

भारत सरकार / Government of India
राष्ट्रीय वित्तीय रिपोर्टिंग प्राधिकरण / National Financial Reporting Authority

7th Floor, Hindustan Times House,
Kasturba Gandhi Marg, New Delhi

Order No. 45/2023

Date: 29.09.2023

ORDER

In the matter of CA Sanjay Soni, ICAI Membership No. 114835 under Section 132(4) of the Companies Act, 2013 read with Rule 11(6) of National Financial Reporting Authority Rules, 2018.

This Order disposes of the Show Cause Notice dated 07.12.2022, issued to CA Sanjay Soni, partner of M/s Lahoti Navneet & Co. (Audit Firm), (ICAI Firm Registration No: 116870W), Mumbai, who is a Member of the Institute of Chartered Accountants of India (ICAI Membership No. 114835) and was the Engagement Partner (EP) for the statutory audit of seventeen branches of Dewan Housing Finance Corporation Limited (DHFL), a company listed on both National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE) for the Financial Year 2017-18. This Order is divided into the following sections:

- A. Executive Summary
- B. Introduction and Background for the Order
- C. Major Lapses
- D. Articles of Charges of Professional Misconduct
- E. Penalty and Sanctions

A. EXECUTIVE SUMMARY

1. This Order is being passed as a result of an investigation by the National Financial Reporting Authority (NFRA) into the professional conduct of CA Sanjay Soni for his role as the Engagement Partner (EP) in the audit of seventeen branches of DHFL. DHFL, a housing finance company listed on both NSE and BSE and operating through a network of branches, was reportedly involved in financial fraud. NFRA took suo motu notice of the matter and pursuant of an Audit Quality Review (AQR) of the statutory audit of DHFL for FY 2017-18, conducted by Chaturvedi & Shah (CAS), a Mumbai-based Chartered Accountant Firm. During the review, NFRA also noticed that 33 Engagement Partners (EP) or branch auditors had signed the "Independent Branch Auditors' Report" for nearly 250 branches. The Statutory Auditor of the Company viz CAS had referred to these so-called Branch Audits. NFRA investigated these EPs responsible for the branch audits under

section 132 (4) of the Companies Act, 2013 (the Act), including CA Sanjay Soni, who was the EP for the audit of seventeen of the 250 branches of DHFL.

2. NFRA's investigations revealed that the appointment of none of the 33 branch auditors was approved at the Annual General Meeting (AGM) of DHFL, as required by the Act. CA Sanjay Soni accepted the appointment, portrayed himself as "Branch Statutory Auditor" in all communications with the Company and CAS, and issued an "Independent Branch Auditor's Report". By doing so CA Sanjay Soni not only accepted a legally invalid appointment but also violated the provisions of the Chartered Accountants Act, 1949 (CAS Act), which required the EP to ensure a valid appointment as per the Act.
3. Notwithstanding his defective appointment, the Branch Audit performed by CA Sanjay Soni was investigated by NFRA from the standpoint of compliance with the applicable Standards on Auditing (SAs). It was found that in the performance of the branch audit the EP, CA Sanjay Soni, had not complied with the requirements laid down in the SAs and had not maintained proper audit documentation as per the standards that established the EP's professional misconduct in terms of Section 132 (4) of the Act.
4. Based on the nature of professional misconduct and other factors, this Order imposes on CA Sanjay Soni a monetary penalty of ₹1,00,000/- (One Lakh) and debarment for six months from being appointed as an auditor or internal auditor or from undertaking any audit in respect of financial statements or internal audit of the functions and activities of any company or body corporate.

B. INTRODUCTION AND BACKGROUND

5. NFRA is a statutory authority set up under Section 132 of the Act to monitor the implementation and enforce compliance with the auditing and accounting standards and to oversee the quality of service of the professions associated with ensuring compliance with such standards. NFRA has the powers of a civil court and is empowered under Section 132 (4) of the Act to investigate the prescribed classes of companies and impose penalties for professional or other misconduct of the individual members or firms of chartered accountants.
6. The statutory auditors, both individual and firm of chartered accountants, are appointed by the members of companies under Section 139 of the Act. The statutory auditors, including the Engagement Partners and the Engagement Team that conduct the audit, are bound by the duties and responsibilities prescribed in the Act, the rules made thereunder, the Standards on Auditing (SA), including the Standards on Quality Control and the Code of Ethics, the violation of which constitutes professional misconduct, and is punishable with penalty prescribed under Section 132 (4) (c) of the Act.
7. Following media reports on the alleged siphoning of public money of around ₹31000 crore and the Enforcement Directorate's reported action in April 2020 on an alleged banking fraud of about ₹3700 crore by the promoter/ directors of DHFL, NFRA suo-motu initiated an Audit Quality Review (AQR) to probe into the role of the Statutory Auditors of DHFL for the FY 2017-18, the year in which the alleged fraud was primarily stated to have

occurred. While examining the Audit Files¹ of the statutory audit carried out by CAS, a Mumbai-based CA firm, certain prima facie violations were observed relating to the appointment of Branch Auditors and the conduct of branch audits of DHFL, which were referred to by the statutory auditor CAS. Accordingly, NFRA suo motu called for the audit files from EP who had signed the “Independent Branch Auditors’ Report” for nearly 250 branches, under Section 132(4) of the Act, including CA Sanjay Soni, to whom this Order relates and who acted as the branch auditor for the seventeen branches of DHFL at Borivali, Vasai East, Virar, Borivali West, Virar East, Fort, Nanganallur, Tiruvallur, Ambattur, Erode, Madurai, Puducherry, Salem, Thirunelveli, Tuticorin, Trichy and Vellore.

8. DHFL, a housing finance company listed on both NSE and BSE, was required to prepare its Financial Statements for the Financial Year (FY) 2017-18 in accordance with Schedule III and other applicable provisions of the Act and Accounting Standards (AS) notified under the Companies (Accounting Standards) Rules, 2006.
9. As part of NFRA’s investigations, CA Sanjay Soni was asked to provide the Audit File vide NFRA letter dated 10.08.2022, giving 15 days’ time. The EP submitted the Audit File along with other information in respect of the seventeen branches for FY 2017-18 on 24.08.2022.
10. The investigation by NFRA revealed prima facie, that the branch auditors had violated both the Companies Act, 2013 and the Chartered Accountants Act, 1949 by accepting the appointment that lacked a valid approval and had also violated the SAs while carrying out the branch audit. On being satisfied that prima facie sufficient cause existed to take action under sub-section (4) of Section 132 of the Act, a Show Cause Notice (SCN hereafter) was issued to CA Sanjay Soni on 07.12.2022, asking the EP to show cause why action should not be taken for professional misconduct in respect of the performance as the Statutory Auditor of seventeen branches of DHFL for the FY 2017-18. The EP was charged with professional misconduct on account of:
 - a. Failure to exercise due diligence and ascertain from the Company whether the requirements of Sections 139 of the Act in respect of such appointment have been duly complied with,
 - b. Failure to exercise due diligence and being grossly negligent in the conduct of professional duties,
 - c. Failure to obtain sufficient information which is necessary for the expression of an opinion, or its exceptions are sufficiently material to negate the expression of an opinion, and
 - d. Failure to invite attention to material departure from the generally accepted procedures of audit applicable to the circumstances.
11. The EP was asked to submit his reply to SCN by 05.01.2022. The EP submitted the reply on 03.01.2023.
12. The EP did not avail of the opportunity for a personal hearing before the Executive Body of NFRA. The various charges levied in the SCN and the response of the EP to the charges are discussed in Part C of this Order.

¹ As defined in para 6 of SA 230

C. MAJOR LAPSES BY THE EP

13. The major lapses for which the EP was issued the SCN primarily relate to (i) accepting the audit engagement without a valid authority and thus violating the provisions of the Act and (ii) violations of the Standard of Auditing in conducting the audit.

I. Acceptance of audit engagement without valid authorization and without complying with ethical requirements; and issuing an audit report in violation of the Act

14. The EP was charged with acceptance of an audit engagement without complying with ethical requirements and issuing the audit report without a valid appointment as per the Act, as the appointment of the Audit Firm as “Statutory Auditor for the branches” of DHFL for FY 2017-18 was not done by the competent authority i.e., the shareholders.
15. On examination of the Audit File, we observe that despite a specific requirement² in the Chartered Accountants Act, 1949 (CAs Act) to do so, the EP has not verified if the appointment as “Statutory Auditor for the branches” of the Company was done in compliance with Section 139 of the Act. The EP not only accepted an invalid appointment letter issued by an “Authorised Signatory” without the approval of the Board and shareholders but also issued the audit report without ascertaining the actual objective and scope of the audit. The EP also violated the ethical requirements, as laid down in the Code of Ethics, 2009, which require the EP to ensure professional competence, due care, integrity and professional behaviour in discharging the duties as well as compliance with the Act before accepting the engagement. Thus, the EP also did not comply with Paras 14, 15 and 16 of SA 200 “Overall Objectives of the Independent Auditor and the Conduct of an Audit in Accordance with Standards on Auditing”.
16. In response, the EP submitted that *“we were under the impression that our appointment for the F.Y. 2017-18... is also in order in as much as the earlier appointment letters were also in the same line. Merely because there were some lapses by the Company in our appointment as branch auditors for the year under reference, the same cannot be considered as gross negligence on our part... Our appointment as branch auditors for the above year by the Company without referring to any authority given in the AGM to do so is no doubt a lapse but the same is not of such a scale to brand the report issued by us as void. The same is a negligence but by no stretch of imagination it can be considered as ‘gross negligence’ in the light of our past appointments which were authorised by the shareholders in the AGM.”*
17. We note that the EP has admitted that there was a “lapse” on the part of the company and the omission to notice it is “negligence” on his part. On examination of the replies of the EP, the appointment letter acknowledged by the audit firm and the “Independent Branch Auditors’ Report” issued by the EP including the report required under CARO 2015 clearly

