

ICSI Unique Document Identification Number (UDIN)

Guidelines, 2019

(As approved by the Council in its 261st (Special) Meeting held on 27th June, 2019 at New Delhi and amended by the Council in its 263rd Meeting held on 23rd September, 2019 at New Delhi and further amended by the Council in its 269th (Adjourned) Meeting held on 13th July, 2020, and further amended by the Council in its 278th Meeting held on 26th July, 2021, and further amended by the Council in its 279th (Special) Meeting held on 31st August, 2021)

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 [shall]¹ be called the ICSI 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 the form for renewal of Certificate of Practice.

3. Applicability

- (a) [Registration on the UDIN portal shall be mandatory at any time after issue of Certificate of Practice ('COP') but before generating the first UDIN or before the renewal of COP by a Practising Company Secretary (hereinafter referred to as 'the PCS'), whichever is earlier.]²

¹ Substituted for the word 'may' by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

² Inserted by the Council of ICSI at its 269th (Adjourned) Meeting held on 13th July, 2020. Amendment effective from 1st September, 2020

(b) UDIN shall be generated for the following services rendered by a 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 [read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]³.
- (iii) Issuance of Secretarial Audit Report to material unlisted subsidiaries of listed entities (whose equity shares are listed) in terms of 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 [Regulation 34(3) read with Clause 10(i) of Part C of Schedule V of the]⁴ 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 Scheduledeleted*]⁵.
- (vi) Certification under Regulation 40(9) of SEBI [(Listing Obligations & Disclosure Requirements)]⁶ Regulations, 2015, certifying that all certificates have been issued within thirty days of the date of lodgment 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 [National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL)]⁷ under the Bye Laws issued by NSDL and CDSL.
- (viii) Certification under Regulation 76 of SEBI (Depositories and

³ Inserted by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

⁴ Inserted by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

⁵ Words deleted 'under Schedule V, Part C, Clause (10)(i)' by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

⁶ Substituted for 'LODR' by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

⁷ Substituted for 'NSDL and CDSL' by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

- Participants) Regulations, 2018 for Reconciliation of Share Capital Audit.
- (ix) Acting as Compliance Auditor under third party certification/Audit Scheme(Amendment), 2016 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).
 - (xiii) [Compliance Certificate regarding compliance of conditions of Corporate Governance as prescribed under [Regulation 34(3), Schedule V, Part E of]⁸ the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.]⁹
 - (xiv) [[Signing]¹⁰ of Annual Return in Form MGT-7 [through digital signature certificates (DSC)]¹¹ under Section 92(1) of the Companies Act, 2013 and Rule 11(1) of the Companies (Management and Administration) Rules, 2014.]¹²
 - (xv) [Due Diligence Report under Regulation 10 (3) of the SEBI (Delisting of Equity Shares) Regulations, 2021.
 - (xvi) Certificate relating to shares held by inactive shareholders under Regulation 21(a) (iii) of the SEBI (Delisting of Equity Shares) Regulations, 2021.
 - (xvii) Compliance Certificate under Regulation 10(b), 13, 26, 27, 36 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
 - (xviii) Scrutiniser's report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) and Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

⁸ Inserted by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

⁹ Inserted by the Council of ICSI at its 269th (Adjourned) Meeting held on 13th July, 2020. Amendment effective from 1st September, 2020

¹⁰ Substituted for the word 'Certification' by the Council at its 278th Meeting held on 26th July, 2021. Amendment effective from 26th July, 2021.

¹¹ Inserted by the Council at its 278th Meeting held on 26th July, 2021. Amendment effective from 26th July, 2021.

¹² Inserted by the Council of ICSI at its 269th (Adjourned) Meeting held on 13th July, 2020. Amendment effective from 1st September, 2020

- (xix) All other Reports, Returns and Certificates which are prescribed to be certified or issued under any applicable law or rules or regulations made thereunder.]¹³

Provided further that the PCS may generate the UDIN for any other [document]¹⁴ which are not listed above and [are]¹⁵ not mandatory as per these guidelines. [on voluntary.....deleted]¹⁶.

[Provided further that the UDIN generated for all e-forms, including Form MGT-7 shall remain valid for further period of seven days from the effective date of UDIN and the same can be digitally signed by the PCS during those seven days.]

