

NOTIFICATION NO

GSR 229(E), Dated: April 1, 2009

Limited Liability Partnership Rules, 2009

In exercise of the powers conferred by sub-sections (1) and (2) of section 79 of the Limited Liability Partnership Act, 2008 (6 of 2009), the Central Government hereby makes the following rules, namely :-

CHAPTER I
PRELIMINARY

1. Short title and commencement.

- (1) These rules may be called the Limited Liability Partnership Rules, 2009.
- (2) (a) Rules 1 to 31, rules 34 to 37 and rule 41 of these rules shall come into force on the 1st day of April, 2009;
- (b) rules 32 and 33, and rules 38 to 40 of these rules shall come into force on such date as the Central Government may, by notification in the Official Gazette, appoint.

2. Definitions.

- (1) In these rules, unless the context otherwise requires,-
 - (i) "Act" means the Limited Liability Partnership Act, 2008 (6 of 2009);
 - (ii) "Annexure" means Annexure to these rules;
 - (iii) "Certifying Authority" means a person who has been granted a license to issue a Digital Signature Certificate under section 24 of the Information Technology Act, 2000 (21 of 2000);
 - (iv) "Designated Partner Identification Number" (DPIN) means an identification number which the Central Government may allot to any individual or nominee of a body corporate, intending to be appointed as designated partner of a limited liability partnership (LLP), for the purpose of his identification as such.

- (v) “digital signature” means authentication of any electronic record by a subscriber by means of an electronic method or procedure in accordance with the provisions of section 3 of the Information Technology Act, 2000;
- (vi) “Digital Signature Certificate” means a Digital Signature Certificate issued under sub-section (4) of section 35 of the Information Technology Act, 2000;
- (vii) “electronic record” means electronic record as defined under clause (t) of section 2 of the Information Technology Act, 2000;
- (viii) “electronic registry” means an electronic repository or storage system in which the information or documents are received, stored, protected and preserved in electronic form;
- (ix) “Electronic mail (E-mail)” means message sent, received or forwarded in digital form via a computer-based communication mechanism;
- (x) ‘Officer’ includes any partner, designated partner, employee of the LLP, any person in accordance with whose directions or instructions the partners of the LLP have been accustomed to act and any person authorized to accept any service on behalf of a foreign Limited Liability Partnership and partners of such foreign Limited Liability Partnership;
- (xi) "Pre-fill" means the automated process of data input by the computer system from the database maintained in electronic registry;
- (xii) "Provisional Designated Partner Identification Number" refers to the provisional identification number generated by the electronic system setup by the Ministry of Corporate Affairs;
- (xiii) “Registrar” means a Registrar as defined under clause (s) of sub-section (1) of section 2 of the Act;

- (xiv) “Registrar’s Front Office” means an office maintained by the Central Government or an agency authorized by it to facilitate e-filing of documents into the electronic registry and their inspection and viewing;
 - (xv) ‘section’ means section of the Act;
 - (xvi) “website” means a location connected to the internet that maintains one or more web pages;
- (2) Words and expressions used in these rules and not defined shall have the meaning respectively assigned to them in the Limited Liability Partnership Act, 2008 (6 of 2009) and the Information Technology Act, 2000 (21 of 2000).

3. Forms.

- (1) Every LLP shall use the forms annexed to these rules for the purposes of the Act.
- (2) Every LLP shall specify therein its limited liability partnership identification number (LLPIN).

4. Authentication of electronic forms.

The electronic form shall be authenticated by authorized signatories using digital signatures, as defined under the Information Technology Act, 2000 (21 of 2000).

5. Fees.

- (1) The fees payable in pursuance of the various provisions of the Act and these rules shall be as mentioned in Annexure ‘A’.
- (2) The fees payable in pursuance of the Act or any rule made or notification issued thereunder shall be paid into the Public Account of India:

Provided that the fees payable to the Registrar may be paid also through postal orders (where the amount involved does not exceed fifty rupees) or through bank drafts payable at and/or drawn on post offices or banks, as the case may be, located at the same city or town where the office of the Registrar is situated:

Provided further that, where a fee payable to the Registrar is paid through postal orders or bank drafts as aforesaid, it shall not be deemed to have been paid unless and until the relevant postal orders or drafts are cashed and the amount credited:

Provided also that, where application is filed through electronic media or through any other computer readable media, the user may choose any one of the following payment options namely, (i) Credit Card; or (ii) Internet Banking; or (iii) Remittance at the Bank Counter; or (iv) any other mode as approved by the Central Government.

