

यूको बैंक सम्मान आपके विश्वास का





HO/Finance/Share/55/2022-23

Date: 27.05.2022

BSE Limited

Phiroze Jeejeebhoy Towers Dalal Street,Fort, Mumbai – 400 001

BSE Scrip Code: 532505

Madam/Dear Sir

Annual Secretarial Compliance Report for the year ended 31st March,2022

Pursuant to Regulation 24A(2) of SEBI(LODR) Regulations, 2015 read with SEBI circular CIR/CFD/CMD1/27/2019 dated 08.02.2019, we enclose Annual Secretarial Compliance Report for the year ended 31st March, 2022 issued by M/s N. K & Associates, Company Secretaries.

Yours faithfully,

(N Purna Chandra Rao) Company Secretary

Encl: as stated



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SECRETARIAL COMPLIANCE REPORT OF UCO BANK FOR THE YEAR ENDED ON 31ST MARCH. 2022

[Rursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations; 2015]

I, Navin Kothari, Proprietor of N.K. & Associates, Practicing Company Secretaries have examined:
(a) all the documents and records made available to us and explanation provided by UCO Bank ("the disted entity").

(b) the fillings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder, and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations; circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SERI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)
 Regulations, 2015 as amended:
- (b) Securities and Exchange Boardof India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements).

 Regulations, 2018;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)
 Regulations, 1993;
- (f) Securities and Exchange Board of India (KYC (Know Your Client) Registration Agency) Regulations, 2011;
- (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (h) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)
 Regulations, 2021; (Not applicable to the Bank during the audit period)
- (i) Securities and Exchange Board of India: (issue and Listing of Non-Convertible Securities): Regulations, 2021;
- (j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Bank during the Audit Period)



(k) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Bank during the audit period)

and based on the above examination, we hereby report that, during the Review Period;

(a) The Listed entity has complied with the provisions of the above Regulations and Circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (regulations/circulars/ guidelines including specific clause)		Observations/ Remarks of the Practicing Company Secretary
4.	Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Board of Directors of the top 500 listed entities shall have at least one independent woman director.	The Bank is among the top 500 listed entities. However, there was no independent woman director on the Board and no woman Director from 08.03.2022
2:	Regulation 17 of SEBI (Listing Obligations and Disclosure Regulations, 2015.	Minimum two-third of the members of the Audit Committee shall be Independent Directors.	The Bank does not have adequate no. of required Independent Director in the Board during the year.
3.	Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Constitution of Audit Committee: Minimum two-third of the members of the Audit Committee shall be Independent	Bank has constituted Audit Committee of the Board (ACB) as per RBI guidelines. However, there is One vacancy in the ACB. Constitution of Audit Committee is not in compliance with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as there are only two Independent Director.
4.	Regulation 18(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Chairperson of the Audit committee shall be an Independent Director	Bank has constituted Audit Committee of the Board (ACB) as per RBI guidelines. Constitution of Audit Committee is not in compliance with Regulation 18(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as the committee has no Independent Director Chairperson during the period from 01.04.2021 to 29.12.2021.
5 .	Regulation 19(1)(a) of SEBI (Listing Obligations and Disclosure Requirements)	Constitution of Nomination and	Bank has constituted Nomination and remuneration Committee as
- 1		remuneration Committee:	per RBI guidelines.

	Regulations, 2015	The committee shall	· 4
		comprise of at least three	Constitution of Nomination and
	1	directors.	Remuneration Committee is not
			in compliance with Regulation 19
		At least fifty percent of	of SEBI (Listing Obligations and
}	1		Disclosure Requirements)
] *	· ·	, independent directors.	Regulations 2015 as there are
i			only two directors including one
50	· 9	5	Independent director during the
İ	:		period from 01.04.2021 to
e e	<u> </u>	<u>.</u>	20.12.2021.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various Circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details violation	of	Details of action taken E.g. fines, warning letter, debarment, etc.	remarks of t	the
		NIL			2002 MARCHAN EN MARCHAN AND MARCHAN	

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

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Sr.	Observations of the	Observations	Actions taken by the	Comments of th
No.	Practicing Company	made in the	listed entity, if any	Practicing Compan
	Secretary in the	secretarial		Secretary on the action
	previous reports	compliance		taken by the listed entity
		report for the	i i	
5	· f	year ended		
		(The years are		P.
		to be		
;	· · · · · · · · · · · · · · · · · · ·	mentioned)		
			Su	



1.	As per Regulation 17 of	March 31, 2021	As the independent	The Bank further needs to				
	SEBI (Listing		woman director is to	follow up the matter with				
	Obligations and	ic C	be appointed by the	the Central Government to				
ý.	Disclosure		Central Government.	fill up the vacant position at				
	Requirements)	-	The matter has been	the earliest.				
	Regulations, 2015, The		referred by the Bank	,				
	Board of Directors of			•				
	the top 500 listed		to the Ministry of					
	entities shall have at		Finance and					
,	least one independent		Department of					
4.4	woman director.		Financial Services					
l i	(Sany 2 co. 1		for filling of the	un				
	ā		vacant positions.					
2	Regulation 18 of SEBI	March 31, 2021	As the independent	The Bank further needs to				
38000m.s1	(Listing Obligations and	A CONTRACTOR OF THE PARTY OF TH	director is to be	follow up the matter with				
	Disclosure		appointed by the	the Central Government to				
1	Requirements)	,	Central Government.	fill up the vacant position at				
	Regulations, 2015,			the earliest.				
	Minimum two-third of	in a	The matter has been	্লামুক্তরা প্রাক্তনার মান কাল্যনীলী ব্যাহ্যনার প্রাক্তনার মান কাল্যনীলী				
	the members of the		referred by the Bank					
	Audit Committee shall	,	to the Ministry of					
1	be independent	ı.	Finance and	•8				
£ .	ne machemann:		Department of	•				
			Financial Services					
			for filling of the					
			vacant positions					
3	Regulation 19 of SEBI	March 31, 2021		Complied on 21.12.2021.				
D		IVIAICII 51, 2021		Complied on 21.12.2021.				
	(Listing Obligations and		director is to be					
	Disclosure		appointed by the					
	Requirements)		Central Government.					
	Regulations, 2015,		The matter has been					
	The committee shall		referred by the Bank					
	comprise of at least		to the Ministry of	,				
	three directors.	:	Finance and	13				
	At least fifty percent of		Department of	t.				
[the Directors of							
	Nomination and	:	The second secon					
	Remuneration		for filling of the	£.				
£	Committee shall be		vacant positions					
	Independent.							
4	Regulation 25 of SEBI	March 31, 2021	As the independent	Complied				
	(Listing Obligations and	, a	director is to be					
1	Disclosure'		appointed by the					
1	Requirements)		Central Government.					
	Regulations, 2015,		The matter has been					
	The independent	•						
	directors of the listed		referred by the Bank					
	entity shall hold at least		to the Ministry of					
	one meeting in a year,		Finance and					
	without the presence of		Department of					
	non-independent		Financial Services					
	directors and members.		for filling of the					
	an ectors, and members:		vacant positions					
·								

of the management and all the independent directors shall strive to	<i>i</i>	المار المرز المارز المارز	A'
be present at such		3	•
_ meeting		1 2	- 0

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For N.K & Associates Company Secretaries

Navi Kollian

Navin Kothari Proprietor FCS No. 5935 C P No.: 3725

Peer Review No.: 1384/2021 UDIN:F005935D000411010

Place: Kolkata Date: 27.05.2022