

Gujarat Mercantile Co-operative Bank Ltd,
Ahmedabad

Policy for Appointment of Statutory Auditors for F.Y. 2022-23

Reserve Bank of India, vide its circular Dos. CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 has granted managerial autonomy to UCBs in the matter of appointment of Statutory Auditors for the F.Y. – 2022-23 and onwards and a roadmap is rolled out to operationalised the same. Policies for Appointment of Statutory Auditors is based on the said circular and approved by BoD vide resolution No. 06 dated 30/06/2022.

1. Number of Audit Firms

- i. The actual number of Statutory Audit Firms to be appointed can be decided by the Board subject to the prescribed minimum One Audit Firm. It has been decided by the Bank's Board to have One Audit firms as Statutory Auditor. However, the Board may review and decide on the number of Statutory Auditor Firm any time if felt necessary.
- ii. As per RBI guidelines, Statutory Auditor has to visit and audit at least the Top 20% branches (in case of entities having less than 100 branches) 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 Bank.

Since our Bank being a small Bank and having only one branch, Statutory Auditor will visit the branch and cover the entire scope of audit including entire portfolio of Advances.

2. Norms on Eligibility, Empanelment and Selection of Statutory Auditor

2.1 The eligibility norms (as advised by Reserve Bank of India) are as under:

Asset Size as on 31st March of 2021	Minimum No. of Full Time Partners (FTPs) associated with the firm for a period of at least three (3) years	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 years of Audit Experience of the firm	Minimum No. of Professional Staff
Up to Rs. 1000 Cr.	2	1	6	8
Notes	There should be at least One-year association of partners with the firm as on the date of short listing.	-----	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 affected immediately for this purpose.	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 short listing

2.2 The Statutory Auditor of the firm should have a fair knowledge of the functioning of the cooperative sector and shall preferably have working knowledge of the Gujarati Language.

2.3 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 will promptly inform the Bank with full details, and, the Bank, in turn will approach RBI.

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 31st March and till the completion of annual audit.

2.4 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, Bank will approach RBI to allow the concerned audit firm to complete the audit, as a special case.

3. Procedure for Selection and appointment of Statutory Auditors

3.1 Bank will select audit firms considering the following points / parameters:

- ❖ As far as possible, at least two audit firms having their Head Office located at Ahmedabad.
- ❖ The firms whose partner/s or relatives of partners (as defined in Director's relatives in RBI master circular on Board of Directors) are on the Board of our Bank will not be appointed as auditors for the Bank.

3.2 The Bank will prepare a list of at least 2 shortlisted audit firms. The list of shortlisted audit firms will be placed before BOD. BOD will approve at least 2 suitable audit firms in order of preference, to take care of the situation, where first preference is found to be ineligible / refuses appointment.

However, in case of reappointment of Statutory Auditor till completion of tenure of continuous term of 3 years, there would not be any requirement of short listing and sending names of multiple audit firms to RBI while seeking approval to appointment. Bank can remove the audit firms during the above period only with the prior approval of the concerned office of RBI (Department of Supervision), as applicable for prior approval for appointment.

The audit firm should give their consent in writing for consideration of appointment in our bank for the particular year and the subsequent continuing years subject to their fulfilling the eligibility norms prescribed by RBI from time to time.

3.3 On due approval by BoD, Bank will approach the audit firms to obtain their consent in writing strictly in order of preference. The audit firms should give their consent in writing for consideration of appointment the Bank for the particular year and the subsequent continuing years subject to their fulfilling the eligibility norms prescribed by RBI from time to time. If the approached audit firm does not give consent, the bank will approach the next audit firm in order of preference for obtaining consent.

The consent letter should clearly state that the selection of the audit firm as Statutory Auditor is subject to approval of RBI and any force majeure events and, in such cases, the audit firms will not have any claim against the Bank and RBI. The appointment of Statutory Auditor is subject to complying with the stipulated norms on eligibility issued by RBI from time to time.

3.4 Upon selection as Statutory Auditors in consultation with the BoD and verifying their compliance with the eligibility norms as prescribed by RBI, the Bank will send the list of at least 2 audit firms (in order of preference), to RBI for its prior approval for appointment of Statutory Auditor.

3.5 While approaching RBI for its approval for appointment of Statutory Auditor, the Bank will indicate the total asset size as on March 31st of the previous year (audited figures) along with Board Resolution recommending names of Audit Firms for appointment in order of preference and Form B and Form C to facilitate expedite approval of appointment of Audit Firms.

4. Scope and periodicity of Audit

The scope and periodicity of the Statutory Audit will be as per prevailing statutory / regulatory guidelines issued by regulatory / supervisory authorities in this regard from time to time. In absence to any statutory / regulatory guidelines, the BOD approved policy for the same will prevail.

5. Tenure and Rotation

The Bank will make the appointment of Statutory Auditors for a continuous period of three years subject to the firms satisfying the eligibility norms each year. An Audit Firm would not be eligible for reappointment in the Bank for six years (two tenures) after completion of full or part of one term of the audit tenure.

