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Public Notice of Disapproval of
Registration Application

*In re Registration Application of
S S Kothari Mehta and Company*

PCAOB Release No. 102-2021-001

November 23, 2021

The Public Company Accounting Oversight Board ("the Board") has disapproved the registration application of S S Kothari Mehta and Company ("Kothari"), 68, Okhla Industrial Estate, Phase III, New Delhi, Delhi 110020, India. Pursuant to section 105(d)(1)(C) of the Sarbanes-Oxley Act of 2002 ("the Act") the Board hereby makes public the disapproval determination and the basis for that determination.

The grounds supporting the Board's disapproval determination are described in the Notice of Hearing attached as an appendix to this release, which the Board issued to Kothari on September 15, 2021, pursuant to PCAOB Rule 2106(b)(2)(ii). By its terms, the Notice of Hearing became the Board's written notice of disapproval, effective as of September 15, 2021, when Kothari failed to request a hearing by September 29, 2021. Because Kothari failed to seek Securities and Exchange Commission review of the Board's determination within the period specified by the Commission's rules, the stay described in section 105(e) of the Act does not operate to delay public notice of the disapproval.

ISSUED BY THE BOARD.

/s/ Phoebe W. Brown

Phoebe W. Brown
Secretary

November 23, 2021



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NOTICE OF HEARING

PCAOB No. 102-2021-001

Background

1. The Public Company Accounting Oversight Board (“the Board”) has received an application for registration with the Board from S S Kothari Mehta and Company (“Kothari”).

2. Section 102(c)(1) of the Sarbanes-Oxley Act of 2002 (“the Act”) provides that the Board shall

approve a completed application for registration not later than 45 days after the date of receipt of the application, in accordance with the rules of the Board, unless the Board, prior to such date, issues a written notice of disapproval to, or requests more information from, the prospective registrant.

Pursuant to the Act, the Board has adopted rules related to the registration process, and the Securities and Exchange Commission (“the Commission”) has approved those rules.

3. Under PCAOB Rule 2102, the date of receipt of Kothari’s application was May 13, 2021.

4. The Board’s rules provide that the Board will, with respect to an application,

determine whether approval of the application for registration is consistent with the Board’s responsibilities under the Act to protect the interests of investors and to further the public interest in the preparation of informative, accurate, and independent audit reports.

PCAOB Rule 2106(a).

5. If, after reviewing the application, the Board is unable to make the determination described in paragraph 4 above within 45 days of receipt of the application, the Board will either request additional information from the applicant or provide the applicant with a written

notice of a hearing to determine whether to approve or disapprove the application. PCAOB Rule 2106(b).

6. The Board requested additional information from Kothari in a letter dated June 22, 2021. The firm provided the additional information and resubmitted its updated application on Form 1 on August 27, 2021.

7. When an applicant submits additional information in response to a Board request, the Board will treat the application, as supplemented by the requested information, as if it were a new application for purposes of PCAOB Rule 2106(b). Accordingly, not later than 45 days after the receipt of the requested additional information, the Board will approve the application, request more information from the applicant, or provide the applicant with a notice of hearing.

Notice of Hearing Procedure

8. Pursuant to PCAOB Rule 2106(b)(2)(ii), the Board has determined to provide Kothari an opportunity for a hearing under PCAOB Rule 5500 to determine whether to approve or disapprove Kothari's application for registration. Under the Act and those Board rules, Kothari has the following two options with respect to this notice:

- a. Kothari may elect to have a hearing before a Board hearing officer pursuant to the Board's rules; or
- b. Kothari may decline to have a hearing and may instead elect to treat this notice as a written notice of disapproval of Kothari's application for purposes of Section 102(c) of the Act.

9. If Kothari elects a hearing:

- a. Kothari will be deemed to have waived any right to have a Board determination on its application within the time period provided in Section 102(c)(1) of the Act;
- b. the Board shall appoint a hearing officer to hear evidence concerning the proposed grounds for disapproval described in paragraph 15 below, to hear other relevant evidence offered by Kothari or the Board staff, and to prepare an initial decision. PCAOB Rules 5200(b), 5204(b); and
- c. the Board's Secretary shall serve the parties with a Notice of Assignment of Hearing Officer, the date of which shall constitute the date of the institution and commencement of the proceeding.

