

कार्यालय प्रधान महालेखाकार (लेखापरीक्षा-प्रथम), मध्य प्रदेश, ग्वालियर
ऑडिट भवन, झाँसी रोड ग्वालियर-474002

कार्यालय आदेश क्रमांक : QCC/SOP/2025/01

दिनांक: 01-05-2025

कार्यालय आदेश-1

भारत के नियंत्रक महालेखापरीक्षक कार्यालय द्वारा सरकारी स्वामित्व / नियंत्रण वाली अन्य कम्पनियों के संबंध में मानक संचालक प्रक्रिया जारी की गयी है (SOP की प्रतिलिपि संलग्न)। भारत के नियंत्रक महालेखापरीक्षक को कंपनी अधिनियम, 2013 की धारा 139(5) एवं 139(7) के अंतर्गत सरकारी कंपनियों के लिए संविधिक लेखापरीक्षक की नियुक्ति एवं धारा 143(5), 143(6) एवं 143(7) के तहत संविधिक लेखापरीक्षक को दिशानिर्देश जारी करने तथा वित्तीय लेखों की पूरक लेखापरीक्षा के संबंध में कर्तव्य एवं अधिकार का अधिदेश प्राप्त है।

परन्तु यह देखा गया है कि जिन कंपनियों में सरकार का शेयर पर अधिकार 51% से कम है (कंपनी अधिनियम, 2013 की धारा 2(25) के अंतर्गत सरकारी कंपनी नहीं) परन्तु उस पर सरकारी स्वामित्व / नियंत्रण सरकार के पास है इसके बावजूद उनके सांविधिक लेखापरीक्षक की नियुक्ति भारत के नियंत्रक महालेखापरीक्षक द्वारा नहीं की जा रही है। क्योंकि ये कम्पनियाँ अपने लेखों को सी.ए.जी. को प्रस्तुत नहीं करती हैं एवं ये सरकारी नियंत्रण को अन्य तरीके से परिभाषित करती हैं। जबकि कोरपोरेट मामलों के मंत्रालय, भारत सरकार द्वारा जारी परिपत्र दिनांक 31-07-2014 के तहत 'नियंत्रण' शब्द की परिभाषा को पूर्ण रूप से स्पष्ट किया गया है। कंपनी अधिनियम, 2013 के सेक्शन 2(27) के तहत परिभाषित 'नियंत्रण' के अनुसार यदि नियंत्रण सरकार के पास है तो वो सरकारी कंपनी की श्रेणी में आता है एवं उसके सांविधिक लेखापरीक्षक की नियुक्ति, पूरक एवं नमूना लेखापरीक्षा का अधिकार सी.ए.जी. को है।

मुख्यालय द्वारा SOP के जारी के निम्नलिखित उद्देश्य हैं:

1. इस तरह की सरकारी स्वामित्व / नियंत्रण वाली अन्य कम्पनियाँ जो सीएजी के लेखापरीक्षा अधिदेश के बाहर हैं उनकी पहचान करना,
2. कंपनी अधिनियम के तहत सी.ए.जी. को प्राप्त लेखापरीक्षा अधिदेश को इन कंपनियों पर लागू करना।

उपरोक्त उद्देश्यों के लिए मुख्यालय द्वारा इस संबंध में विस्तृत मानक संचालन प्रक्रिया (SOP) जारी की गयी है जिसमें फील्ड कार्यालय द्वारा किये जाने वाले कार्यों को परिभाषित किया गया है जो निम्नानुसार है:-

1. राज्य सरकार के सभी मंत्रालयों / विभागों एवं मौजूदा कंपनियों को कोरपोरेट मामलों के मंत्रालय के पत्र दिनांक 31-07-2014 के संबंध में सूचित करना (पत्र संलग्न) एवं यदि किसी अन्य कंपनी के बारे में जानकारी प्राप्त होती है तो उसका पूर्ण विवरण एकत्रित करना जैसे : Date of incorporation, MOA, AOA, Bye Laws, डायरेक्टरों की सूची, बोर्ड ऑफ़ डायरेक्टर के मीटिंग के एवं स्टेट गवर्नमेंट ऑर्डर्स राज्य सरकार के आदेशों की प्रति।
2. उपरोक्त जानकारी अपैक्स इकाई के लेखापरीक्षा के दौरान भी एकत्रित किया जावे एवं इन मुद्दे को नियमित लेखापरीक्षा में शामिल किया जावे।
3. इस बात की प्रबल सम्भावना है कि स्वायत्त निकायों/प्राधिकरणों द्वारा इस तरह की कंपनियों को बनाया गया हो। परन्तु कार्पोरेट मामलों के मंत्रालय, भारत सरकार द्वारा दिसम्बर 2016 में स्पष्ट किया गया है कि निगम / स्वायत्त निकायों द्वारा धारित किये जाने वाली हिस्सेदारी - सरकार द्वारा की गयी हिस्सेदारी नहीं मानी जाएगी एवं कंपनी अधिनियम की धारा 2(45) के अन्तर्गत सरकारी कंपनी नहीं मानी जाएगी। अतः नगर निगम / स्थानिय निकायों द्वारा बनाई गयी कंपनियां सीएजी के लेखापरीक्षा अधिदेश में तभी आ सकती है यदि यह निश्चित हो जावे की इन कंपनियों पर कम्पनी अधिनियम 2013 की धारा 2(27) के तहत परिभाषित एवं MOA, AOA एवं Bye laws के अंतर्गत उस पर केंद्र / राज्य सरकार का नियंत्रण है।

नियंत्रण सरकार का तभी माना जावेगा यदि-

- i. अधिकतम निर्देशकों की नियुक्ति का अधिकार केंद्र/राज्य सरकार का हो,
- ii. प्रबंधन पर नियंत्रण सरकार का हो,
- iii. नीतिगत निर्णय लेने में सरकार की भूमिका हो।

उपरोक्त मानक संचालन प्रक्रिया (SOP) के अनुपालन एवं निगरानी हेतु निम्न प्रक्रियाओं का पालन किया जाना है.

1. सभी AMG's प्रत्येक वर्ष मार्च माह में इस बाबत जानकारी एकत्रित करने हेतु अपने से संबंधित विभागों को पत्र लिखेंगे (वर्ष 2025-26 हेतु पत्र प्राप्ति के बाद तुरंत)
2. पत्र की एक प्रति QCC -कमर्शियल को भी भेजेंगे।
3. विंग के समस्त ऑडिट पार्टी, अपैक्स इकाई के ऑडिट के समय पर इस बाबत ऑडिट मेमो जारी कर जानकारी प्राप्त करेंगे।
4. वरिष्ठ लेखापरीक्षा अधिकारी/ QCC इस कार्य हेतु नोडल अधिकारी होंगे।
5. उपरोक्त पत्र के संबंध में कोई भी जानकारी (चाहे निरंक हो, तो भी) प्राप्त होने पर उसे प्राप्त विवरणों / अनुलग्नक सहित QCC सेक्शन को प्रेषित करेंगे।

6. QCC सेक्शन उस जानकारी की सम्पूर्णता एवं सत्यता की जाँच कर मुख्यालय को प्रेषित करेगा।
7. सभी AMG's इसे अपने COR में वार्षिक विवरणी के रूप में शामिल करेंगे।
8. एक माह तक जानकारी प्राप्त न होने की अवस्था में स्मरण पत्र जारी करेंगे।
9. दल या विंग इस प्रकार की सरकारी स्वामित्व / नियंत्रण वाली अन्य कंपनियों जिसमें सरकार का शेयर 51% से कम हो एवं CAG के ऑडिट अधिदेश (audit mandate) में शामिल नहीं है, ऐसी किसी कंपनी की जानकारी प्राप्त होने पर उस कम्पनी के सम्बन्ध में निम्नलिखित जानकारी/कागजात एकत्रित करेंगे:

- I. Government orders for formation of Company,
- II. Certificate of incorporation,
- III. Shareholding pattern,
- IV. Paid up Capital,
- V. Memorandum of Association,
- VI. Article of Association,
- VII. Bye Laws,
- VIII. List of Directors,
- IX. Power of appointment of Directors,
- X. Agenda and Minutes of BOD since inception to till date, and
- XI. Any order issued by Central/State Government/ Administrative Department.
- XII. Any other relevant material in context of enclosed SOP of Headquarters.

(प्रधान महालेखाकार महोदय द्वारा अनुमोदित)

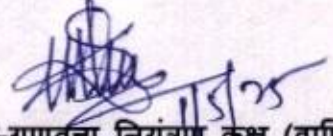
संलग्नक: उपरोक्तानुसार

हस्ता-

वरिष्ठ लेखापरीक्षा अधिकारी-गुणवत्ता नियंत्रण कक्ष (वाणिज्यक)
सह नोडल अधिकारी

प्रतिलिपि सूचनार्थ एवं आवश्यक कार्यवाही हेतु:-

1. सचिव, प्रधान महालेखाकार
2. सचिवालय, उप महालेखाकार/ एमजी-1,एमजी-2, एमजी-3, एमजी-4, एमजी-5 एवं प्रशासन
3. वरिष्ठ लेखापरीक्षा अधिकारी- स.एम.यु एवं ए.पी.डी.ए.सी.
4. वरिष्ठ लेखापरीक्षा अधिकारी (रिपोर्ट) एमजी-1,एमजी-2, एमजी-3, एमजी-4, एमजी-5 एवं प्रशासन
- ✓ 5. श्री अमित कुमार मिश्रा, स.ले.प.अ. को उक्त कार्यालय आदेश को इन्टरनेट एवं इटरनेट पर अपलोड करने हेतु


वरिष्ठ लेखापरीक्षा अधिकारी-गुणवत्ता नियंत्रण कक्ष (वाणिज्यक)
सह नोडल अधिकारी

भारत के नियंत्रक एवं महालेखापरीक्षक का कार्यालय
9, दीन दयाल उपाध्याय मार्ग,
नई दिल्ली-110 124



OFFICE OF THE COMPTROLLER &
AUDITOR GENERAL OF INDIA
9, DEEN DAYAL UPADHYAYA MARG,
NEW DELHI - 110 124

दिनांक / DATE 29/01/2025

सेवा में,

सभी क्षेत्रीय लेखापरीक्षा कार्यालयों के प्रमुख
(Commercial Audit Wing के अंतर्गत)

विषय: Standard Operating Procedure (SoP) in respect of Government
owned/controlled other companies

महोदया / महोदय,

The Companies Act, 2013 gives mandate to the CAG to appoint statutory auditor of Government companies and Government owned/controlled other companies {Section 139(5) and 139(7)}. The duties and powers of the CAG in their case also include issuing directions to the statutory auditor, conducting supplementary audit of the financial statements and conducting test audit {Section 143(5), 143(6) and 143(7)}.

2. It has been noticed that some Government owned/controlled other companies are either not approaching the CAG Office or approaching after quite a few years for appointment of statutory auditor.

3. In this connection, Standard Operating Procedure (SoP) has been prepared to streamline the process regarding audit of Government owned/controlled other companies as per provisions of the Companies Act, 2013. Copy of the SoP is enclosed for necessary action by all concerned offices.

4. This issues with the approval of the Deputy CAG (Commercial).

संलग्न: Copy of Standard Operating Procedure.

भवदीय,

मध्य क्षेत्र / Central Region
आयरी संख्या / Diary No. 36-E
दिनांक / Date 03-2-25

Sd/-
(Naveen Singhvi)
Principal Director (Commercial-II)

ADAI (CR) SECTT.

Diary No. 66

Date 30/01/25

DG (CR) SECTT.


Diary No. 256

Date 30/01/25

Scan 20/01/25
20/01/25
Amir
31/1/25

प्रति:

1. DAI (F&C)
2. DAI (Defence & LGA)
3. DAI (Railways)
4. DAI (RC)
5. DAI (NR)
6. DAI (CRA & CTO)
7. ADAI (SR)
8. ADAI (NCR)
9. ADAI (WR)
- ✓ 10. ADAI (CR)
11. ADAI (ER)
12. ADAI (NER)
13. DG (Commercial-I)
14. Secretary to DAI (C)


Principal Director (Commercial-II)

Standard Operating Procedure (SoP) in respect of Government owned/controlled other companies

1. Introduction

Section 139(5)/139(7) of the Companies Act, 2013 provides that in the case of a Government company or *any other company owned or controlled, directly or indirectly, by the Central Government, or by any State Government or Governments, or partly by the Central Government and partly by one or more State Governments*, the CAG shall, in respect of a financial year, appoint auditor/first auditor. Ministry of Corporate Affairs (MCA) vide Circular No.33/2014 dated 31.07.2014 has clarified that the words "*any other company owned or controlled, directly or indirectly by the Central Government and partly by one or more State Government*" appearing in sub-sections (5) and (7) of Section 139 of the Companies Act, 2013 are to be read with the definition of 'control' in Section 2(27) of the Companies Act, 2013.