6. The manner and conditions of filing, recording or registering of documents, forms, notices, statements, returns etc., shall be as laid down in Chapter XIII of these rules.

CHAPTER II

NATURE OF LIMITED LIABILITY PARTNERSHIP

7. For the purposes of sub-section (3) of section 7, an individual shall give his prior consent to act as a designated partner to the limited liability partnership in **Form 9**.
8. For the purposes of sub-section (4) of section 7, the particulars of an individual who has given his consent to act as designated partner shall be filed in **Form 4** along with fee as mentioned in Annexure 'A'.
9. (1) A person shall not be capable of being appointed as a designated partner of a limited liability partnership, if he –

- (a) has at any time within the preceding five years been adjudged insolvent; or
 - (b) suspends, or has at any time within the preceding five years suspended payment to his creditors and has not at any time within the preceding five years made, a composition with them; or
 - (c) has been convicted by a Court for any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months; or
 - (d) has been convicted by a Court for an offence involving section 30 of the Act.
- (2) The Central Government may, by notification in the Official Gazette, remove the disqualification incurred by any person by virtue of clauses (a) or (b) of sub-rule (1), either generally or in relation to any limited liability partnership or limited liability partnerships specified in the notification.

CHAPTER III

DESIGNATED PARTNER'S IDENTIFICATION NUMBER

- 10(1) Every individual or nominee of a body corporate, who is intending to be appointed as designated partner of a limited liability partnership shall make an application electronically in **Form 7** to the Central Government for obtaining Designated Partner Identification Number (DPIN).
- (2) The Central Government shall provide an electronic system to facilitate submission of application for the allotment of DPIN through a portal on the website of the Ministry of Corporate Affairs.
- (3) The applicant shall access the **Form 7** from the portal, fill-in the required particulars sought therein and use 'submit' function provided therein upon which the system will electronically generate and indicate in the space provided a Provisional DPIN.

- (4) A provisional DPIN generated online under sub-rule (3) by the applicant will remain valid for a period of sixty days from the date on which it was generated.
- (5) (i) The applicant shall, after the allotment of provisional DPIN, submit an application to the Central Government along with the fee as mentioned in Annexure 'A' for the allotment of regular DPIN within sixty days from the date on which provisional DPIN was generated on-line, failing which the provisional DPIN will lapse.
- (ii) For making an application under sub-rule (i), the applicant shall take a print out of **Form 7**, affix his photograph in the space provided in that Form, enclose true copies of the proof of identity and proof of residence and physically sign the form at the place specified therein. The photograph and the proof of identity and residence shall be certified by any one of the following authorities:-
- (a) Gazetted Officer of the Central or State Government,
- (b) Notary Public,
- (c) Chartered Accountant, Cost Accountant or Company Secretary holding a certificate of practice under the Chartered Accountants Act, 1949, the Cost and Works Accountants Act, 1959 and the Company Secretaries Act, 1980 respectively.
- (6) The Central Government shall process the applications received for allotment of DPIN under sub-rule (5), decide on such application and communicate approval along with the DPIN allotted or rejection thereof to the applicant by way of a letter by post or electronically or in any other mode, within a period of one month from the receipt of such application:
- (7) The DPIN so allotted is valid for the life time of such applicant and shall not be allotted to any other person in any case.
- (8) Every designated partner shall intimate his consent to become a designated partner to the limited liability partnership and DPIN in **Form 9** and the LLP shall intimate such DPIN to Registrar in **Form 4**.
- (9) (a) (i) Every designated partner, who has been allotted a DPIN under these rules shall, in the event of any change in his particulars as

stated in **Form 7** under sub-rule (5), intimate such change(s) to the Central Government within a period of 30 days of such change(s) in **Form 10**:

(ii) The concerned designated partner shall also intimate such changes to the limited liability partnership or limited liability partnership(s) on which he is a designated partner within 30 days of such changes.