6. Relinquishment of the internal assignments, if any

In the event of acceptance of the appointment as Statutory Auditor of the Bank, all the internal assignments of the Auditor in the Bank, if any, will stand withdrawn.

7. Other Guidelines

7.1 The time gap between any non-audit works by the Statutory Auditors for the Bank should be at least one year before or after its appointment as Statutory Auditor.

7.2 Concurrent Auditor of the Bank should not be considered for appointment as Statutory Auditor.

7.3 The restrictions as detailed in Para 3.3 and 3.4 above will also apply to an audit firm under the same network of audit firms or any other audit firm having common partners.

7.4 The incoming audit firm shall not be eligible if it is associated with the outgoing audit firm under the same network of audit firms.

7.5 The BoD shall monitor and assess the independence of the auditors. Any concerns in this regard will be flagged by the BoD to Regional Office of RBI.

7.6 In case of any concern with the Management of the Bank such as non-availability of information / non co-operation by the Management, which may hamper the audit process, the Auditor shall have to approach the Board of the Bank under intimation to the concerned Regional Office of RBI.

8. Number of Assignments

One audit firm can concurrently take up statutory audit of a maximum of four Commercial Banks, eight UCBs and eight NBFCs during a particular year subject to compliance with required eligibility criteria and other conditions for each Entity. The limit prescribed for UCBs does not include audit of other co-operative societies.

9. Professional Standards of Statutory Auditor

The Board will review the performance of Statutory Auditors on an annual basis. Any serious lapses / negligence in audit responsibilities or conduct issues on the part of Statutory Auditor or any other matter considered as relevant shall be reported to RBI with approval / recommendation of the Board with full details of the audit firm within two months from completion of the annual audit.

10 Remuneration

The audit fees for Statutory Audit will be decided by Board of Directors and will be limited to the provisions of Gujarat Co-operative Societies Act.

11 Removal

Bank will not remove the audit firm during the above period without the prior approval of the Reserve Bank of India. The BoD of the Bank will be the complete authority to recommend removal of any Statutory Auditor to RBI.

12 Declarations/Undertaking to be obtained from the Audit Firm:

- ❖ A suitable undertaking from the firm to the effect that the Audit work will be carried out by their own staff and they will not subcontract the audit work.
- ❖ There are no adverse remarks / disciplinary proceedings pending / initiated against the firm / any of its partners on the records of ICAI, which would make them ineligible for appointment as auditors.
- ❖ None of the partners of the Firm / Company in which they are Partners / Directors is defaulters in any Bank or Financial Institution.
- ❖ Associate firms or sister concerns of Statutory Audit Firm will be disqualified for internal assignment where the main firm / partners are allotted Statutory Audit in a particular year.
- ❖ In event of lapses in carrying out audit assignments resulting in misstatement of Bank's financial statements, and any violations / lapses vis-à-vis the RBI's directions / guidelines regarding the role and responsibilities of the SA will be liable to be dealt with suitably under the relevant Statutory / Regulatory framework.

The modification/changes, if any, made by RBI in norms/criteria/procedure from time to time shall construe to be part of our policy.

Chief Executive Officer

Chairman

GIMCB

FORM B

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

A. Particulars of the firm:

Asset Size of Entity as on 31st 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 ePartners/ 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 SCA/SA by any other Commercial Bank (excluding RRBs) and/or All India Financial

Institution (AIFI)/RBI/NBFC/UCB 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 SCAs/SAs of Commercial Banks (excluding RRBs)/UCBs/NBFCs (as applicable). 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 / directors¹⁵ 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:

¹⁵ For the purpose of this declaration, the credit facilities availed by companies where the partner of a firm has been appointed as non-executive director in a professional capacity having no financial interest shall not be included.

FORM C

Certificate to be submitted by the UCBs regarding eligibility of audit firm proposed to be appointed as SCA/SA

The bank/UCB is desirous of appointing M/s _____, Chartered Accountants (Firm Registration Number _____) as Statutory Central Auditor (SCA)/ Statutory Auditor (SA) for the financial year _____ for their 1st/2nd/3rd term and therefore has sought the prior approval of RBI as per the section 30(1A) of the Banking Regulation Act, 1949/ Section 10 (1) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/1980/ Section 41(1) of SBI Act, 1955.

2. The bank/UCB has obtained eligibility certificate (copy enclosed) from (name and Firm Registration Number of the audit firm) proposed to be appointed as Statutory Central Auditor (SCA)/Statutory Auditor of the bank/UCB for F Y _____ along with relevant information (copy enclosed), in the format as prescribed by RBI.
3. The firm has no past association/association for SCA/SA/SBA.
4. The bank/UCB has verified the said firm's compliance with all eligibility norms prescribed by RBI for appointment of SCAs/SAs of Commercial Banks (excluding RRBs)/UCBs.

Signature
(Name and Designation)

Date: