



Inviting Applications for Appointment of
Practicing Company Secretary Firm
as Secretarial Auditor of UCO Bank
for conducting Secretarial Audit.

Document ref no.
HO/FIN/SHARE/337/2024-25
DATED
07.03.2025

Last date of submission of Proposal - 21.03.2025



I. About the Bank

UCO Bank ("Bank") was originally incorporated as the United Commercial Bank Limited under the Indian Companies Act, 1913 on January 6, 1943. Subsequently, our Bank was constituted as the United Commercial Bank under the Banking Companies (Acquisition and Transfer of Undertakings) Act on July 19, 1969. Thereafter, our Bank was renamed to UCO Bank with effect from December 30, 1985, vide the Banking Laws (Amendment) Act, 1985 (Act 81 of 1985).

As on date, Government of India holds 95.39% of the paid-up equity share capital of the Bank. The Paid-up capital of the Bank stands at Rs.11955.95 crore. Bank is listed on National Stock Exchange Limited and BSE Ltd. since 2003. The registered office of the Bank is 10, B.T.M Sarani, Kolkata – 700001.

The Bank offers a range of products and services including loans and advances, deposits, foreign exchange products, retail lending and deposits and fee and commission-based products and services. Bank has more than 15000 touch points throughout the country. Bank has two overseas branches, one in Hongkong and one in Singapore, with a representative office at Tehran, Iran.

II. Proposal

As per Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, Bank is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report, with the annual report of the Bank.

Bank invites proposal from eligible Practicing Company Secretary (PCS) Firm for appointment of one Secretarial Auditor for conducting Secretarial Audit of the Bank and provide Secretarial Audit Report along with Annual Secretarial Compliance Report in the format specified by the SEBI. The appointment will be for one term of five consecutive years starting from FY 2024-25. The term of appointment may be enhanced for further period depending upon the satisfactory performance of the PCS Firm.

III. Scope of Work

The illustrative (but not exhaustive) scope of work under Secretarial Audit given in **Annexure-I** for understanding and ready reference.

IV. Eligibility criteria

- a) PCS Firm should be based in Kolkata, who are Peer Reviewed by Institute of Company Secretaries of India (ICSI).
- b) The proprietor / the Lead partners of the firm / LLP, should have at least 5 years post qualification experience as on 31st December, 2024.
- c) PCS Firm should have carried out a Secretarial Audit for a listed companies during the past three years.
- d) PCS Firm should not be disqualified as per SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31.12.2024.
- e) PCS Firm should not have been debarred/ black listed by any regulator/ statutory body or Government entity or any International/ National agency.

The PCS Firm should submit documentary proof specifying meeting the abovementioned Eligibility criteria. Proposals/Applications without the required documentary evidence(s) shall be ignored for evaluation.



V. Terms and Conditions

- a) The Bank reserves the right to accept / reject any or all the offers without assigning any reason whatsoever therefore.
- b) PCS Firm shall not sub-contract the secretarial audit work.
- c) PCS Firm shall ensure that the maximum number of secretarial audit limits specified by the Council of Institute of Company Secretaries of India or under any other Act, are not violated.
- d) PCS Firm shall be free from any disqualification under the Companies Act, 2013/ Circulars issued by SEBI from time to time.
- e) No partner of the PCS Firm should be related to either Managing Director or any Whole Time Directors or Part Time Directors of the Company within the meaning of the Companies Act, 2013 or any other Act/guidelines.
- f) Neither the PCS Firm nor its partner(s) or associates should have any interest in the business of the Company.
- g) If the PCS firm deliberately gives wrong information in his bid, Bank reserves the right to reject such bid at any stage or to cancel the contract, if awarded, and forfeit any money due under the contract.
- h) All the pages of the document ref No.dated..... shall have to be signed by the authorised signatory of the PCS Firm with the Firm's seal and documents submitted along-with the proposal shall also have to be authenticated by the authorised signatory of the applicant Firm(s) with the Firm's seal.
- i) The Bank reserves the right to accept or reject any or all responses and to request additional submissions or clarification from one or more applicant(s) at any stage or to cancel the process entirely at its sole discretion without assigning any reason whatsoever.
- j) PCS Firm conducted Secretarial Audit in the last 3 financial year, shall not participate in the process.
- k) In case the Proprietor or Partner of the Firm submitting the proposal, has any relative employed in UCO Bank, the firm shall make disclosure of such fact as per Annexure VI. Failing to do so, Bank may, at its sole discretion, may reject the bid or cancel the contract, if awarded. Please submit nil disclosure if there is no relative employed in UCO Bank.
- l) Canvassing in any form in connection with the bids submitted by the PCS Firm shall make the bid/proposal liable to rejection.
- m) The decision of Bank in respect of evaluation of bids and/or award of contract shall be final.