- (b) The designated partners shall fill-in the relevant change(s) in prescribed **Form 10**, enclose a copy of the proof of the changed particulars duly certified in the manner specified in clause (ii) of sub-rule (5), affix signature at the place specified, and file the same to the Central Government. There shall be no fee for intimating the changes in particulars in **Form 10**.
- (10) The Central Government, after being satisfied, through verification of such changed particulars from the enclosed copy of proof, shall incorporate the said change and inform the designated partner by way of a letter issued by post or electronically or in any other mode confirming the effect of such change in the electronic database maintained by the Ministry of Corporate Affairs.

CHAPTER IV

INCORPORATION OF LIMITED LIABILITY PARTNERSHIP

11. For the purposes of section 11, the incorporation document shall be filed in **Form 2** with the Registrar having jurisdiction over the State in which the registered office of the limited liability partnership is to be situated alongwith the fee as provided in Annexure 'A'.
12. In case of foreign nationals residing outside India in countries signatory to the Hague Apostile Convention, 1961 and seeking to register a LLP in India, their signatures and address on the incorporation documents and proof of identity, where required, shall be notarized before the notary of the country of their origin and be duly apostillised in accordance with the said Hague Convention.

13. The statement to be filed along with the incorporation document under clause (c) of sub-section (1) of section 11 shall be in the format provided in Part B of **Form 2**.
14. (1) In the office of Registrar there shall be maintained a Register of LLPs in which the names of LLPs shall be entered in the order in which they are registered.

(2) Every LLP so registered shall be assigned a LLP identification number (LLPIN) in one consecutive series.
- 15(1) A document can be served on a limited liability partnership or a partner or designated partner thereof through the following other modes-
 - (i) electronic transmission;
 - (ii) courier
- (2) For the purposes of this rule,
 - (i) “electronic transmission” means a communication -
 - (a) delivered by -
 - (A) facsimile telecommunication or electronic mail when directed to the facsimile number of electronic mail address, respectively, which the partnership or the partner or the designated partner has provided from time to time for sending communications to the partnership or the partner or the designated partner respectively;
 - (B) posting on an electronic message board or network that the partnership or the partner or the designated partner has designated for those communications, and which transmission shall be validly delivered upon the posting, or
 - (C) other means of electronic communication

as to which the LLP or the partner or the designated partner has placed in effect reasonable measures to verify that the sender is the person purporting to send the transmission, and

- (b) that creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible tangible form.
 - (ii) Courier means a document sent through a courier which provides the proof of delivery.
16. (1) A limited liability partnership shall give an address for service of documents within the jurisdiction of the Registrar where its registered office is situate. Such address shall include the postal code and e-mail address.
- (2) The limited liability partnership, may, in addition to the registered office address, declare any other address as its address for service of documents, under sub-section (2) of section 13, in the manner as laid down in the limited liability partnership agreement. Where the limited liability partnership agreement does not provide for such manner, consent of all partners shall be required for declaring any other address as the address for service of documents.
 - (3) The intimation of other address for service of documents to LLP shall be given to the Registrar in **Form 12**, within thirty days of complying with the requirements of sub-rule (2) above along with the fee as mentioned in Annexure 'A'.
 - (4) The effective date for the service of documents to LLP at the other address declared by the LLP cannot be prior to the date of filing of document under sub rule (3).
- 17 (1) The limited liability partnership may change its registered office from one place to another by following the procedure as laid down in the limited liability partnership agreement. Where the limited liability partnership agreement does not provide for such procedure, consent of all partners shall be required for changing the place of registered office of limited liability partnership to another place:
- Provided that where the change in place of registered office is from one State to another State, the limited liability partnership having secured creditors shall also obtain consent of such secured creditors.

- (2) For the purposes of sub-section (3) of section 13, notice of change of place of registered office shall be given to Registrar in **Form 15**, within 30 days of complying with the requirements of sub-rule (1), in case of change of registered office within the same state, and within 30 days of complying with sub-rule (4) in case of change of registered office from one state to another state, along with fee mentioned in Annexure 'A'.
- (3) Where there is any conviction, ruling, order or judgment of any Court, tribunal or other authority against the limited liability partnership, the particulars of such prosecutions initiated against or show cause notices received by the limited liability partnership for the alleged offences under the LLP Act shall be stated in the notice of change of place of registered office to be filed with the Registrar.
- (4) Where the change in place of registered office is from one state to another state, the limited liability partnership shall publish a general notice, not less than 21 days before filing any notice with Registrar, in a daily newspaper published in English and in the principal language of the district in which the registered office of the limited liability partnership is situated and circulating in that district giving notice of change of registered office.
- (5) Where the change in place of registered office is from one place to another place within the state from the jurisdiction of one Registrar to the jurisdiction of another Registrar or from one state to another state, the limited liability partnership shall file the notice in **Form 15** with the Registrar from where the limited liability partnership proposes to shift its registered office with a copy thereof for the information to the Registrar under whose jurisdiction the registered office is proposed to be shifted.

