

**UCO BANK**

Finance Department : Head Office
2, India Exchange Place (3rd Floor); Kolkata – 700 001.

HO/Finance/Share/ /2012-13

Date : 05.04.2012

**Quarterly Compliance Report on Corporate Governance for the quarter
ended on 31.03.2012**

Name of the Company : **UCO BANK**
Quarter ending on : 31st March, 2012

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors			
(A) Composition of Board	49(1A)	N.A.	Being a Listed Public Sector Bank the composition of Board of Directors is prescribed by the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970 read with the Directives of Reserve Bank of India.
(B) Non-executive Directors' Compensation & disclosures	49(1B)	N.A.	The fees/compensation paid/ Payable to the Non-Executive Directors on the Board are governed by the guidelines issued by the Ministry of Finance, Govt. of India.
(C) Other provisions as to Board and Committees	49(1C)	Yes.	
(D) Code of Conduct	49(1D)	Yes	
II. Audit Committee	49(II)	Yes.	
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	Yes	
(C) Powers of Audit Committee	49(IIC)	Yes	The terms of reference/Role of the Audit Committee are defined in RBI Circular No.DOS No.5/16.13.100/94 dated 9 th April, 1994 and DOS No. 14/ADMN/919/16.13.100/95 dated 26.09.1995 and our Bank is compliant with the guidelines contained in the Circular.
(D) Role of Audit Committee	49(IID)	Yes	The functions of the ACB are set out in RBI Circular dated 26 th September, 2005 and our Bank is following the same.

(E) Review of information by Audit Committee	49(III E)	Yes	Audit Committee reviews all information/matters as prescribed by the Reserve Bank of India.
III. Subsidiary Companies	49(III)	N.A.	We do not have any subsidiary company.
IV Disclosures	49(IV A)	Yes.	
(A) Basis of Related party transactions			
(B) Board Disclosures	49(IV B)	Yes.	
(C) Proceeds From Public Issues, preferential issues etc.	49(IV C)	Yes	
(D) Remuneration Of Directors	49(IV D)	Yes	
(E) Management	49(IV E)	Yes	
(F) Shareholders	49(IV F)	Yes	
V. CEO/CFO Certification	49(V)	Shall be included in the corporate governance report 2011-12 after financial statements as on 31.03.2012 have been audited.	
VI. Report on Corporate Governance	49(VI)	Shall be placed to the Board in its forthcoming meeting to be held in second week of May, 2011.	
VII. Compliance	49(VII)	Shall be obtained from our Statutory Central Auditors after the accounts for the Financial Year 2011-12 have been audited	


 (N Purna Chandra Rao)
 Company Secretary

KOTHARI & CO.
Chartered Accountants
IE, Neelkanth,
26B, Camac Street,
KOLKATA – 700 016

BAWEJA AND KAUL
Chartered Accountants
House No: 32, Sector – 8
Trikuta Nagar
JAMMU- 180 012

SBA ASSOCIATES
Chartered Accountants
27, Mirza Ghalib Street,
5th Floor,
KOLKATA – 700 016

VED AND COMPANY
Chartered Accountants
Ajanta Building
Opp: Clock Tower
G.T.Road,
GHAZIABAD – 201 001

DASS GUPTA & ASSOCIATES
Chartered Accountants
A-51, Hauz Khas
NEW DELHI – 110 016

GUPTA SHARMA & ASSOCIATES
Chartered Accountants
Ground Floor, 142 Sector – 3,
Trikuta Nagar
JAMMU – 180 012

Auditors' Certificate on Corporate Governance

To,
The Board of Directors,
UCO Bank,
Head Office,
10, B.T.M. Sarani,
Kolkata – 700 001

We have examined the compliance of conditions of Corporate Governance by UCO Bank for the year ended 31st March 2012, as stipulated in clause 49 of the listing agreements entered into with various Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof adopted by the Bank for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the Financial Statements of the Bank.

On the basis of our review of records and documents maintained by the Bank and the information and explanations given us, in our opinion and to the best of our information and according to explanations given to us, we certify that the Bank has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreements to the extent these do not violate RBI guidelines.

We state that no investor grievance is pending for a period exceeding one month as on 31st March 2012 against the Bank as per the records maintained by the Shareholders/Investors Grievance Committee.

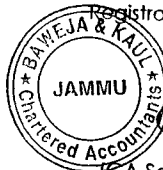
We further state that such compliance is neither an assurance as to the future viability of the Bank for the efficiency or effectiveness with which the management has conducted the affairs of the Bank.

For Kothari & Co.
Chartered Accountants
Registration No. 301178E



(CA Gautam Banerjee)
Partner
Membership No. 15289

For Baweja And Kaul
Chartered Accountants
Registration No. 005834N



(CA Samvit K Gurtoo)
Partner
Membership No. 090758

For SBA Associates
Chartered Accountants
Registration No. 308136E



(CA S. Mukhopadhyay)
Partner
Membership No. 11517

For Ved And Company
Chartered Accountants
Registration No. 012019N



(CA Pooja Gupta)
Partner
Membership No. 098551

For Dass Gupta & Associates
Chartered Accountants
Registration No. 000112N



(CA Raaja Jindal)
Partner
Membership No. 504111

For Gupta Sharma & Associates
Chartered Accountants
Registration No. 001466N



(CA Vinay Saraf)
Partner
Membership No. 087262

Place: Kolkata
Date: 5th May, 2012