Section 2(27) stipulates that "control" shall include the right to appoint majority of the Directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner. MCA vide ibid Circular has also clarified that documents like articles of association and shareholders' agreements etc. envisaging control under Section 2(27) are to be taken into account while deciding whether an individual company is covered under Section 139(5)/139(7) of the Companies Act, 2013.

Section 2(45) of the Companies Act, 2013 defines Government company as a company in which not less than 51 *per cent* of paid-up share capital is held by Government i.e., Central Government or by one or more State Governments or partly by Central Government and partly by State Government(s) and includes subsidiary of a Government company. Thus, the Government owned/controlled other companies are those companies where the shareholding of the Government is lower than 51 *per cent* but the still the Government exercises control over such companies as defined under Section 2(27) of the Companies Act, 2013.

Government companies and Government owned/controlled other companies, where statutory auditor is appointed by the CAG under provisions of Section 139(5)/139(7) of the

Companies Act, 2013, are also subject to Section 143(5), 143(6) and 143(7) of the Companies Act, 2013 where the duties and powers of the CAG include issuing directions to the statutory auditor, conducting supplementary audit, conducting test audit etc.

2. Present system of appointment of first statutory auditor by CAG

MCA vide Circular dated 31.07.2014 has clarified that it will be the responsibility of both, the relevant company and the Government concerned to inform the CAG about incorporation of a company subject to audit by an auditor to be appointed by the CAG for the purpose of appointment of first auditor. Similar provisions exist in CAG's Regulations on Audit and Accounts, 2020 under Regulation 55 and 56.

Accordingly, on receipt of request from the company/Government along with the requisite information like paid-up capital, certificate of incorporation, memorandum & article of association, administrative Ministry/Department etc. for appointment of statutory auditor of the Government company/Government owned/controlled other company, the Commercial Audit Wing of Headquarters initiates process for appointment of statutory auditor under provisions of the Companies Act, 2013 and entrustment of audit to Field Audit Office.

However, in some instances, it has been observed that the Government owned/controlled other companies are seldom not clear whether they are under CAG's audit jurisdiction for appointment of statutory auditor and audit under provisions of the Companies Act, 2013. Further, in some cases it has been observed that there has been different interpretation of the word 'control' by the companies with respect to the applicability of provisions of Section 139(5)/139(7) for appointment of statutory auditor by the CAG in their case. Resultantly, such companies have either not approached CAG Office or have approached after quite a few years for appointment of statutory auditor.

3. Objective of the SoP

In order to cover all the Government owned/controlled other companies under CAG's mandate as per provisions of the Companies Act, 2013, SoP has been prepared with the objective of clearly laying down the process to be followed for identifying Government owned/controlled other companies to help in proper implementation of provisions of the Companies Act, 2013 regarding CAG's mandate in case of Government owned/controlled other companies.

A. Action to be taken centrally by Commercial Audit Wing in Headquarters

- A yearly exercise would be carried out by Commercial Audit Wing requesting MCA to instruct the Registrar of the Companies (RoC) to have a preliminary assessment of new companies considering the shareholding pattern and composition of the Board of Directors of the companies and, in case it appears to RoC/MCA that the companies are falling under CAG's mandate in terms of MCA's Circular dated 31.07.2014, such cases may be brought to the notice of CAG Office for appointment of statutory auditor under provisions of the Companies Act, 2013.
- A yearly exercise would be carried out by Commercial Audit Wing requesting the Institute of Chartered Accountants of India to sensitize the Chartered Accountant fraternity to not accept statutory audit of the financial statements of such Government owned/controlled other companies where their appointment is made by the Management of such companies instead of by the CAG in view of the fact that the Chartered Accountants Act, 1949 (Clause 9 of Part-I) casts a responsibility upon the Auditor to ascertain from the company whether the requirements of Section 139 of the Companies Act, 2013 or any other law pertaining to appointment of Auditors have been complied with. Further, ICAI would be requested to sensitize its members to forward details of these identified cases to the O/o CAG of India.
- Commercial Audit Wing would take required steps for appointment of statutory auditor and entrustment of audit of these companies to concerned Field Audit Offices.

