



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

2022

[Pursuant 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 listed entity"),

(b) the filings/ 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 ("SEBI");

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 Board of 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)

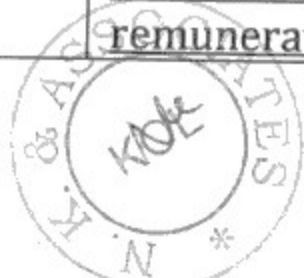


(k) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Bank during the audit period)

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)	Deviation	Observations/ Remarks of the Practicing Company Secretary
1.	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 Requirements) 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	<u>Constitution of Audit Committee:</u> 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)	<u>Constitution of Nomination and remuneration Committee:</u>	Bank has constituted Nomination and remuneration Committee as per RBI guidelines.



Regulations, 2015	<p>The committee shall comprise of at least three directors.</p> <p>At least fifty percent of the directors shall be independent directors.</p>	<p>Constitution of Nomination and Remuneration Committee is not in compliance with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as there are only two directors including one Independent director during the period from 01.04.2021 to 20.12.2021.</p>
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- (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 of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary
NIL				

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity



1.	As per Regulation 17 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.	March 31, 2021	As the independent woman director is to be appointed by the Central Government. The matter has been referred by the Bank to the Ministry of Finance and Department of Financial Services for filling of the vacant positions.	The Bank further needs to follow up the matter with the Central Government to fill up the vacant position at the earliest.
2	Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Minimum two-third of the members of the Audit Committee shall be Independent	March 31, 2021	As the independent director is to be appointed by the Central Government. The matter has been referred by the Bank to the Ministry of Finance and Department of Financial Services for filling of the vacant positions	The Bank further needs to follow up the matter with the Central Government to fill up the vacant position at the earliest.
3	Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The committee shall comprise of at least three directors. At least fifty percent of the Directors of Nomination and Remuneration Committee shall be Independent.	March 31, 2021	As the independent director is to be appointed by the Central Government. The matter has been referred by the Bank to the Ministry of Finance and Department of Financial Services for filling of the vacant positions	Complied on 21.12.2021.
4	Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-independent directors and members	March 31, 2021	As the independent director is to be appointed by the Central Government. The matter has been referred by the Bank to the Ministry of Finance and Department of Financial Services for filling of the vacant positions	Complied

of the management and all the independent directors shall strive to be present at such meeting.			
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For N.K & Associates
Company Secretaries



Navin Kothari

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

Place: Kolkata
Date: 27.05.2022

Peer Review No.: 1384/2021
UDIN:F005935D000411010