
STATUTORY INSTRUMENTS

2008 No. 373

**The Companies (Revision of Defective
Accounts and Reports) Regulations 2008**

PART 3

AUDITOR'S REPORTS

Auditor's report on revised accounts and revised report

7.—(1) [^{F1}Subject to paragraph (2), where a company has revised its accounts and its strategic report, directors' report or directors' remuneration report under section 454 of the 2006 Act, a company's current auditor or auditors shall make a report or (as the case may be) further report under section 495 of the 2006 Act (auditor's report on company's annual accounts), to the company's members on those revised accounts and revised reports, and—

- (za) subject to the modifications in paragraph (1A), the requirements of sections 495 to 497 of the 2006 Act apply, as appropriate, to the report on the revised accounts or the revised report as they applied to the, or would have applied to a, report on the original annual accounts, strategic report, directors' report or directors' remuneration report,]
- (a) section 498 of that Act (duties of auditor) applies with any necessary modifications, and
- (b) section 495(1) does not apply with respect to the revised accounts.

[^{F2}(1A) The modifications are that—

- (a) for the references to the report on the company's annual accounts in sections 495(1), 496(1) and 497(1) there were substituted a reference to the report under this regulation,
- (b) the—
 - (i) requirements of the 2006 Act ^{F3}... in accordance with which the revised accounts must have been prepared, referred to in section 495(3)(c),
 - (ii) the applicable legal requirements in accordance with which the revised strategic report and revised directors' report must have been prepared, referred to in section 496(1)(a)(ii), and
 - (iii) the requirements of the 2006 Act in accordance with which the revised directors' remuneration report must have been properly prepared, referred to in section 497(1)(b),

are construed in accordance with regulation 3.]

(2) Where the auditor's report on the original annual accounts was not made by the company's current auditor, the directors of the company may resolve that the report required by paragraph (1) is to be made by the person or persons who made that report, provided that that person or those persons agree to do so and would be qualified for appointment as auditor of the company.

(3) ^{F4}... The [^{F5}auditor's] report must also state whether in the auditor's opinion the original annual accounts failed to comply with the requirements of the 2006 Act ^{F6}... in the respects identified by

the directors (in the case of a revision by replacement) in the statement required by regulation 4(2) (a)(iv)^{F7}

^{F8}(4)

(5) Sections 503 to 506 of the 2006 Act (signature of auditor's report) apply to an auditor's report under this regulation as they apply to an auditor's report under section 495(1) of that Act, with any necessary modifications.

(6) An auditor's report under this regulation shall, upon being signed under section 503 of the 2006 Act as so applied, be, as from the date of signature, the auditor's report on the annual accounts of the company in place of the report on the original annual accounts.

Textual Amendments

- F1** Words in reg. 7(1) substituted (1.1.2018) by [The Statutory Auditors Regulations 2017 \(S.I. 2017/1164\)](#), reg. 1(2)(3), **9(a)** (with reg. 2(6)(7))
- F2** Reg. 7(1A) inserted (1.1.2018) by [The Statutory Auditors Regulations 2017 \(S.I. 2017/1164\)](#), reg. 1(2)(3), **9(b)** (with reg. 2(6)(7))
- F3** Words in reg. 7(1A)(b) omitted (31.12.2020) by virtue of [The International Accounting Standards and European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/685\)](#), reg. 1(2), **Sch. 1 para. 55(3)(a)** (with reg. 1(3)(4)) (as amended by S.I. 2020/523, regs. 1(2), **22**); 2020 c. 1, **Sch. 5 para. 1(1)**
- F4** Words in reg. 7(3) omitted (1.1.2018) by virtue of [The Statutory Auditors Regulations 2017 \(S.I. 2017/1164\)](#), reg. 1(2)(3), **9(c)(i)** (with reg. 2(6)(7))
- F5** Word in reg. 7(3) inserted (1.1.2018) by [The Statutory Auditors Regulations 2017 \(S.I. 2017/1164\)](#), reg. 1(2)(3), **9(c)(ii)** (with reg. 2(6)(7))
- F6** Words in reg. 7(3) omitted (31.12.2020) by virtue of [The International Accounting Standards and European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/685\)](#), reg. 1(2), **Sch. 1 para. 55(3)(b)** (with reg. 1(3)(4)) (as amended by S.I. 2020/523, regs. 1(2), **22**); 2020 c. 1, **Sch. 5 para. 1(1)**
- F7** Words in reg. 7(3) omitted (1.1.2018) by virtue of [The Statutory Auditors Regulations 2017 \(S.I. 2017/1164\)](#), reg. 1(2)(3), **9(c)(iii)** (with reg. 2(6)(7))
- F8** Reg. 7(4) omitted (1.1.2018) by virtue of [The Statutory Auditors Regulations 2017 \(S.I. 2017/1164\)](#), reg. 1(2)(3), **9(d)** (with reg. 2(6)(7))

