

# COMPANY SECRETARY CERTIFICATION

## Capital Reduction Agreement

Date: \_\_\_\_\_

To,  
The Board of Directors  
[Company Name]  
[Company Address]

Dear Sir/Madam,

### **Sub: CERTIFICATE FOR CAPITAL REDUCTION AGREEMENT**

I, [Name of Company Secretary], Company Secretary in Practice (COP No: [COP Number]), have examined the records, books, and documents of [Company Name] (CIN: [CIN]), having its registered office at [Company Address], with respect to the proposed reduction of share capital pursuant to the provisions of Sections 66 and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

### **CERTIFICATION**

On the basis of my examination and explanations provided to me by the management, I hereby certify that:

- The Capital Reduction Agreement dated [Date] has been duly approved by the Board of Directors and the shareholders in accordance with the law.
- All procedural requirements under the Companies Act, 2013 and rules in relation to capital reduction have been duly complied with by the Company.
- No creditor of the Company has objected to the proposed capital reduction, or all such objections (if any) have been satisfactorily resolved by the Company as per court/NCLT orders.
- The Agreement and supporting documents are maintained at the registered office of the Company.

This Certificate is being issued at the request of the Company for submission to the regulatory authorities/court/NCLT as required under law.

For [Name of Company Secretary/ Firm]

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[Name of Company Secretary]  
Company Secretary in Practice  
Membership No.: [Membership Number]  
COP No.: [COP Number]

### **Important Notes:**

- This format is for general reference; modify as per the specific facts and legal requirements of each case.
- Ensure all statutory compliances are met before certifying or executing a capital reduction agreement.
- Supporting documents and minutes of meetings must be maintained for future reference.
- Legal consultation may be required in complex cases or where objections from creditors exist.

- False certification may attract disciplinary and legal consequences under the Companies Act, 2013.