² Under Section 22 of the Chartered Accountants Act, 1949 read with Clause (9) of Part I of the First Schedule to the said Act (the meaning of which is conceived in Section 132(4) as professional misconduct).

described the engagement as a Branch Statutory Audit. However, the EP did not comply with the requirements of the CAs Act and SA 200 in this regard, as explained in subsequent paragraphs.

18. Under Section 22 of the Chartered Accountants Act, 1949 read with Clause (9) of Part I of the First Schedule to the said Act (the meaning of which is conceived in Section 132(4) as professional misconduct)³ a chartered accountant in practice shall be deemed to be guilty of professional misconduct if an appointment as auditor of a company is accepted without first ascertaining from it whether the requirements of Section 225 of the Companies Act, 1956 (equivalent Sections being Section 139 & 140 of Companies Act, 2013) in respect of such appointment have been duly complied with.
19. The ICAI Code of Ethics, 2009 makes it clear that "*Under Clause (9) of Part I of the First Schedule to the Chartered Accountants Act, 1949, the incoming auditor has to ascertain whether the Company has complied with the provisions of the above sections. The word "ascertain" means "to find out for certain". This would mean that the incoming auditor should find out for certain as to whether the Company has complied with the provisions of Sections 224, 224A and 225 of the Companies Act. In this respect, it would not be sufficient for the incoming auditor to accept a certificate from the management of the Company that the provisions of the above sections have been complied with. It is necessary for the incoming auditor to verify the relevant records of the Company and ascertain as to whether the Company has, in fact, complied with the provisions of the above sections*".
20. As per Section 143 (8) of the Act, the appointment of the Statutory Auditor is required to be made under Section 139 of the Act by the members at an annual general meeting. It is observed that the Resolution for Appointment of Auditor for the financial year 2017-18 passed at the 33rd Annual General Meeting of DHFL, held on 21-07-2017, read with the declaration of Voting Results of the resolution to ratify such appointment only refers to the appointment of CAS (Firm Registration No: 101720W), as the Statutory Auditors of the Company to audit the accounts of all the Company's offices including those of its zonal/ regional and branch offices for the financial year 2017-18. No other Branch Statutory Auditors were appointed or ratified by the Company in the said meeting. Only CAS was appointed as the Statutory Auditor for the company as well as all its branches. Thus, the shareholders of the company approved only one Statutory Auditor (viz. Chaturvedi & Shah) for the Company and its branches. Therefore, in the absence of a valid appointment order, the audit firm's acceptance vide letter dated 06.09.2017 of the appointment as Statutory Auditor of the branches and issuance of the "Independent Branch Auditor's Report" for the seventeen Branches of DHFL, including the report required under CARO 2015, describing the engagement as Branch Statutory Audit confirms the absence of professional skepticism and lack of due diligence on his part.
21. Thus, the EP was required to exercise due diligence under SA 200 and adhere to the specific provisions of the Chartered Accountants Act, 1949 under Section 22 read with

³ As per Ministry of Corporate Affairs Circular No. 7/2014, dated 01-04-2014, the equivalent sections of the Companies Act 2013 for the above sections of the Companies Act, 1956 are sections 139 and 140.

Clause 9 of Part I of the First Schedule. The non-compliance is therefore professional misconduct in terms of section 132(4)(c) of the Companies Act 2013. Branch Statutory Audit is rendered invalid ab-initio due to non-ratification by the shareholders of the Company which was the requirement of the law. This is compounded by the fact that CAS, in their Statutory Audit Report, has referred to the branch audit reports⁴. The said lack of due diligence in accepting an invalid appointment is also professional misconduct as per Clause 7 of Part I of the Second Schedule to the CAs Act, the meaning of which is conceived in Section 132(4)(c) of the Act. Therefore, we find that the charges in paras 14 and 15 above stand proved.

