

## **Brief Notes on Resignation of Statutory Auditors**

**Applicability : Listed Entities**

**Compliances Covered : Companies Act, 2013 and  
SEBI LODR, 2015 read  
with circulars of SEBI &  
Stock Exchanges**

**Financial Year : 2023-24**

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**Step-1: Intimation to Stock Exchange on receipt of Resignation by Company**

SI. No.	Nature of Compliance	Due Date	Applicable Provision
1.	Intimation of receipt of resignation of Statutory Auditors <b>along with detailed reasons of resignation.</b> ©	Within 24 hours of receipt of Resignation	Reg. 30 (6) read with sub-para 7A of Para A of Schedule III. & SEBI Master Circular dt. 11.07.2023 Section V-D of Chapter-V

**Step-2: Upload Disclosure made to Stock Exchanges on Company's website**

SI. No.	Nature of Compliance	Due Date	Applicable Provision
1.	Upload Disclosure submitted to Stock Exchanges on Company's website <b>[Hosted for min. 5 years and thereafter as per the archival policy of Company]</b>	Within 2 working days of change in content	Reg. 46 (2)(w) read with Reg. 30(8)

**Step-3: Disclosure of Views of Audit Committee's Meeting to the Stock Exchanges  
(If Auditor has raised any concern regarding non-receipt of information)**

SI. No.	Nature of Compliance	Due Date	Applicable Provision
1.	Views of Audit Committee Meeting	Within 24 hours of Committee Meeting	SEBI Master Circular dt. 11.07.2023 Section V-D of Chapter-V

However as per Sec. 140 of the Companies Act, 2013, it shall be responsibility of Statutory Auditor to submit resignation letter with Company & file a statement in Form ADT-3, within 30 days from the date of resignation to Registrar of Companies (RoC).

Sl. No.	Nature of Compliance	Due Date	Applicable Provision
1.	Submission of Resignation Letter along with reasons of resignation <b>if any</b> <b>[Form ADT-3]</b>	Within 30 days of resignation	Sec. 140 (2) read with Rule 8 of the Companies (Audit and Auditors) Rules, 2014

- © Disclosure regarding receipt of resignation of Statutory Auditors along with detailed reasons of resignation shall be filed in PDF mode (Equity Announcement) under Reg. 30 of LODR, 2015
- However as per recent circular of NSE (dated 27.01.2023), all listed entities would be required to submit the filings in XBRL mode also within 24 hours of submission of the said PDF filing.**

**SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120**

**Date: July 11, 2023**

**Applicability :** All Listed Entities & their Material Subsidiaries

**Non Applicability :** Auditor is resigned due to disqualifications mentioned in Section 141 of the Companies Act, 2013

**Sub:** Resignation of statutory auditors from listed entities and their material subsidiaries

Resignation of an auditor of a listed entity / its material subsidiary before completion of the audit of the financial results for the year due to reasons such as pre-occupation may seriously hamper investor confidence and deny them access to reliable information for taking timely investment decisions.

**Compliances:**

1. If the auditor resigns within 45 days from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for such quarter.
2. If the auditor resigns after 45 days from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for such quarter as well as the next quarter.
3. Notwithstanding the above, if the auditor has signed the limited review/ audit report for the first three quarters of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.

In case the listed entity/ its material subsidiary **does not provide information** required by the auditor, to that extent, the auditor shall provide an **appropriate disclaimer in the audit report**, which may be in accordance with the Standards of Auditing as specified by ICAI / NFRA.

**Certification:**

Practicing Company Secretary (PCS) shall certify compliance of above circulars by a listed entity in the Annual Secretarial Compliance Report as mentioned under Reg. 24A.

**SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120**

**Date: July 11, 2023**

**Applicability :** All Listed Entities

**Sub:** Continuous Disclosure Requirements for Listed Entities - Regulation 30 of LODR, 2015

In order to enable investors to make well-informed investment decisions, timely, adequate and accurate disclosure of information on an ongoing basis is essential. Also, there is a need of uniformity in disclosures made by listed entities to ensure compliance in letter and spirit.