Illustration [1]¹⁷: UDIN is generated on 1st March, 2021 for MGT-7, effective date of this UDIN is 1st March 2021. This MGT-7 can be signed on any day upto 7th March, 2021 (both days inclusive).]¹⁸

Illustration 2- UDIN generated on 1st Aug, 2021 for MGT-7, let's say to be signed on 1st Aug, 2021. In case of un-utilized UDIN, the same may be surrendered/ cancelled by the PCS till 7th August, 2021.

Illustration 3- UDIN generated on 1st Aug, 2021 for MGT-7, let's say to be signed on 7th Aug, 2021. In case of un-utilized UDIN, the same may be surrendered/ cancelled by the PCS till 13th August, 2021.

Illustration 4- UDIN generated on 1st Aug, 2021 for MGT-7, with an intention to sign on 6th August, 2021. UDIN so generated was placed on the form and sent to the Company for signatures of the Directors, but due to variable reasons the signed form is reverted, say on 8th Aug, 2021. In such a case, further period of seven (7) days from effective date is allowed, hence, the UDIN so generated shall be valid for additional seven days i.e. till 13th Aug, 2021. In case of un-utilized UDIN, the same may be

¹³ Inserted by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

¹⁴ Substituted for 'form including any e-form document(s) or Certificate(s)' by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

¹⁵ Inserted by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

¹⁶ Words 'on voluntary basis' deleted by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

¹⁷ Inserted by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

¹⁸ Inserted by the Council at its 278th Meeting held on 26th July, 2021. Amendment effective from 26th July, 2021.

surrendered/ cancelled by the PCS till 12th August, 2021.

Explanation: Effective date for the purpose of these Guidelines shall mean as the date as mentioned by the user in the column “Date of signing”, at the time of generation of UDIN.]¹⁹

[Provided further that the Practicing Company Secretaries(PCS) Committee of the Council of ICSI may from time to time decide the e-Form(s) or document(s) or Certificate(s) which are voluntary and their manner of presentation in the Option – ‘Others’ for the purpose of drop down menu in the UDIN portal for convenience of the members.

Provided further that PCS Committee may from time to time decide the details/fields/information to be provided in the UDIN portal for the purpose of registration/generation of UDIN as it may deem fit and proper.]²⁰

4. UDIN Generation

The PCS 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 operationalising these Guidelines are as under:

- (i) Only Members with a valid Certificate of Practice can register at the designated website;
- (ii) [UDIN cannot be generated unless the PCS is registered at the designated website as above];²¹
- (iii) Only the member certifying the document may generate UDIN;
- (iv) Regulatory bodies and other stakeholders may verify the authenticity of documents certified by PCS by visiting the designated website;

¹⁹ Inserted by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

²⁰ Inserted by the Council of ICSI at its 269th (Adjourned) Meeting held on 13th July, 2020. Amendment effective from 1st September, 2020

²¹ Inserted by the Council of ICSI at its 263rd (Special) Meeting held on 23rd September, 2019. Amendment effective from 23rd September, 2019

- (v) No fee shall be charged for registration/generation of UDIN;
- (vi) UDIN shall be shared on registered Email id of the concerned Member or through any other electronic mode;
- (vii) Name of recipient of the professional service, CIN /LLPIN / PAN No. of client (as the case maybe) shall be disclosed at the time of generation of UDIN;
- (viii) [UDIN shall be generated at the time of signing of Certificate/Report/Form/ Other documents or seven days in advance to the date of such signing as above.

Illustration: A Certificate is signed on September 25, 2019. In such case, ideally the UDIN should be generated on September 25, 2019 but in exceptional cases, the UDIN may be generated 7 days in advance, i.e., any time during September 18, 2019 to September 25, 2019. Thereby providing a window of advance seven days for UDIN generation.]²²

- (ix) [UDIN once generated but not utilized may be surrendered/ cancelled by the PCS within 7 days of such generation or the effective date of UDIN, whichever is later.]²³
- (x) [The PCS may apply for revocation of the UDIN not later than forty five days of its generation in case he is of the opinion or has reasons to believe that the facts have been misrepresented by the Company/client or there is some element of fraud which may render the Certification inaccurate and unreliable. Provided however that a notice of not less than seven days shall be given to the company/client before making an application for revocation to the Institute.]²⁴