18 (1) The name of the limited liability partnership shall not be one prohibited under the Emblems and Names (Prevention of Improper Use) Act, 1950.

- (2) A name shall not generally be reserved, if -
 - (i) it includes any word or words which are offensive to any section of the people;

- (ii) the proposed name is the exact Hindi or English translation of the name of an existing limited liability partnership in English or Hindi, as the case may be;
- (iii) the proposed name has a close phonetic resemblance to the name of a LLP in existence, for example, J.K. LLP., Jay Kay LLP;
- (iv) it includes the word Co-operative, Sahakari or the equivalent of word 'co-operative' in the regional languages of the country;
- (v) it connotes the participation or patronage of the Central or State Government, unless circumstances justify to, e.g., a name may be deemed undesirable in certain context if it includes any of the words such as National, Union, Central, Federal, Republic, President, Rashtrapati, etc;
- (vi) the proposed name contains the words 'British India';
- (vii) the proposed name implies association or connection with any Embassy or Consulate or of a foreign government which suggests connection with local authorities such as Municipal, Panchayat, Zila Parishad or any other body connected with the Union or State Government;
- (viii) the proposed name is vague like D.I.M.O. Limited liability partnership or I.V.N.R. Limited liability partnership or S.S.R.P Limited liability partnership;
- (ix) it is different from the name or names of the existing limited liability partnership only to the extent of having the name of a place within brackets before the word 'limited liability partnership', for example, Indian Press (Delhi) LLP should not be allowed in view of the existence of the LLP named Indian Press LLP;
- (x) it includes name of registered Trade mark, unless the consent of the owner of the trade mark has been produced;
- (xi) the proposed name is identical with or too nearly resembles the name of a firm or LLP or company incorporated outside India and reserved by such

firm, LLP or company with the registrar in accordance with these rules;

- (xii) it is identical with or too nearly resembles the name of the limited liability partnership or a company in liquidation or it is identical with or too nearly resembles names of the LLP or a company which is struck off, up to the period of 5 years;
 - (xiii) it includes words like 'Bank', 'Insurance' and 'Banking', 'Venture capital' or 'mutual fund' or such similar names without the approval of the regulatory authority;
 - (xiv) it is intended or likely to produce a misleading impression regarding the scope or scale of its activities which would be beyond the resources at its disposal;
 - (xv) the proposed name includes words like French, British, German etc., unless the partners satisfy that there is some form of collaboration and connection with the foreigners of that particular country or place, the name of which is incorporated in the name;
 - (xvi) the proposed name of limited liability partnership includes the words company secretary, chartered accountant, advocates or such similar words as indicative of a profession, as part of the proposed name, the same shall be allowed only after obtaining approval from the Council governing such profession or such authority as may be nominated by the Central Government, in this behalf.
- (3) A foreign LLP or a foreign company may on payment of fee as mentioned in Annexure 'A', apply in **Form 25** to the Registrar for reserving its existing name by which it is registered in the country of its regulation or incorporation:

Provided that such reservation shall be valid for three years but may be renewed on a fresh application along with payment of fee as provided in Annexure 'A'.

- (4) An application for reservation of name with which the

proposed limited liability partnership is to be registered or for change of name, as the case may be, shall be made to the Registrar having jurisdiction where the registered office of the limited liability partnership is to be situate.

