

THE GRAIN MERCHANTS' CO-OPERATIVE BANK LTD.



HEAD OFFICE

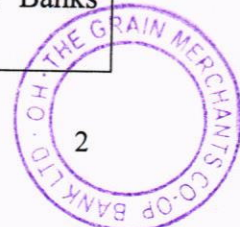
**N0. 2, PAMPAMAHAKAVI ROAD, CHAMRAJPET
BENGALURU-560 018**

STATUTORY AUDITORS APPOINTMENT POLICY

Board Meeting dated:29.12.2022, subject No:12.4


GUIDELINES FOR APPOINTMENT OF STATUTORY AUDITORS (SAs)

1	Reserve Bank of India vide their circular No. DoS. CO. ARG/SEC.01/08.91.001/2021-22 dated April 27,2021 have issued guidelines for appointment / re-appointment of Statutory Auditors (SAs) of Urban Co-operative Banks.
2	Applicability
2.1.	This Policy is called the policy for appointment / re-appointment of statutory auditors of The Grain Merchants' Co-operative Bank Ltd., Bengaluru.
2.2	'Bank' means The Grain Merchants' Co-operative Bank Ltd., Bengaluru.
2.3	'Board' means the Board of Directors of The Grain Merchants' Co-operative Bank Ltd., Bengaluru, constituted as per the Bye laws of the Bank.
2.4	These guidelines will be applicable for Financial Year 2021-22 and onwards in respect of appointment / re-appointment of Statutory Auditors. The bank will appoint same Statutory Audit for branches also.
3.	Prior Approval of RBI:
3.1	Bank will take prior approval of RBI for appointment / re-appointment of SAs, on an annual basis in terms of the above-mentioned statutory provisions. For the purpose, the bank will apply to Department of Supervision, RBI Bangalore before 31st July of the reference year.
4.	Number SAs and Branch Coverage
4.1	As the bank's asset size is less than ₹1,000 crore, and has one head office and only three branches, it will appoint minimum one audit firm [Partnership firm/Limited Liability Partnership Firms] (LLPs) for conducting statutory audit.
4.2	It will be ensured that SAs shall visit and audit the 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.
5.	Eligibility Criteria of Auditors
	The bank will appoint audit firm as its Statutory Auditors, fulfilling the eligibility norms as prescribed below:
A.	Basic Eligibility
5.1	The minimum number of full-time partners associated with the firm for period of at least three years should be two . For considering them as full-time partners (FTPs), there should be at least one-year continuous association of partners with the firm as on the date of shortlisting.
5.2	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 should be one .
5.3	The bank will give priority to firms with full time partners or full time CAs having CISA/ISA qualification.
5.4	Audit Experience: The minimum number of audit experience of the audit firm as Statutory Auditor should be six years . Audit experience shall mean experience of the audit firm as Statutory Central/Branch Auditor of Commercial Banks (excluding RRBs)/ UCBs/NBFCs/ AIFIs.



5.5	Professional Staff: There should be minimum eight 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 bank, should be duly qualified for appointment as auditor of a company in terms of Section 141 of the Companies Act, 2013.
(ii)	If any partner of a Chartered Accountant firm is a director in the bank, the said firm shall not be appointed as SA of in the bank.
(iii)	The SA of the firm should have a fair knowledge of the functioning of the cooperative sector and shall preferably have working knowledge of the Kannada language.
6.	Independence of Auditors
6.1	The Board of Directors will monitor and assess the independence of the auditors. Any concerns in this regard may be flagged by the Board to RBI, Bangalore.
6.2	Concurrent auditors of the bank should not be considered for appointment as SAs.
7.	Professional Standards of SCAs/SAs
7.1	The SAs shall be strictly guided by the relevant professional standards in discharge of their audit responsibilities with highest diligence.
7.2	The Board of the bank will 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 details of the audit firm.
8.	Tenure and Rotation
8.1	Bank will have to appoint / re-appoint the SAs for a continuous period of three years, subject to the firms satisfying the eligibility norms each year. Further, bank can remove the audit firms during the above period only with the prior approval of the RBI Bangalore.
8.2	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.
9.	Audit Fees and Expenses
9.1	The audit fees for SAs bank shall be decided in terms of the relevant statutory/regulatory provisions.
9.2	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.

10.	Procedure for Appointment of SCAs/SAs	
	1.	The bank will shortlist 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 SCAs/SAs, till completion of tenure of continuous term of 3 years, there would not be any requirement of shortlisting and sending names of multiple audit firms to RBI while seeking approval to appointment.
	2.	The bank will place the name of shortlisted audit firms, in order of preference, before their Board for selection as SA. Upon selection of SAs by the bank in consultation with its Board and verifying their compliance with the eligibility norms prescribed by RBI, the bank will seek RBI's prior approval for appointment of SAs.
	3.	The audit firms have to submit a certificate, along with relevant information as per Form B to the RBI circular referred to above to the effect that they comply 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 SA of the Bank, under the seal of the audit firm.
	4.	The bank will verify the compliance of audit firm to the eligibility norms prescribed by RBI for the purpose and after being satisfied of their eligibility, recommend the names along with a certificate, in the format as per Form C , stating that the audit firm proposed to be appointed as SA by them comply with all eligibility norms prescribed by RBI for the purpose.
	5.	While approaching the RBI for its prior approval for appointment of bank will indicate their total asset size as on March 31st of the previous year (audited figures), forward a copy of Board Resolution recommending names of audit firms for appointment as SAs in the order of preference and also furnish information as per Form B and Form C as mentioned above, to facilitate expeditious approval of appointment/re-appointment of the concerned audit firm.


Secretary Incharge

