

AUTHOR DETAILS

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REVISION HISTORY

Issue Date	Version No.	Revised Clause
14.07.2022	1.0	First Issue

1. INTRODUCTION

- 1.01** Reserve Bank of India (RBI) vide its circular dated April 27, 2021, has issued fresh guidelines for appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs). Further, the RBI on June 11, 2021 published certain clarifications to its circular dated April 27, 2021 in the form of Frequently Asked Questions (FAQs).
- 1.02** These guidelines will be applicable to the Commercial Banks (excluding RRBs), Urban Cooperative Banks (UCBs) and Non-Banking Financial Companies (NBFCs) including HFCs (hereinafter referred to as the Entities) for Financial Year 2021-22 and onwards in respect of appointment/reappointment of SCAs/SAs of the Entities. However, non-deposit taking NBFCs with asset size below Rs 1,000 Cr. have the option to continue with their extant procedure. Accordingly, NeoGrowth is required to take steps to comply with the directive.
- 1.03** Accordingly, NeoGrowth Credit Private Limited (“NeoGrowth”) has prepared the policy for appointment of SAs in line with norms applicable to NBFC’s.

2. PURPOSE

- 2.01** To define the policy for appointment of SAs in conformation with the extant norms of RBI and Companies Act, 2013.

3. DEFINITIONS

- a) “Audit Committee” means the Audit Committee of the Board.
- b) “Board” means Board of Directors of NeoGrowth.
- c) “Statutory Auditors (SAs)” mean auditors appointed as per the policy to conduct statutory audit of NeoGrowth.
- d) “RBI circular” means RBI circular RBI/2021-22/25 Ref No. DOS.CO.ARG/ SEC.01/ 08.91.001/ 2021-22. dated April 27, 2021 and guidelines / clarification issued thereafter.
- e) Group entities shall mean two or more entities related to each other through any of the following relationships, viz. Subsidiary – parent (defined in terms of AS 21), Joint venture (defined in terms of AS 27), Associate (defined in terms of AS 23), Promoter-promotee [as provided in the SEBI (Acquisition of Shares and Takeover) Regulations, 1997] for listed companies, a related party (defined in terms of AS 18), Common brand name, and investment in equity shares of 20% and above. [Note: “AS” means Accounting Standard notified under Companies Act, 2013]
- f) “Promoter” has the same meaning as in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and includes a member of the promoter group.
- g) Potential Conflict of Interest –
Potential Conflict of Interest, with reference to a firm that is being considered for appointment as SCAs/ SA, may arise, in any of the following circumstances:
- i) the firm is engaged with audit/non-audit works for a Group Entity which is not regulated by RBI
 - ii) the audit firm was engaged with audit/non-audit works for a Group Entity which is not regulated by RBI, and not more than one year has elapsed since the completion/ relinquishment of such engagement.
 - iii) a partner of the firm is a director in any of the Group Entities which are not regulated by RBI

4. APPLICABILITY

4.01 This policy will be applicable for Financial Year 2021-22 onwards.

5. INTIMATION TO RBI

5.01 NeoGrowth shall inform Department of Supervision, RBI, Mumbai about the appointment of SCAs/SAs for each year by way of a certificate in **Form A** within one month of such appointment.

6. NUMBER OF SAS AND BRANCH COVERAGE

6.01 Minimum number of SAs to be appointed by NeoGrowth shall be two if NeoGrowth's asset size as on March 31 of previous year, is Rs.15,000 crore or more; else, minimum of one SA shall be appointed. NeoGrowth shall ensure that joint auditors of the Entity do not have any common partners and they are not under the same network of audit firms. NeoGrowth shall finalise the work allocation among SAs, before the commencement of the statutory audit, in consultation with their SAs.

6.02 The number of SAs to be appointed for a financial year shall be decided, inter alia, considering the relevant factors such as 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. The actual number of SAs to be appointed shall be decided by Board subject to the following limits:

Asset Size of NeoGrowth	Maximum No. of Auditors
Upto Rs.5,00,000/- Crores	4
Above Rs.5,00,000/- Crores and Upto Rs.10,00,000/- Crores	6
Above Rs.10,00,000/- Crores and Upto Rs.20,00,000/- Crores	8
Above Rs. 20,00,000/- Crores	12

6.03 The SAs shall visit and audit at least the Top 20% of the branches of NeoGrowth, 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 NeoGrowth. In addition, NeoGrowth shall ensure adherence to the provisions of Section 143 (8) of the Companies Act, 2013 regarding audit of accounts of all branches.