- (5) Every such application shall be in **Form 1** and be accompanied by fee as mentioned in Annexure 'A' and the Registrar shall inform to the applicant for reservation or non reservation of the changed name or the name with which the proposed LLP is to be registered ordinarily within seven days of the receipt of application.
 - (6) Where the Registrar informs applicant about reservation of name with which the LLP is to be registered or changed name, as the case may be, such name shall be available for reservation for a period of three months from the date of intimation by the Registrar.
- 19 (1) A limited liability partnership or a body corporate or any other entity which already has a name which is similar to or which too nearly resembles the name of a limited liability partnership incorporated subsequently, may apply to the Registrar in **Form 23** to give a direction to that limited liability partnership incorporated subsequently to change its name.
- (2) The application under sub-rule (1) shall state -
 - (i) the LLPIN of limited liability partnership, or the CIN of the company or the registration number of the other entity as the case may be;
 - (ii) the name with which the limited liability partnership or the company or any other entity was incorporated or registered;
 - (iii) the grounds of objection to the name of the limited liability partnership incorporated subsequently.
 - (3) The application shall be verified by the person making it.
 - (4) The person making the application shall attach -

- (a) the authority under which he is making such an application;
 - (b) a copy of the incorporation certificate of the limited liability partnership or the company or the registration certificate of the entity, as the case may be,
- (5) The application shall be accompanied by a fee as mentioned in Annexure 'A'.

20 (1) The limited liability partnership may change its name by following the procedure as laid down in the limited liability partnership agreement. Where the limited liability partnership agreement does not provide such procedure, consent of all partners shall be required for changing the name of the limited liability partnership.

(2) Notice of change of name shall be given to the Registrar in **Form 5**, within 30 days of complying with requirement of sub-rule (1), along with a fee as mentioned in Annexure 'A'.

(3) The Registrar on being satisfied that the changed name is the one as reserved by him shall issue a fresh certificate of incorporation in the new name and the changed name shall be effective from the date of such certificate.

CHAPTER V

Partners and their relations

21 (1) For the purposes of sub-section (2) of section 23, every limited liability partnership shall file information with regard to the limited liability partnership agreement in **Form 3** with the Registrar within thirty days of the date of incorporation alongwith the fee as provided in Annexure 'A':

Provided that any change made in the limited liability partnership agreement shall be filed in **Form 3** within thirty days of such change alongwith the fee as provided in Annexure 'A'.

(2) For the purposes of sub-section (3) of section 23, every limited liability partnership shall file information with regard to the limited liability partnership agreement referred to in such sub-section, in **Form 3** with the Registrar within thirty days of the

ratification by all the partners alongwith the fee as provided in Annexure 'A'.

- 22
- (1) For the purposes of sub-section (1) of section 25, every partner shall intimate change in his name or address to the limited liability partnership in **Form 6**.
 - (2) For the purposes of sub-section (2) of section 25, where a person becomes or ceases to be a partner or where there is any change in the name or address of a partner, the limited liability partnership shall file with the Registrar, a notice in **Form 4**.
 - (3) For the purposes of sub-section (3) of section 25, in respect of notice of a person becoming a partner, the **Form 4** shall include a statement signed by the incoming partner that he consents to become a partner.
 - (4) The form shall be accompanied by a certificate from a Chartered Accountant in practice or Cost Accountant in practice or a Company Secretary in practice that he has verified the particulars from the books and records of the limited liability partnership and found them to be true and correct.
 - (5) The fees to be paid to the registrar in pursuance of sub-section (3) of section 25 shall be as mentioned in Annexure 'A'.

CHAPTER VI

Form of Contribution

- 23(1) The contribution of each partner shall be accounted for and disclosed in the Accounts of the LLP along with nature of contribution and amount.
- (2) The contribution of a partner consisting of tangible, movable or immovable or intangible property or other benefits brought or contribution by way of an agreement or contract for services shall be valued by a practicing Chartered Accountant or by a practicing Cost Accountant or by approved valuer from the panel maintained by the Central Government.

CHAPTER VII
Financial Disclosures

- 24 (1) Every limited liability partnership shall keep books of accounts which are sufficient to show and explain the limited liability partnership's transactions and are such as to—
- (a) disclose with reasonable accuracy, at any time, the financial position of the limited liability partnership at that time; and
 - (b) enable the designated partners to ensure that any Statement of Account and Solvency prepared under this rule complies with the requirements of the Act.
- (2) The books of account shall contain—
- (a) particulars of all sums of money received and expended by the limited liability partnership and the matters in respect of which the receipt and expenditure takes place;
 - (b) a record of the assets and liabilities of the limited liability partnership;
 - (c) statements of cost of goods purchased, inventories, work-in-progress, finished goods and cost of goods sold; and
 - (d) any other particulars which the partners may decide.
- (3) The books of account which a limited liability partnership is required to keep shall be preserved for eight years from the date on which they are made.
- (4) For the purposes of sub-section (3) of section 34, every limited liability partnership shall file the Statement of Account and Solvency in **Form 8** with the Registrar, within a period of thirty days from the end of six months of the financial year to which the Statement of Account and Solvency relates.
- (5) The fees to be paid to the Registrar in pursuance of sub-section (3) of section 34 for filing the Statement of Account and Solvency shall be as mentioned in Annexure 'A'.
- (6) A limited liability partnership's Statement of Account and Solvency shall be signed on behalf of the limited liability partnership by its designated partners.

