

Unique Document Identification Number (UDIN) Guidelines

(as approved by the Council in its 261st (Special) Meeting held on 27 June, 2019 at New Delhi)

In exercise of the powers conferred by clause (1) of Part II of the Second Schedule to the Company Secretaries Act, 1980 as amended by the Company Secretaries (Amendment) Act, 2006, the Council of the Institute of Company Secretaries of India hereby issues the following guidelines :-

1. Short Title

These Guidelines may be called the Unique Document Identification Number (UDIN) Guidelines, 2019.

2. Objective

The objective of issuing these Guidelines is to:-

- a. enable the stakeholders to verify the authenticity of various documents certified by Company Secretaries in Practice;
- b. prevent counterfeiting of various attestations / certifications;
- c. provide ease of maintaining the Register of Attestation / Certification services rendered by practicing members;
- d. ensure compliance of the Guidelines issued by the Institute w.r.t ceilings on the number of the various certification / attestation services that may be rendered by the practitioners;
- e. auto-prefill details of Certification / Attestation services rendered by practicing members in of the form for renewal of Certificate of Practice.

3. Applicability

UDIN shall be generated for the following services rendered by PCS:

- i. Certification of Annual Return in Form MGT-8 under Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014.
- ii. Issuance of Secretarial Audit Report in terms of Section 204 of the Companies Act, 2013.
- iii. Issuance of Secretarial Audit Report to material unlisted subsidiaries of listed entities (whose equity shares are listed) under Regulation 24A of SEBI (LODR) Regulations, 2015.
- iv. Issuance of Annual Secretarial Compliance Report to Listed entities (whose equity shares are listed) under SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019.
- v. Certification under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority under Schedule V, Part C, Clause(10) (i).
- vi. Certification under Regulation 40(9) of SEBI (LODR) Regulations, 2015 certifying that all certificates have been issued within thirty days of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies.

- vii. Conduct of Internal Audit of Operations of the Depository Participants registered with NSDL and CDSL under the Bye Laws issued by NSDL and CDSL.
- viii. Certification under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 for Reconciliation of Share Capital Audit.
- ix. Acting as Compliance Auditor under third party certification/ Audit Scheme (Amendment), 2018 in the State of Haryana.
- x. Diligence reporting for Banks in case of multiple banking/consortium lending arrangements in terms of the circular issued by RBI.
- xi. Conduct of Internal Audit of the stock brokers / sub brokers under SEBI Circular no. MIRSD/ DPSIII/ Cir-26/ 08 dated 22nd August 2008 and MRD/DMS/Cir-29/2008 dated 21st October 2008.
- xii. Issuance of Certificate in case of the Indian company accepting the investment from a foreign investor, thereby confirming compliance of Companies Act, 2013 and other matters (As per Para 9 (1) (B) (i) of Schedule 1 to Notification No. FEMA 20/2000-RB dated 3rd May 2000)

Provided further that the practicing company secretary may generate the UDIN for any other eForm and document(s) which is not listed above and not mandatory as per these guidelines on voluntary basis.

4. UDIN Generation

The practicing company secretary shall go to the designated website, and create a login id and password by entering the Membership Number, CoP No., Phone No., Email id, AADHAR and Income Tax PAN.

- (i) The login id would be verified through a computer application.
- (ii) The UDIN shall be a system generated random alphanumeric number.
- (iii) No document shall be required to be uploaded.

5. Modalities

The modalities for operationalizing these Guidelines are as under:

- i. Only Members with a valid Certificate of Practice can register
- ii. Only the member certifying the document may generate UDIN
- iii. Regulatory bodies and other stakeholders may verify the authenticity of documents certified by PCS by visiting the designated website
- iv. No fee for registration/generation of UDIN
- v. UDIN shall be shared on registered Email id of the Members or through any other electronic mode
- vi. Name of recipient of the professional service, CIN /LLPIN / PAN No. of client (as the case may be) shall be disclosed at the time of generation of UDIN
- vii. UDIN once generated but not utilized may be surrendered/ cancelled by the PCS within 7 days of such generation.

6. Quoting UDIN and Timelines

UDIN shall be generated at the time of signing the Certificate/ Report and mandatorily be mentioned in the Certificate, Report and documents along with the Certificate of Practice number.

Quoting UDIN on the certifications, attestations, w.r.t the professional services as mentioned under sub-clauses (i) to (xii) of Clause 3 supra shall be mandatory w.e.f. 1st October, 2019.

Provided however that, quoting UDIN on the certifications, attestations w.r.t the professional services as mentioned under subclauses (i) to (xii) of Clause 3 supra shall be recommendatory with immediate effect.

The details of UDIN generated by a PCS during a Financial Year shall be auto-filled in the application form for renewal of Certificate of Practice. Provided however that for the Financial Year 2020-21 the details of UDIN generated by a practicing member during the six month period commencing from 1st October, 2019 will only be auto-filled in the application form for renewal of Certificate of Practice and the data pertaining to the six month period upto and including 30th September, 2019 is to be filled in by the practicing member on his own.

7. Consequences of violation

Any non-compliance with these Guidelines shall render the members liable for action under the Company Secretaries Act, 1980 read with First Schedule and Second Schedule to the Company Secretaries Act, 1980.

8. Confidentiality

The data uploaded by the members at the time of generating UDIN shall remain confidential and not be construed as “information” under the Right to Information Act, 2005.