7. Eligibility Criteria of Auditors:

7.01

(A) The minimum standards and eligibility norms for audit firms to be appointed as SAs shall be, as given below:

Asset size of NeoGrowth as on 31st March of the Previous Year	Min No. of Full-Time Partners (FTPs) Associated with the Firm for a period of at least three (3) years Note 1	Out of 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 Rs. 15,000 Crores	5	3	2	15	18
Above ₹ 1,000 Crores and Up to ₹15,000 Crores	3	2	1	8	12
Upto ₹1,000 Crores	2	1	1*	6	8

*Not mandatory for UCBs/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, 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.
- ACB 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 Bank (excluding RRBs)/UCBs/NBFC's /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, 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) NeoGrowth 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 an RBI Regulated group Entity, the said firm shall not be appointed as SA of NeoGrowth. NeoGrowth shall, as part of the process for selection of firms for appointment as SAs, obtain appropriate disclosures in this regard, including details of directorships in Group Entities that are not regulated by RBI.
- (v) If the asset size of NeoGrowth is above ₹ 1,000 crore, SAs should preferably have capability and experience in deploying Computer Assisted Audit Tools and Techniques (CAATs) 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 shall promptly approach NeoGrowth 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 31st 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, NeoGrowth may approach RBI, to allow the concerned audit firm to complete the audit, as a special case.

8. INDEPENDENCE OF AUDITORS

8.01 The Audit Committee of the Board (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 may be flagged by the ACB to the Board of Directors and concerned Senior Supervisory Manager (SSM)/Regional Office (RO) of RBI.

8.02 Concurrent auditors of NeoGrowth will not be considered for appointment as SAs. The audit of NeoGrowth and any entity with large exposure (As defined in RBI instructions on 'Large Exposures Framework') to NeoGrowth for the same reference year should also be explicitly factored in while assessing independence of the auditor.

8.03 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 NeoGrowth 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 NeoGrowth which may not normally result in a conflict of interest², and NeoGrowth will take a decision in this regard, in consultation with the ACB. (² 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. (iv) Reporting on financial information or segments thereof)

However, if an audit firm is involved in any non-audit work with NeoGrowth and/or any audit/non-audit work in other RBI Regulated Group Entities and completes or relinquishes the said assignment prior to the date of appointment as SA of NeoGrowth for FY 2021-22, the said audit firm would be eligible for appointment as SA of NeoGrowth for FY2021-22.

8.04 The restrictions as detailed in para 8.02 and 8.03 above, will 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.

9. PROFESSIONAL STANDARDS OF SAs

- 9.01** The SAs shall be strictly guided by the relevant professional standards in discharge of their audit responsibilities with highest diligence.
- 9.02** The ACB 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 shall be sent with the approval / recommendation of the ACB, with the full details of the audit firm.
- 9.03** In the event of lapses in carrying out audit assignments resulting in misstatement of financial statements, and any violations/lapses vis-à-vis the RBI's directions/guidelines regarding the role and responsibilities of the SAs in relation to NeoGrowth, the SAs would be liable to be dealt with suitably under the relevant statutory/regulatory framework.

10. TENURE AND ROTATION

- 10.01** In order to protect the independence of the auditors/audit firms, NeoGrowth shall appoint the SAs for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. Further, NeoGrowth can remove the SAs before completion of three years tenure, shall inform concerned SSM/RO at RBI about it, along with reasons/justification for the same, within a month of such a decision being taken.
- 10.02** An audit firm would not be eligible for reappointment for six years (two tenures) after completion of full or part of one term of the audit tenure³. (³ In case an audit firm has conducted audit of NeoGrowth for part-tenure (1 year or 2 years) and then not appointed for remainder tenure, they also would not be eligible for reappointment in NeoGrowth for six years from completion of part-tenure.)
- 10.03** An audit firm proposed to be appointed as SA of NeoGrowth, 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 NeoGrowth) or RBI], eight UCBs and eight NBFCs during a particular year, A group of audit firms having common partners and/or under the same network, will be considered as one entity. Shared/Sub-contracted audit by any other/associate audit firm under the same network of audit firms is not permissible. The incoming audit firm shall not be eligible if such audit firm is associated with the outgoing auditor or audit firm under the same network of audit firms.