VI. Self-Declaration Certificate

The bidder has to submit a Self-Declaration Certificate as per **Annexure V**, certifying that Secretarial Audit services being offered to the Bank complies with the provisions of SEBI LODR Regulations and applicable circulars/clarification/ notifications issued by MCA/ SEBI/Gol, pertaining to Secretarial Audit and associated activities.

VII. Debarring Provisions

The PCS Firm will be debarred from getting appointed as Secretarial audit of the Bank:

- a) If the PCS Firm obtains the appointment on the basis of false information/mis-statement.
- b) If the PCS Firm does not take up audit in terms of appointment letter.
- c) If the PCS Firm fails to maintain/honour confidentiality and secrecy of the Bank's data, statement and any other information.



- d) If the PCS Firm fails to comply with any of the eligibility condition laid down in clause II above.

VIII. Professional Fee – Financial Quote

- a) Fee quoted should be per financial year basis.
b) Fee quoted shall be all inclusive except GST, enclosed as **Annexure – IV**

IX. Contact Point and Updates

The bidders are advised to obtain all the necessary information related to the scope of work/ specifications before submitting their offers. Any queries in this regard may be clarified from Mr. Vikash Gupta, Company Secretary on landline no.033-44557227 or e-mail: hosgr.calcutta@ucobank.co.in .

All corrigenda, addenda, amendments, time extensions, correspondences, clarifications, etc. in this document will be hosted on the investor section of website of the Bank (www.ucobank.com) only and not in newspapers.

XI. Mode of Submission of Proposal

All the bidders are requested to submit their proposal through email or hand delivery or courier latest by 21.03.2025 at the following address/email –

Email – hosgr.calcutta@ucobank.co.in

Address – Company Secretary, UCO Bank Finance Department, Head Office, 2 India Exchange Place, 3rd Floor, Kolkata – 700001.

(Authorised Signatory)
UCO Bank



ANNEXURE – I SCOPE OF WORK (ILLUSTRATIVE)

Secretarial Audit of UCO Bank as per the provisions of SEBI LODR Regulations and any notifications/ circulars/ clarifications issued by the SEBI, Government of India (GoI) etc and timely issue of Secretarial Audit Report in line with the provisions contained therein.

The broad scope of Secretarial Audit includes verification of the compliances under the following enactment, rules, regulations and guidelines:-

- (i) The Securities Contracts (Regulation) Act, 1956 ('SCRA') (as amended) and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ;
 - d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - g) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
 - h) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
 - i) Securities and Exchange Board of India {KYC (Know Your Client) Registration Agency} Regulations, 2011;
 - j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (v) Other laws specifically applicable to the Bank:
 - a) The Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970
 - b) The Nationalised Banks (Management and Miscellaneous Provisions) Scheme, 1970
 - c) UCO Bank (Shares and Meetings) Regulations, 2003



(On letter head of Practicing Company Secretary Firm)

ANNEXURE – II

ELIGIBILITY CRITERIA

To
The Chief Financial Officer
UCO Bank
Kolkata – 700001

Sr. no.	Eligibility Parameters	Status along with documentary proof (Submitted/Not Submitted)
1	PCS Firm should be based in Kolkata which are Peer Reviewed by Institute of Company Secretaries of India (ICSI).	
2	The proprietor / the Lead partners of the firm / LLP, should have at least 5 years post qualification experience as on 31 st December, 2024.	
3	PCS Firm should have carried out a Secretarial Audit for a listed companies during the past three years. (Enclose Secretarial Audit Report of Listed Company audited by your Firm)	
4	PCS Firm should not be disqualified as per SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31.12.2024. (Annexure V – Self Declaration to be furnished)	
5	PCS Firm should not have been debarred/ black listed by any regulator/ statutory body or Government entity or any International/ National agency. (Annexure V – Self Declaration to be furnished)	

Note : Please enclose the Profile of PCS firm along with list of major Clientele.