10. To elect a hearing, Kothari must, on or before September 29, 2021, file with the Board's Secretary a written request for a hearing date and a notice of appearance. PCAOB Rules 5500, 5401(c). Kothari must include with the request:

- a. a statement that Kothari has elected not to treat this notice as a written notice of disapproval for purposes of Section 102(c) of the Act; and
- b. a statement describing with specificity why Kothari believes that the Board should not issue a written notice of disapproval.

11. If Kothari elects to forego a hearing and instead chooses to treat this notice as a notice of disapproval for purposes of Section 102(c) of the Act, Kothari should notify the Board's Secretary of its election by September 29, 2021.

12. If Kothari fails to take the steps described in paragraph 10 above and fails to take the step described in paragraph 11 above, Kothari will be deemed to have elected to treat this notice as a notice of disapproval for purposes of Section 102(c) of the Act.

13. If this notice is treated as a notice of disapproval, whether by Kothari's election or by Kothari's failure to make an election by September 29, 2021:

- a. the date of this notice shall constitute the date of the Board's disapproval, and the proposed grounds described in paragraph 15 below shall constitute the final grounds of the Board's disapproval;
- b. as provided by Section 102(c)(2) of the Act, this notice of disapproval shall be treated as a disciplinary sanction for purposes of Sections 105(d) and 107(c) of the Act;
- c. as provided by Section 105(d) of the Act, the Board shall report this sanction to:
 - (i) the Commission;
 - (ii) any appropriate state regulatory authority or any foreign accountancy licensing board with which Kothari is licensed or certified; and
 - (iii) the public (once any stay on the imposition of such sanction has been lifted).

Basis of Disapproval

14. The Board has considered the following information, which includes information obtained by the Board in connection with Kothari's application:

a. Kothari was previously registered with the Board from February 20, 2015, to February 3, 2021.

Section 102(d) of the Act and PCAOB Rule 2200

b. Section 102(d) of the Act provides that each registered public accounting firm shall submit an annual report on Form 2 to the Board.

c. PCAOB Rule 2200 provides that each registered public accounting firm must file with the Board an annual report on Form 2 by following the instructions to that form.

d. Kothari did not file an annual report on Form 2 for the 2020 reporting year as required by Section 102(d) of the Act and PCAOB Rule 2200.

e. The annual reporting requirements keep the Board's records current on such basic matters as the firm's name, location, and contact information; facilitate analysis and planning relating to the Board's inspection responsibilities; and inform other Board functions.

PCAOB Rule 2201

f. PCAOB Rule 2201 provides that each registered public accounting firm must file an annual report on Form 2 no later than June 30 of each year, unless the firm's registration application was approved between April 1 and June 30 of that year.

g. Kothari did not file its annual reports on Form 2 for the 2015, 2016, 2017, 2018, and 2019 reporting periods by the June 30 deadline as required by PCAOB Rule 2201.

PCAOB Rule 2202

h. PCAOB Rule 2202 provides that each registered public accounting firm must pay an annual fee to the Board on or before July 31 of any year in which the firm is required to file an annual report on Form 2.

i. Kothari did not pay its annual fee for the 2016, 2017, and 2018 reporting periods by the July 31 deadline as required by PCAOB Rule 2202.

j. The annual fee permits the Board to recover the costs of processing and reviewing annual reports.

15. As provided in PCAOB Rules 2106(b)(2)(ii) and 5201(c), and on the basis of the information described in paragraph 14, the Board identifies the following proposed grounds for disapproving Kothari's registration application:

a. Kothari violated Section 102(d) of the Act by failing to file its 2020 annual report on Form 2 with the Board.

b. Kothari violated PCAOB Rule 2200 by failing to file its 2020 annual report on Form 2.

c. Kothari violated PCAOB Rule 2201 by failing to timely file its 2015, 2016, 2017, 2018, and 2019 annual reports on Form 2.

d. Kothari violated PCAOB Rule 2202 by failing to timely pay its 2016, 2017, and 2018 annual fees.

e. Through the conduct described in paragraphs a, b, c, and d above, Kothari has demonstrated an unwillingness or inability to comply with fundamental requirements of the law and the Board's rules concerning annual reporting and the payment of annual fees.

16. On the basis of the grounds described in paragraph 15, the Board is unable to determine that approval of the application would be consistent with the Board's responsibilities under the Sarbanes-Oxley Act of 2002 to protect the interests of investors and to further the public interest in the preparation of informative, accurate, and independent audit reports.

* * *

ISSUED BY THE BOARD



Phoebe W. Brown
Secretary

September 15, 2021