B. Action to be taken by Field Audit Offices and respective Headquarters Wings

- A yearly exercise should be carried out by the Field Audit Office apprising various Ministries/ Departments of the Government as well as the existing companies under their jurisdiction about MCA's Circular dated 31.07.2014. If instances of existing or new Government owned/controlled other companies, which are still not under CAG's mandate, come to the notice, the same may be brought to the notice of CAG Office. The similar exercise may be clubbed with during audit of apex auditable unit with regular audit plan.
- If instances of existing or new Government owned/controlled other companies, which are still not under CAG's mandate, come to the notice of the Desks/functional Wings in CAG Office

during examination of draft audit reports or draft comments or otherwise, the same may be brought to notice of Commercial Audit Wing.

- The following areas may be kept in focus while carrying out this exercise:
 - a) There is a strong probability that companies formed by the Government autonomous bodies/authorities like companies established by the National Highways Authority of India may be covered under CAG's mandate as Government owned/controlled other companies. Special emphasis may be given to these entities during the exercise carried out as stated above.
 - b) MCA has clarified (December 2016) that the equity stake of a Municipality or Local Body may not be treated at par with the equity stake of a State or Central Government for the purposes of reckoning as to whether a company is a Government company within the meaning of Section 2(45) of the Companies Act, 2013. However, the companies floated by such Municipalities or Local Bodies can still fall under CAG's mandate as Government owned/controlled other companies if Government's control can be established keeping in view their memorandum of association, articles of association, by-laws etc. and Section 2(27) of the Companies Act, 2013. This aspect may be carefully examined in these cases. All the instances which come to notice by any Field Audit Office, these may be informed to Commercial Audit Wing for further examination and taking required steps under the provisions of the Companies Act, 2013.
- Every Field Audit Office may designate a Nodal Officer for coordinating required actions under the SoP.

General Circular No. 33/2014

F. No.1/33/13-CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, A Wing, Shastri Bhavan,
Dr R.P. Road, New Delhi
Dated: **31st July, 2014**

To

All Regional Directors,
All Registrars of Companies.

Subject: Clarification with regard to applicability of provisions of section 139(5) and 139(7) of the Companies Act, 2013

Sir,

Doubts have been raised about applicability of sections 139(5) and 139(7) of the Companies Act, 2013 (New Act), which deal with appointment of auditors by Comptroller and Auditor General of India (C&AG), to 'deemed Government Companies' referred to in section 619B of the Companies Act 1956 (Old Act) i.e. companies where ownership or control lies with two or more Government companies or corporations etc in the manner detailed in section 619B *ibid*. Stakeholders have pointed out that the New Act does not contain specific provisions about 'deemed Government companies' on the lines of section 619B of the Old Act. Clarification has been sought whether, under the new Act, such deemed Government companies would be subject to audit by the C&AG in the same manner as Government Companies. *

2. The above issue has been examined and it is clarified that the new Act does not alter the position with regard to audit of such deemed Government companies through C&AG and thus such companies are covered under sub-section (5) and (7) of section 139 of the New Act.

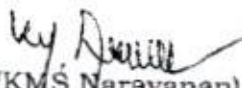
3. Further, it has also been observed that the words "*any other company owned or controlled, directly or indirectly by the Central Government and partly by one or more State Governments*" appearing in sub-sections (5) and (7) of section 139 of the New Act are to be read with the definition of 'control' in section 2(27) of the New Act. Thus documents like articles of association and shareholders agreements etc envisaging control under section 2(27) are to be

taken into account while deciding whether an individual company, other than those referred in paragraph 1-2 above, is covered under section 139(5)/139(7) of the New Act.

4. Clarification has also been sought about the manner in which the information about incorporation of a company subject to audit by an auditor to be appointed by the C&AG is to be communicated to the C&AG for the purpose of appointment of first auditors under section 139(7) of the New Act. It is hereby clarified that such responsibility rests with both, the Government concerned and the relevant company. To avoid any confusion it is further clarified that it will primarily be the responsibility of the company concerned to intimate to the C&AG about its incorporation along with name, location of registered office, capital structure of such a company immediately on its incorporation. It is also incumbent on such a company to share such intimation to the relevant Government so that such Government may also send a suitable request to the C&AG.

5. This issues with the approval of the competent authority.

Yours faithfully,


(KMS Narayanan)
Assistant Director (Policy)

Copy to:-

1. e-Governance Section and web contents Officer to place this circular on the Ministry website
2. Guard File