Signature -----
Name & Designation of the Authorised Signatory-----
Membership Number -----
Stamp of the PCS Firm-----

Date :
Place :



(On letter head of Practicing Company Secretary Firm)

Annexure III
Acceptance of Terms and Conditions

It is certified that we have read and understood all the terms and conditions of the document ref No.dated.....

Notwithstanding anything mentioned in our bid, we hereby accept all the terms and conditions of the document ref No.dated.....We confirm that the offer submitted by us is confirming to all the terms and conditions mentioned in the document ref No.dated.....We hereby undertake and confirm that we have understood the scope of services properly and shall carry out the job as mentioned in this document.

	Signature -----
	Name & Designation of the Authorised Signatory-----
	Membership Number -----
	Stamp of the PCS Firm-----
Date :	
Place :	



(On letter head of Practicing Company Secretary Firm)

Annexure IV
Financial Quote

To
The Chief Financial Officer
UCO Bank
Kolkata – 700001

Professional Fees (in figures and word) for Issuance of Secretarial Audit Report along with Annual Secretarial Compliance Report <u>for one financial year</u> (inclusive of out-of-pocket expenses etc. and exclusive of GST.)	Rs. Rs. in words -
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Signature -----
Name & Designation of the Authorised Signatory-----
Membership Number -----
Stamp of the PCS Firm-----

Date :
Place :



(On letter head of Practicing Company Secretary Firm)

Annexure –V
SELF-DECLARATION CERTIFICATE

We, (PCS Firm's name) hereby certify that:

a) [PCS Firm's name] is eligible for appointment and not disqualified for appointment under the Company Secretaries Act, 1980, rules/ regulations/ standards made thereunder and the limits laid down by ICSI for the firm or any other relevant statutes.

b) [PCS Firm's name] is Peer Reviewed and holding a valid certificate of peer review issued by the Institute of Company Secretaries of India on the date of application.

c) [PCS Firm's name] or any of its Partner is not disqualified as per SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31.12.2024

d) [PCS Firm's name] or any of its Partner is not debarred/ black listed by any regulator/ statutory body or Government entity or any International/ National agency.

We also confirm that we shall comply with the provisions of SEBI LODR Regulations, SEBI Guidelines/Circulars, any other Act/law/rule/requirements pertaining to Secretarial Audit and the issuance of Secretarial Audit Report and Annual Secretarial Compliance Report.

Signature -----
Name & Designation of the Authorised Signatory-----
Membership Number -----
Stamp of the PCS Firm-----

Date :
Place :



Annexure VI
Disclosure of Relationship with UCO Bank Employees

(To be submitted on the Firm's Letterhead)

To,
Chief Financial Officer
UCO Bank,
Head Office, Kolkata

Sub: Disclosure of Relationship with UCO Bank Employee

Dear Sir/Madam,

In accordance with the terms and conditions of the proposal submitted by our Firm, we hereby declare that:

1. Name of Proprietor/Partner(s):

2. Name of Relative(s) employed in the Bank (if any):

3. Designation of the Employee(s) in the Bank:

4. Nature of Relationship:

5. Branch/Department where the employee is currently posted:

We confirm that the above details are true and correct to the best of our knowledge. We understand that any misrepresentation or failure to disclose the relationship may result in rejection of our bid or cancellation of the contract if awarded, at the sole discretion of the Bank.

	Signature -----
	Name & Designation of the Authorised Signatory-----
	Membership Number -----
	Stamp of the PCS Firm-----

Date :
Place :