Auditor's report where company ceases to be exempt from audit

8.—(1) Where as a result of the revisions to the accounts, the company is no longer entitled to exemption from audit under Chapter 1 of Part 16 of the 2006 Act, the company shall cause an auditor's report on the revised accounts to be prepared.

(2) The auditor's report must be delivered to the registrar within 28 days after the date of revision of the accounts.

(3) Sections 451 (default in filing accounts and reports: offences) and 452 (default in filing accounts: court order) of the 2006 Act apply with respect to a failure to comply with the requirements of this regulation as they apply with respect to a failure to comply with the requirements of section 441 of that Act but as if—

- (a) the references in section 451(1) and in section 452(1)(a) to “the period for filing those accounts and reports” were references to the period of 28 days referred to in paragraph (2); the reference in section 451(1) and (2) to “that period” are to be construed accordingly, and
- (b) the references in section 451(3) to “the documents in question” and “this Part” were, respectively, a reference to the auditor's report referred to in paragraph (2) and the provisions of Part 16 of the 2006 Act as applied by these Regulations.

Auditor's report on revised report alone

9.—^{F9}(1) Subject to paragraph (2), where a company has revised its strategic report, directors' report or directors' remuneration report under section 454 of the 2006 Act but has not revised its annual accounts, a company's current auditor shall make a report or (as the case may be) further report to the company's members on any revised report prepared under section 454 of that Act if the relevant annual accounts have not been revised at the same time, and—

- (a) subject to the modifications in paragraph (1A), the requirements of section s496 and 497 of the 2006 Act apply, as appropriate, to the report on the revised report as they applied to the, or would have applied to a, report on the original strategic report, directors' report or directors' remuneration report,
- (b) section 498 of that Act (duties of auditor) applies with any necessary modifications, and
- (c) section 495(1) does not apply with respect to the revised reports.

(1A) The modifications are that—

- (a) for the references to the report on the company's annual accounts in sections 496(1) and 497(1) there were substituted a reference to the report under this regulation,
- (b) the—
 - (i) applicable legal requirements in accordance with which the revised strategic report and revised directors' report must have been prepared, referred to in section 496(1) (a)(ii), and
 - (ii) requirements of the 2006 Act in accordance with which the revised directors' remuneration report must have been properly prepared, referred to in section 497(1) (b),

are construed in accordance with regulation 3.]

(2) Where the auditor's report on the annual accounts for the financial year covered by the revised report was not made by the company's current auditor, the directors of the company may resolve that the report required by paragraph (1) is to be made by the person or persons who made that report, provided that that person or those persons agree to do so and would be qualified for appointment as auditor of the company.

^{F10}(3)

^{F10}(4)

(5) Sections 503 to 506 of the 2006 Act apply to an auditor's report under this regulation as they apply to an auditor's report under section 495 of that Act, with any necessary modifications.

Textual Amendments

F9 Reg. 9(1)(1A) substituted for reg. 9(1) (1.1.2018) by The Statutory Auditors Regulations 2017 (S.I. 2017/1164), reg. 1(2)(3), **10(a)** (with reg. 2(6)(7))

F10 Reg. 9(3)(4) omitted (1.1.2018) by virtue of The Statutory Auditors Regulations 2017 (S.I. 2017/1164), reg. 1(2)(3), **10(b)** (with reg. 2(6)(7))

Changes to legislation:

There are currently no known outstanding effects for the The Companies (Revision of Defective Accounts and Reports) Regulations 2008, PART 3.