/audit firms, the appointment of SA will be for a continuous period of three years, subject to the SA satisfying the eligibility norms each year.
- (b) Further, if the SA is removed before completion of term then the same must be informed to the concerned SSM / RO at RBI, along with reasons/justification for the same, within a month of such a decision being taken.
- (c) An audit firm would not be eligible for reappointment as SA of the Company for six years (two tenures) after completion of full term of 3 years or part of the term of the appointment.

## **9. AUDIT FEES AND EXPENSES:**

- (a) The audit fees for SA shall be decided in terms of the relevant statutory/regulatory provisions.
- (b) The audit fees for SA of the Company shall be reasonable and commensurate with the scope and coverage of audit, size and spread of assets, accounting and administrative units, complexity of transactions, level of computerization, identified risks in financial reporting, etc.
- (c) The ACB shall approve the audit fees of SA or ACB can authorize CEO or/and CFO of the Company to finalise and approve the audit fees as per the relevant statutory/regulatory instructions.

## 10. STATUTORY AUDITOR APPOINTMENT PROCEDURE:

The Company shall have in place detailed procedural guidelines, in conformity with the instructions under this policy and all relevant statutory/regulatory requirements for appointment of Statutory Auditors

### Annexure – 1: ELIGIBILITY CRITERIA FOR APPOINTMENT AS SA

#### 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 FullTime Partners/ Paid CAs with CISA/ISA Qualification Note 2	Minimum No. of years of Audit Experienceof the firm Note 3	Minimum No. of Professionalstaff Note 4
Above ₹1,000 crore and Up to ₹15,000 crore	3	2	1	8	12

**Note 1:** There should be at least one-year continuous association of partners with the firm as on the date of empanelment for considering them as full time partners. Further, 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:

- The full-time partner should not be a partner in other firm/s.
- She/He should not be employed full time / part time elsewhere.
- 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.
- The Board/ACB shall examine and ensure that 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 of the 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 Partner of a Chartered Accountant firm is a director in any group entity which is regulated by RBI/NHB, the said firm shall not be appointed as SA of any of the Company.
- (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.
- (vi) One audit firm can concurrently take up statutory audit of a maximum of four Commercial Banks [including not more than one PSB or one All India Financial Institution (NABARD, SIDBI, NHB, EXIM Bank) or RBI], eight UCBs and eight NBFCs during a particular year, subject to compliance with required eligibility criteria and other conditions for each Entity and within overall ceiling prescribed by any other statutes or rules. For clarity, the limits prescribed for UCBs exclude audit of other co-operative societies by the same audit firm.

#### **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<sup>st</sup> 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. In such a scenario, the audit firm and the Company will approach the RBI for necessary permission

## **Annexure–2: Information to be submitted by the NBFCs regarding appointment of SA**

### **Form A:**

The company has appointed M/s\_, Chartered Accountants (Firm RegistrationNumber\_\_\_) as Statutory Auditor (SA) for the financial year for their 1<sup>st</sup>/2<sup>nd</sup>/3<sup>rd</sup> term.

The company has obtained eligibility certificate from (name and Firm Registration Number of the audit firm) appointed as SA of the company for FY\_ along with relevant information in the format as prescribed by RBI.

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

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

Signature  
(Name and Designation)

Date:



## Glossary:

1	RBI	Reserve Bank Of India
2	NBFC	Non-Banking Finance Company
3	SA	Statutory Auditor
3	Same network of audit firms	Firms operating or functioning under the same brand name, trade name or common control of audit firms
4	ACB	Audit Committee of Board
5	SSM	Senior Supervisory Manager
6	RO	Regional Office
7	Large Exposure	As defined in RBI instructions on 'Large Exposures Framework' : The sum of all exposure values of a bank to a counterparty or a group of connected counterparties are defined as Large Exposure, if it is equal to or above 10% of the bank's eligible capital base (Tier I capital)
8	CEO	Chief Executive Officer
9	CFO	Chief Financial Officer
10	FCA	Fellow Chartered Accountant
11	FTPs	Full time partners
12	CISA	Certified Information system Auditor
13	ISA	Information system Audit
14	ICAI	Institute of Chartered Accountants of India
15	CA	Chartered Accountant
16	RRB	Regional Rural Bank
17	UCB	Urban Co-operative Bank
18	CAATT	Computer Assisted Audit Tools
19	GAS	Generalised Audit Software
20	NFRA	National Financial Reporting Authority

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