II. Failure to comply with Standards on Auditing (SAs)

22. Notwithstanding our finding in Part I above that the appointment of CA Sanjay Soni was not as per the provisions of the Law, we now discuss the non-compliance by CA Sanjay Soni with the SAs, since the audit work done by the EP has been referred to in the Audit Report of the Statutory Auditor, CAS. We observe from the various communications between the Company, the Branch Auditor and the Statutory Auditor that the whole Branch Audit engagement was performed by the Branch Auditors as per the scope of work provided by the company in consultation with the Statutory Auditors. The scope describes the engagement as a branch statutory audit under the Act. The Branch Auditors accepted the "Statutory Branch Audit" assigned by the Company and issued the "Independent Branch Auditors' Report" stating therein that *"we have taken into account provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance"*. Since these branch audit reports are clearly referred to by the Company's Statutory Auditor (CAS) in its report to the members of the Company, we examine here the extent of compliance with the applicable SAs by the Branch Auditor notwithstanding the violation of ethical standards, the Chartered Accountants Act, 1949 and of the Companies Act, 2013 in accepting an invalid appointment as the Branch Auditor. The principles and procedures laid down in the SAs including professional skepticism, audit documentation, sufficiency and appropriateness of audit evidence, audit planning, materiality, engagement risk, nature, timing and extent of evidence-gathering procedures and reporting are all applicable in the branch audit as well, being an audit of historical financial information. Accordingly, the various violations of the SAs with which the EP was charged in the SCN are discussed in the following paragraphs.

Non-Compliance with SA 210 "Agreeing the Terms of Audit Engagements"

⁴ Independent Auditor's Report of DHFL dated 30.04.2018 issued by CA Jignesh Mehta on behalf of CAS, available in the public domain (<https://www.bseindia.com/bseplus/AnnualReport/511072/5110720318.pdf> - Last accessed 29.09.2023)

23. The EP was charged with non-compliance with SA 210⁵ and displaying an absence of professional skepticism and professional judgment in documenting the objective and scope of the audit, thereby violating SA 200⁶ as well. SA 210⁷ stipulates that the auditor shall agree to the terms of the audit engagement with management or Those Charged With Governance (TCWG) and that subject to paragraph 11 of the SA, the agreed terms of the audit engagement shall be recorded in an audit engagement letter or other suitable forms of a written agreement and shall include (a) the objective and scope of the audit of the financial statements; (b) the responsibilities of the auditor; (c) the responsibilities of management; (d) identification of the applicable financial reporting framework for the preparation of the financial statements; and (e) reference to the expected form and content of any reports to be issued by the auditor and a statement that there may be circumstances in which a report may differ from its expected form and content.
24. Responding to the charges, the EP stated that the appointment letter and its acceptance by the EP contained all the required details as per SA 210. He further submitted that *“It can be seen from the Company’s appointment letter that the same gives clear scope of work not only as per the Companies Act but also the specific requirement of work, and also the Guideline for Statutory Audit of Branches... As we were carrying out Branch Audit for last many years, the assignment was of recurring nature and since there was no change in the scope of work and the engagement terms as that of from the first year of our appointment, we by giving acceptance to the Company’s appointment letter has actually agreed to the scope of work which were elaborately outlined and is, therefore, our agreement on Audit Engagement Terms.”*
25. The contention of EP is not acceptable. The copy of the appointment letter acknowledged by the Audit Firm and the covering letter to it (that conveys the acceptance of the engagement) did not contain all the details required by Para 9, 10 and 11 of SA 210. It was deficient in terms of the objective of the audit, a proper description of the responsibilities of the auditor and the management and the applicable financial reporting framework⁸. Such an audit engagement letter (as prescribed by SA 210) was not found to have been issued by EP. The EP’s response above shows a flawed understanding of the scope of SA 210.
26. Para 10 of SA 210 which refers to para 11 of the SA states that if **law or regulation prescribes in sufficient detail the terms of the audit engagement referred to in paragraph 10**, the auditor need not record them in a written agreement, except for the fact that such law or regulation applies, and that management acknowledges and understands its responsibilities. While the EP admits that the engagement was a branch statutory audit under section 143(8) of the Act, the EP ignored that para 11 of SA 210 can be invoked only if the terms of audit engagement such as the objective of the audit, the responsibilities of management, applicable financial reporting framework and expected form and contents of the audit report are prescribed by the Law, i.e., Section 143(8) of the Act. This was not the

⁵ SA 210, Agreeing the Terms of Audit Engagements.

⁶ Para 15 and 16 of SA 200, Overall Objectives of the Independent Auditor and the Conduct of an Audit in Accordance with Standards on Auditing.