11. AUDIT FEES AND EXPENSES

11.01 The audit fees for SAs shall be decided in terms of the relevant statutory/regulatory provisions

11.02 The audit fees for SAs 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.

11.03 The Board/ACB shall make recommendation to the Shareholders in AGM / EGM as per the relevant statutory/regulatory instructions for fixing audit fees of SAs.

12. STATUTORY AUDITOR - APPOINTMENT PROCEDURE

12.01 Process for reappointment of existing Auditors:

First preference will be given to existing SAs for their re-appointment subject to compliance of eligibility norms. NeoGrowth shall obtain the willingness from the existing SAs for re-appointment. In case such consent is not received from any of the existing SAs, NeoGrowth shall follow the process for appointment of New SA to fill that vacancy as detailed below.

12.02 Process for appointment of New Firm as SAs:

12.2.1 The company shall invite applications / profiles from eligible Audit firms based on guidance given in RBI circular including NeoGrowth's internal parameters.

12.2.2 Profiles / Applications received will be evaluated by the management. Based on the evaluation result management will shortlist firms. The shortlisted names will be presented to the ACB/Board. ACB/Board will select firms from the list as required. In case ACB/Board require shortlisted firms may be requested to give a presentation on their capability in brief.

12.2.3 ACB shall select minimum of 2 audit firms for every vacancy of SAs so that even if firm at 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 by the Company till completion of tenure of continuous term of 3 years, there would not be any requirement of shortlisting.

12.2.4 The Company shall obtain a certificate, along with relevant information as per Form B (Annexure II), from the audit firm(s) proposed to be appointed/ reappointed as SAs, 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/ reappointment of SAs of the Company, under the seal of the said audit firm.

12.2.5 The SAs are required to declare the list of their major corporate clients to avoid conflict of interest. In case any of the SAs is auditors of a corporate client who is assisted by the Company, then files of such corporate client shall be audited by the other SA.

12.2.6 Thereafter, the Company shall submit the information to RBI in the prescribed format within 30 days as prescribed in the RBI directive.

12.03 General process to be followed:

12.03.1 NeoGrowth shall inform RBI of appointment/re-appointment of SAs in [FORM A](#) (Annexure I) within one month of such appointment.

12.03.2 NeoGrowth shall obtain a certificate, along with relevant information as per [FORM B](#) (Annexure II), from the audit firm(s) proposed to be appointed/ reappointed as SAs, 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/ reappointment of SAs of NeoGrowth, under the seal of the said audit firm.

13. REVIEW OF THE POLICY

The Audit Committee of the Board and Board of NeoGrowth may review the policy as **and when required / need based**.

In case there are any regulatory changes requiring modifications to the Policy, the Policy shall be reviewed and amended at the next possible opportunity. However, the amended regulatory requirements will supersede the Policy till the time Policy is suitably amended.

14. The Board approved Policy will be hosted on NeoGrowth's official website.

**Annexure I
Form A**

Information to be submitted by the NBFCs regarding appointment of SCA/SA

1. The company has appointed 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.
2. The company has obtained eligibility certificate from (name and Firm Registration Number of the audit firm) appointed as SCA/SA of the company for FY ___ 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 SCA/SA/SBA.
4. The company has verified the said firm's compliance with all eligibility norms prescribed by RBI for appointment of SCAs/SAs of NBFCs.

Signature

(Name and Designation)

Date:

**Annexure II
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 Partners/ Paid CAs with CISA/ISA Qualification	Number of Years of Audit Experience#	Number of Professional Staff

*Exclusively associated in case of all Commercial Bank's (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 willful defaulter by any NeoGrowth / 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 the 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.