**Compliances: Change in Auditor(s)**

The Listed Entity shall provide the following details while disclosing events to Stock Exchanges under Reg. 30 read with Schedule III

1. Reason for Change i.e resignation, removal, death or otherwise
2. Date of Cessation

**BSE Notice No: 20220801-24**

**Date: August 01, 2022**

**Applicability :** All Listed Entities

**Effective Date:** September 01, 2022

**Subject:** Circular on use of Digital Signature Certificate (DSC) for announcements submitted by listed companies

In accordance with Regulation 10 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (LODR), all listed companies are required to file the reports, statements, documents, filings and any other information with the recognized Stock Exchange(s) on the electronic platform as specified by the Board or the recognized Stock Exchange(s). Accordingly, Bombay Stock Exchange has provided for its electronic platform viz. BSE listing Centre for listed companies to file the above documents.

BSE, have decided to make it mandatory to file announcements under various SEBI Regulations using **digital signature certification (DSC)** to the Stock Exchange **except** for following disclosures/events:

- Outcome of Board meeting which includes only financial result.
- Any disclosure in which document(s) issued by entity/ies other than listed company is/are included.

(For e.g., Auditors certificate, NCLT / other court's order, Credit Rating, etc.);

- Newspaper advertisement.
- Any other disclosure(s) as specified by Stock Exchanges from time to time.

**Date: August 02, 2022**

**Applicability :** All Listed Entities

**Effective Date:** September 01, 2022

**Sub: Circular on use of Digital Signature Certificate (DSC) for announcements submitted by listed companies**

In accordance with Regulation 10 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (LODR), all listed companies are required to file the reports, statements, documents, filings and any other information with the recognized Stock Exchange(s) on the electronic platform as specified by the Board or the recognized Stock Exchange(s). Accordingly, National Stock Exchange has provided electronic platform viz. National Stock Exchange Electronic Application Processing System (NEAPS) and the Digital Portal for listed companies to file the above documents.

NSE, have decided to make it mandatory to file announcements under various SEBI Regulations using **digital signature certification (DSC)** to the Stock Exchange **except** for following disclosures/events:

- Outcome of Board meeting which includes only financial result.
- Any disclosure in which document(s) issued by entity/ies other than listed company is/are included.

(For e.g., Auditors certificate, NCLT / other court's order, Credit Rating, etc.);

- Newspaper advertisement.
- Any other disclosure(s) as specified by Stock Exchanges from time to time.

**BSE Notice No: 20230127-37**

**Date: January 27, 2023**

**Applicability :** All Listed Entities

**Effective Date: January 28, 2023**

**Subject:** Filing of announcements in XBRL format on BSE listing Centre

**Compliances:**

- **Disclosure under Regulation 29 of SEBI LODR:**

- Prior Intimation of the Board Meeting.

- **Disclosure under Regulation 30 of SEBI LODR:**

- Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor, Compliance Officer and Share transfer agent;
- Outcome of Board Meeting for Dividend, Buyback, Bonus Issue and decision on voluntary delisting by the listed entity;
- Acquisition(s) (including agreement to acquire), Scheme of Arrangement (Amalgamation/Merger/ Demerger/Restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Currently, as a part of compliance all listed entities are required to submit the disclosures in PDF mode as per the provisions of Regulation 30 of the SEBI (LODR) Regulations. Further, all listed entities would be required to submit the filings in XBRL mode within 24 hours of submission of the said PDF filing.

**At a later stage (date to be informed separately) Exchange will shift to only XBRL submission.**

It may be noted that, XBRL utility for the above-mentioned subjects is available in XBRL section of the Listing Centre.



**NSE Circular No: NSE/CML/2023/11**

**Date: January 27, 2023**

**Applicability :** All Listed Entities

**Effective Date:** January 28, 2023

**Sub:** Filing of announcements in XBRL format on NSE Electronic Application Processing System (NEAPS) platform

**Compliances:**

- **Disclosure under Regulation 29 of SEBI LODR:**
  - Prior Intimation of the Board Meeting.
- **Disclosure under Regulation 30 of SEBI LODR:**
  - Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor, Compliance Officer and Share transfer agent;
  - Outcome of Board Meeting for Dividend, Buyback, Bonus Issue and decision on voluntary delisting by the listed entity;
  - Acquisition(s) (including agreement to acquire), Scheme of Arrangement (Amalgamation/ Merger/ Demerger/Restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

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**At a later stage (date to be informed separately) Exchange will shift to only XBRL submission.**

**Practical Case:** Resignation of Statutory Auditors of M/s Adani Green Energy Limited on 10<sup>th</sup> May, 2021 for more clarification & understanding purpose.

**[Source: Filing available on NSE & BSE Site]**

***Thank You So Much & Best Wishes for future***

***Shree Radhe Krishna...***