⁷ Para 9, 10 and 11 of SA 210

⁸ The sample engagement letter provided in appendix I of SA 210 may be referred.

case since the engagement was for a branch statutory audit and certain other specific engagements decided by the Company.

27. Between 2015-16 and 2016-17, there was a significant change in the circumstances relating to the branch audit. In 2015-16 the AGM decided to have a separate branch auditor and company's auditor, while in subsequent years there was only one auditor (CAS) to audit the Company and all its branches.
28. We conclude that the EP's negligence of the provisions of SA 210 has resulted in accepting an invalid appointment and issuing a report that is not legally valid. Thus, apart from the non-compliance with SA 210, this shows the absence of professional skepticism and professional judgment in understanding the objective and scope of the audit, thereby violating SA 200 also. Therefore, the charges in para 23 above regarding non-compliance with SA 210 and SA 200 stand proved.

Non-Compliance with SA 230 "Audit Documentation"

29. The EP was charged with non-compliance with SA 230⁹. EP's audit documentation does not give evidence of the nature, timing and extent of audit procedures performed, results of those audit procedures and conclusions reached during the audit as required by SA 230. In terms of SA 230, the objective of the auditor is to prepare documentation that provides a sufficient and appropriate record of the basis for the auditor's report; and evidence that the audit was planned and performed in accordance with SAs and applicable legal and regulatory requirements. In the absence of the required documentation, the audit report EP issued to CAS, the Statutory Auditor, was without adequate basis and was in violation of SAs.
30. The EP denied all the charges and submitted that the "*audit file is commensurate with the nature & scope of the work so assigned. I have submitted report on branch's financial information summary wherein verification of Risk Assessment, parameters for materiality level, Internal control and summary of discussion with branch head etc. were provided. Based on the said documents, the branch audit report was issued to the Company Auditor & there is no violation of SAs in this regard... Since I was engagement partner for many years for the said assignment, I was conversant with the business operations of the Branch and how the internal financial controls were maintained. The scope of the work was elaborately stated in the appointment letter and the planning & the strategy for carrying out the audit was prepared in accordance with normal audit procedure... the previous auditor's report was referred to & the opening balances were checked with the previous audited trial balance... The sample size etc. was part of the scope of work defined in the appointment letter. Thus, there was no violation of the SAs*".
31. The EP's contention is not acceptable in view of the absence of documentation in this regard. For instance, "*branch's financial information summary*" document referred to by the EP (a) does not fulfil mandatory documentation requirements of SA 315¹⁰ as regards

⁹ SA 230 – Audit Documentation

¹⁰ Para 32 of SA 315, Identifying and Assessing the Risk of Material Misstatement through Understanding the Entity and its Environment.

Risk Assessment, (b) mentions only parameters for materiality without determination of any performance materiality and planning materiality¹¹ for the subject audit engagement and (c) contains no summary of discussion with the branch head or description of any other procedure performed by the EP. The referred document only mentioned the final conclusion of the EP about several “*Significant Risk*” wherein the EP himself identified that certain “*Significant Risk*” were not addressed by the existing Internal Controls and that there were “*no cross control document/report maintained*” for them. EP’s contentions that “*Since I was engagement partner for many years for the said assignment, I was conversant with the business operations of the Branch and how the internal financial controls were maintained*” is not acceptable since it is the fundamental stipulation of SA 230 that the auditor shall assemble the audit documentation in an audit file (and not multiple audit files of different years). Further, EP’s contentions that “*The sample size etc. was part of the scope of work defined in the appointment letter*” are not acceptable as we find that the conditions in the appointment letter do not evidence basis for EP's work and conclusions. The SAs cast a responsibility¹² on the auditor to design and perform audit procedures to obtain sufficient appropriate audit evidence on which to base the audit opinion. The terms given by the company cannot substitute this responsibility. There is no evidence that any of the sampling and the related procedures as detailed in SA 530 have been complied with by the EP, while the audit opinion is based on sample testing. There is no evidence to show compliance with the determination of sample design, sample size and audit procedures performed on it. There is no evidence in the Audit File to indicate that the EP had performed audit procedures and, as required by Paragraph 8 of SA 230, documented the conclusion, nature, timing and extent of the procedures performed, as detailed below.