[Provided that the PCS Committee may frame standard operating procedures and modalities or any scheme due to any specific circumstances to condone the delay on such terms and conditions as it may deem fit and proper and in case of such condonation, the PCS shall not be liable for consequences of violation as mentioned in paragraph 8 of these guidelines.]²⁵

²² Inserted by the Council of ICSI at its 263rd (Special) Meeting held on 23rd September, 2019. Amendment effective from 23rd September, 2019

²³ Inserted by the Council of ICSI at its 269th (Adjourned) Meeting held on 13th July, 2020. Amendment effective from 1st September, 2020

²⁴ Inserted by the Council of ICSI at its 263rd (Special) Meeting held on 23rd September, 2019. Amendment effective from 23rd September, 2019

²⁵ Inserted by the Council of ICSI at its 269th (Adjourned) Meeting held on 13th July, 2020. Amendment effective from 1st September, 2020

6. Quoting UDIN and Timelines

UDIN shall be mandatorily mentioned in the [Reports, Returns, Certificates]²⁶ and Other Documents along with the Certificate of Practice Number.

[In case of e Form MGT 7 as mentioned in paragraph 3 (b)(xiv) of these guidelines [or in case of any other]²⁷ e-Form(s) [*which are voluntarily... deleted*]²⁸, the UDIN shall be mentioned by way of [attachment in the]²⁹ optional attachment, unless any specific field for the same is provided by the law.]³⁰

These guidelines shall be mandatory w.e.f. 1st October, 2019.

*[Provided however that.....deleted]*³¹

7. Renewal of Certificate of Practice

- (a) [Registration on the UDIN portal shall be mandatorily verified at the time of renewal of COP of a PCS and in case of non-registration immediate opportunity will be provided by the system to complete the registration before proceeding with the application for renewal of COP.

Provided that renewal of membership of ICSI will be permitted even if a PCS is not registered on the UDIN portal.]³²

- (b) [The details of UDIN generated by a PCS (including nil UDIN) during a Financial Year shall be auto-filled in the application Form [D]³³ for renewal of Certificate of Practice.]³⁴

*[Provided however that..... deleted]*³⁵

²⁶ Substituted for 'Certificate, Report' by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

²⁷ Inserted by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

²⁸ Words deleted 'which are voluntarily chosen by the PCS as mentioned in the first proviso to paragraph 3 (b) of these guidelines' by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

²⁹ Inserted by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

³⁰ Inserted by the Council of ICSI at its 269th (Adjourned) Meeting held on 13th July, 2020. Amendment effective from 1st September, 2020

³¹ Words deleted 'Provided however that, these guidelines shall be recommendatory with immediate effect' by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

³² Inserted by the Council of ICSI at its 269th (Adjourned) Meeting held on 13th July, 2020. Amendment effective from 1st September, 2020

³³ Inserted by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

³⁴ Amended by the Council of ICSI at its 269th (Adjourned) Meeting held on 13th July, 2020, in lieu of "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." Amendment effective from 1st September, 2020.

³⁵ Words deleted 'Provided however that in case of application form for renewal of Certificate of Practice for the Financial Year 2020-21 the details of UDIN generated by a PCS during the six months period commencing from 1st October, 2019 will 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 shall be required to be filled in by the PCS.' by the Council of ICSI at its 279th (Special) meeting held on 31st August, 2021. Amendment effective from 1st October, 2021

8. Consequences of violation

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

9. Confidentiality

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

10. Removal of Difficulty

If any difficulty arises with respect to the observance/interpretation of these Guidelines, or some unforeseeable circumstances occur which have not expressly been provided for in these Guidelines, then the Secretary, ICSI shall decide the matter in consultation with President, ICSI and pass such orders as may appear necessary or expedient for carrying out the objectives of these Guidelines.

[Provided further that all matters dealt with under this paragraph shall be placed before the PCS Committee for information and passing necessary instructions wherever necessary.]³⁶

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³⁶ Inserted by the Council of ICSI at its 269th (Adjourned) Meeting held on 13th July, 2020. Amendment effective from 1st September, 2020