32. As explained by SA 230, the nature and purposes of audit documentation are to provide evidence of the auditor’s basis for a conclusion about the achievement of the overall objectives of the auditor; and evidence that the audit was planned and performed in accordance with SAs and applicable legal and regulatory requirements. SA 230 lists “enabling the conduct of quality control reviews and inspections in accordance with SQC 1; and enabling the conduct of external inspections in accordance with applicable legal, regulatory or other requirements” among the additional purposes that are served by the audit documentation. Para 7 of SA 230 emphasises the “Timely Preparation of Audit Documentation” i.e. in a manner contemporaneous with the events that are being sought to be documented.
33. Apart from SA 230, there are other SAs that also require the documentation of events, data, evidence, opinions and conclusions. SA 230 makes it very clear that reliance can be placed only on the audit file as evidence of what was done. Para A5 of SA 230 makes explicit that: “Oral explanations by the auditor, on their own, do not represent adequate support for the work auditor performed or conclusions the auditor reached, but may be used to explain or clarify information contained in the audit documentation”. Para 14 of SA 230 mandates that the auditor shall assemble the audit documentation in an audit file and complete the

¹¹ As required by SA 320 Materiality in Planning and Performing an Audit

¹² SA 500 and SA 530, among other SAs

administrative process of assembling the final audit file on a timely basis after the date of the auditor's report.

34. SA 230 requires that the auditor shall prepare audit documentation that is sufficient to enable an experienced auditor, having no previous connection with the audit, to understand (a) The nature, timing, and extent of the audit procedures performed to comply with the SAs and applicable legal and regulatory requirements, (b) The results of the audit procedures performed, and the audit evidence obtained, and (c) Significant matters arising during the audit, the conclusions reached thereon, and significant professional judgments made in reaching those conclusions.
35. SA 230 further requires that in documenting the nature, timing and extent of audit procedures performed, the auditor shall record (a) The identifying characteristics of the specific items or matters tested; (b) Who performed the audit work and the date such work was completed; and (c) Who reviewed the audit work performed and the date and extent of such review.
36. The Audit File does not contain the basic documentation such as:
 - a. Understanding the branch operations, internal controls and responsibilities at various levels in the branch (refer to SA 315¹³).
 - b. Audit plan made after understanding the branch operations in accordance with SA 300
 - c. Determination of materiality levels (refer to SA 320¹⁴). There is no documentation of materiality for the loans. Also, there is no documentation of the basis of materiality and how the materiality arrived at is used in the audit.
 - d. Understanding of the IT system controls (refer to SA 315)
 - e. Observations from previous audits, inspection reports, and internal audit reports (refer to SA 315)
 - f. Proof of verification of trial balance items, including assets (substantive audit procedures)
 - g. Procedures adopted to verify the loans sanctioned during the year (substantive audit procedures)
 - h. KYC verification, anti-money laundering verification, security verification (substantive audit procedures).
37. In the absence of such proof documented in the audit file, the inevitable conclusion is that the requirements of the SAs are not met. The above facts are evidence that the EP did not follow the requirements of SA 230 and the audit documentation does not give evidence of the nature, timing and extent of audit procedures performed, results of those audit procedures and conclusions reached during the audit. Hence the charges in para 29 above regarding non-compliance with SA 230 stand established.
38. The lack of sufficient documentation in an audit is not merely a technical and procedural formality but is a serious issue that strikes at the very root of the audit and may defeat the very purpose of the audit itself. Lack of sufficient documentation has been viewed

¹³ SA 315, Identifying and Assessing the Risks of Material Misstatement Through Understanding the Entity and its Environment.

¹⁴ SA 320, Materiality in Planning and Performing an Audit

seriously by national and international regulators as well. For example, in the matter of Bharat Parikh & Associates Chartered Accountants, dated 19-03-2019, the US audit regulator PCAOB took a serious view on the lack of sufficient documentation and imposed penalties and sanctions for violations including insufficient documentation. The PCAOB Order states “*Audit documentation must contain sufficient information to enable an experienced auditor, having no previous connection with the engagement to (a) understand the nature, timing, extent, and results of the procedures performed, evidence obtained, and conclusions reached, and (b) determine who performed the work and the date such work was completed as well as the person who reviewed the work and the date of such review.....the documentation for each of those audits was insufficient to demonstrate the nature, timing, extent, and results of the procedures performed, evidence obtained, and conclusions reached, including in those areas of the audits involving significant risks. For the FY 2016 and 2017 Issuer A audits, the documentation also failed to demonstrate who performed the work and the date such work was completed. Additionally, in each of the Issuer A and Issuer B audits, the audit documentation was insufficient to demonstrate which aspects of the audit and which audit documentation Bharat Parikh reviewed*”.

Non-Compliance with SA 700, “Forming an Opinion and Reporting on Financial Statements”

The EP was charged with non-compliance with SA 700. As per SA 700¹⁵ in order to form an opinion, the auditor shall conclude as to whether the auditor has obtained reasonable assurance whether the financial statements as a whole are free from material misstatement, whether due to fraud or error. Such a conclusion shall take into account, inter alia, whether sufficient appropriate audit evidence has been obtained and whether uncorrected misstatements are material, individually or in aggregate. Since the unmodified opinion expressed by the EP is not supported by evidence, the EP was charged that he did not comply with SA 700¹⁶.

39. The EP has not specifically replied to the charge other than the contentions mentioned in para 30 above.
40. The EP has not even determined any planning and performance materiality in terms of SA 320. The details of audit procedures performed and the conclusions reached thereon are also not available in the Audit File. As per the SAs, the EP is required to evaluate the effect of the misstatements, if any, and decide to appropriately modify his opinion. In the absence of documented procedures and conclusions, there is no evidence that the EP has obtained reasonable assurance that the financial information is free from material misstatements. Thus, the EP issued an opinion without complying with the requirements of SA 700.
41. Therefore, in the absence of any documented conclusions, determination of materiality and assessment of the risk of material misstatements and the test of controls and for reasons stated in para 30 to 35 above related to audit documentation, we observe that the unmodified

¹⁵ Para 10 to 12 of SA 700, Forming an Opinion and Reporting on Financial Statements

¹⁶ Para 11 of SA 700

opinion issued by EP is baseless. Hence, the charges in para 38 above regarding non-compliance with SA 700 stand proved.

Non-Compliance with other SAs

42. The EP was charged with non-compliance with the following provisions of SAs:
- a. Para 6, 7, 8, 9 & 10 of SA 300¹⁷ as the EP failed in establishing an overall audit strategy and development of audit plan etc. in accordance with SA 300.
 - b. Para 5, 6 & 11 of SA 315 and para 1, 5 & 6 of SA 330¹⁸ as the audit file lacks any documentation regarding the performance of risk assessment procedures for material misstatements at the financial statement level and assertion level and response to such risks etc.
 - c. Para 10, 11 & 14 of SA 320 for determining materiality, performance materiality and documentation thereof.
 - d. Para 5, 6, 8, 14 & 15 of SA 450 absent the evaluation of identified misstatements and uncorrected misstatements
 - e. Para 5, 6 and 8 of SA 510¹⁹ relating to the performance of necessary audit procedures and obtaining sufficient and appropriate audit evidence to ascertain the accuracy of Opening Balances and the accounting policies reflected in the Opening Balances.
 - f. Para 6 of SA 520²⁰ relating to design and performance of analytical procedures.
 - g. Para 4, 6, 7, 8 & 9 of SA 530²¹ relating to the determination of sample design, sample size and required audit procedures.
 - h. Para 8, 9 & 10 of SA 580²² regarding obtaining written representations from the management about their responsibilities.
43. The EP has not separately replied to the charge except for the contentions mentioned in para 30 above.
44. The reply of the EP is not acceptable in the absence of any evidence in the Audit File. The replies are also not in conformity with the SAs for the reasons stated in Para 31 to 37 above related to audit documentation.

D. ARTICLES OF CHARGES OF PROFESSIONAL MISCONDUCT BY THE EP

45. Given the above-mentioned actions and omissions, it is established that CA Sanjay Soni did not comply with the stipulations in the Chartered Accountants Act, 1949 regarding the acceptance of the statutory audit engagement and showed gross negligence and lack of due diligence while accepting an invalid appointment as auditor. In addition to accepting a legally invalid appointment, the EP also did not ensure the audit quality. The EP was

¹⁷ SA 300, planning an Audit of Financial Statements.

¹⁸ SA 330, The Auditor's Responses to Assessed Risks

¹⁹ SA 510, Initial Audit Engagements – Opening Balances

²⁰ SA 520, Analytical Procedures

²¹ SA 530, Audit Sampling

²² SA 580, Written Representations

grossly negligent in performing his professional duties by not adhering to the requirements laid down by the relevant SAs. This has led to the issuance of an audit report not backed by valid audit evidence and the absence of quality in the audit work. Specifically, the following failures on the part of EP Sanjay Soni as contained under the Articles of Charges in the SCN are established.

- a) Failure to exercise due diligence and ascertain from the audited Company whether the requirements of Sections 139 of the Act in respect of such appointment had been duly complied with, as explained and proved in part C-I above. (As per Section 22 and Clause 9 of Part I of the First Schedule to the CAs Act);
- b) Failure to exercise due diligence and being grossly negligent in the conduct of professional duties, because of the lapses and omissions as explained and proved in parts C-I and C-II above. (As per Section 22 and Clause 7 of Part I of the Second Schedule to the CAs Act);
- c) Failure to obtain sufficient information which is necessary for the expression of an opinion or its exceptions are sufficiently material to negate the expression of an opinion, because of the lapses and omissions as explained and proved in part C-II above. (As per Section 22 and Clause 8 of Part I of the Second Schedule to the CAs Act); and
- d) Failure to invite attention to material departure from the generally accepted procedures of audit applicable to the circumstances of the audited Company, because the EP certified in the report that the audit was done as per SAs mandated under section 143 of the Act and committed the lapses and omissions as explained and proved in part C-II above. (As per Section 22 and Clause 9 of Part I of the Second Schedule to the CAs Act).

Thus, we find that EP Sanjay Soni committed professional misconduct, as defined in the respective clauses of the CAs Act, the meaning of which is conceived under Section 132 (4) of the Companies Act as amounting to professional misconduct.

E. PENALTY AND SANCTIONS

46. Section 132(4) of the Companies Act, 2013 provides for penalties in a case where professional misconduct is proved. The law lays down a minimum punishment for such misconduct.
47. The information contained in the Financial Statement, in this case, includes material information from the Branches of the Company, where a substantial part of the lending activities was carried out.
48. A Branch Auditor is duty-bound to examine and ascertain the integrity of the underlying information forming Financial Statements of such entities²³ in the larger public interest.
49. In this case, while all the documents and reports described the engagement as a statutory branch audit and while in substance as well as in form it was a statutory branch audit, none of the legal requirements regarding the appointment of the statutory audit were complied

²³ As defined in Rule 3 of NFRA Rules 2018

with. More importantly, the EP performed the audit as a statutory audit. He was well aware that these reports would ultimately be used by the Company's auditor, to whom these reports were addressed. The EP also certified in his report that the engagement is performed as per SAs. Despite all these facts, the evidence shows several non-compliance with applicable SAs. The nature and extent of non-compliance with the SAs led to a baseless audit opinion, which was finally referred to in the report of Chaturvedi & Shah, the Company's statutory auditors.

50. The EP in the present case was required to ensure compliance with SAs to achieve the necessary audit quality and lend credibility to the reports he issued to facilitate the Company's Auditor to issue their report on the Financial Statements. As detailed in the foregoing paragraphs, there were deficiencies in the Audit right from the acceptance of the Audit without due diligence in ascertaining the validity of the offer, to the actual conduct of the audit, which establishes his gross negligence resulting in professional misconduct. In fact, accepting an audit assignment in contravention of the Law and continuing it in non-conformity with the SAs, constitutes a flagrant violation of the Law. We also conclude that despite being a qualified professional, CA Sanjay Soni has not adhered to the Standards on Auditing and the provisions of the law.
51. As demonstrated by the discussions above, there are gaps in his understanding of SAs that need to be addressed.
52. We also note that the EP has admitted the lapse in accepting the Audit. Considering the fact that professional misconducts have been proved and considering the nature of violations and principles of proportionality and keeping in mind the deterrence, signalling value of the sanctions and time required for improvement in knowledge gaps we, in the exercise of powers under Section 132(4)(c) of the Companies Act, 2013, proceed to order the following sanctions:
 - i. Imposition of a monetary penalty of ₹ 100,000 (One Lakh) upon CA Sanjay Soni;
 - ii. CA Sanjay Soni is debarred for **six months** from being appointed as an auditor or internal auditor or from undertaking any audit in respect of financial statements or internal audit of the functions and activities of any company or body corporate.
53. This order will become effective after 30 days from the date of issue of this order.


Sd/
(Dr Ajay Bhushan Prasad Pandey)
Chairperson

Sd/-
(Dr Praveen Kumar Tiwari)
Full-Time Member

Sd/-
(Smita Jhingran)
Full-Time Member

Authorised for issue by the National Financial Reporting Authority.

Date: 29.09.2023
Place: New Delhi


(Vidhu Sood)
Secretary

सचिव / Secretary
राष्ट्रीय वित्तीय रिपोर्टिंग प्राधिकरण
National Financial Reporting Authority
नई दिल्ली / New Delhi

To,
CA Sanjay Soni,
ICAI Membership No - 114835,
Partner, M/s Lahoti Navneet & Co.,
Chartered Accountants,
(ICAI Firm Registration No: 116870W)
516-Omkar Summit Business Bay, Behind
Gurunanak Petrol Pump, Near Western Express
Highway Metro Station, Andheri East,
Mumbai-400093
Email: casanjayrsoni@gmail.com
info.lahotinavneetandco@gmail.com

Copy To: -

- (i) Secretary, Ministry of Corporate Affairs, Government of India, New Delhi.
- (ii) Reserve Bank of India
- (iii) Securities and Exchange Board of India, Mumbai.
- (iv) Secretary, Institute of Chartered Accountants of India, New Delhi.
- (v) The Compliance Officer, DHFL
- (vi) IT-Team, NFRA for uploading the order on the website of NFRA.