(7) The Statement of Account and Solvency of a limited liability partnership shall be signed by the designated partners of the LLP and each designated partner shall be taken to be a party to its approval unless he shows that he took all reasonable steps to prevent their being approved and signed.

(8) The accounts of every limited liability partnership shall be audited in accordance with these rules:

Provided that a limited liability partnership whose turnover does not exceed, in any financial year, forty lakh rupees, or whose contribution does not exceed twenty-five lakh rupees shall not be required to get its accounts audited:

Provided further that if partners of such limited liability partnership decide to get the accounts of such LLP audited, the accounts shall be audited in accordance with these rules:

Provided also that where the partners of such LLP do not decide for audit of the accounts of the LLP, such LLP shall include in the Statement of Account and Solvency a statement by the partners to the effect that the partners acknowledge their responsibilities for complying with the requirements of the Act and the Rules with respect to preparation of books of account and a certificate in the form specified in **Form 8**.

(9) A person shall not be qualified for appointment as an auditor of a limited liability partnership unless he is a Chartered Accountant in practice.

(10) An auditor or auditors of a limited liability partnership shall be appointed for each financial year of the LLP for auditing its accounts.

(11) The designated partners may appoint an auditor or auditors—

(a) at any time for the first financial year but before the end of the first financial year,

(b) at least 30 days prior to the end of the each financial year (other than the first financial year),

(c) to fill a casual vacancy in the office of auditor, including in the case when the turnover or contribution of a limited liability partnership exceeds the limits specified under sub-rule (8), or

(d) to fill up the vacancy caused by removal of an auditor.

- (12) The partners may appoint an auditor or auditors where the designated partners have power to appoint under sub-rule (11) and have failed to appoint.
- (13) An auditor or auditors of an LLP shall hold office in accordance with the terms of his or their appointment and shall continue to hold such office till the period —
- (a) the new auditors are appointed, or
 - (b) they are re-appointed.
- (14) Where no auditor has been appointed under sub-rule (11), any auditor in office shall be deemed to be re-appointed, unless —
- (a) the limited liability partnership agreement requires actual re-appointment, or
 - (b) the majority of partners have determined that he should not be re-appointed and have given a notice to this effect to the LLP.
- (15) Provisions of sub-rule (14) shall be applicable without prejudice to the provisions of the rules relating to removal and resignation of auditors under this chapter.
- (16) A notice specified under clause (b) of sub-rule 14 -
- (a) may be in hard copy or electronic form, and
 - (b) must be authenticated by the person or persons giving it.
- (17) The remuneration of an auditor appointed by the limited liability partnership may be fixed by the designated partners or by following the procedure as laid down in the limited liability partnership agreement.
- (18) (a) The partners of a limited liability partnership may remove an auditor from office at any time by following the procedure as laid down in the limited liability partnership agreement.

- (b) Where the limited liability partnership agreement does not provide for removal of an auditor, consent of all the partners shall be required for removal of the auditor from his office.
- (19) (a) An auditor of an LLP may resign his office by depositing a notice in writing to that effect at the LLP's registered office.
- (b) Where an auditor is unwilling to be re-appointed, he shall give a notice in writing to that effect at the LLP's registered office, not less than 14 days before the end of the time allowed for appointing the new auditor.
- (c) The notice under clause (a) or (b) is not effective unless it is accompanied by the statement of the circumstances connected with his ceasing to hold office.
- (d) The auditor's term comes to an end as on the date on which the notice is deposited or on such later date as may be specified in the notice.
- 25 (1) For the purposes of sub section (1) of section 35, every limited liability partnership shall file an annual return with the Registrar in **Form 11**.
- (2) The annual return of an LLP having turnover upto five crore rupees during the corresponding financial year or contribution upto fifty lakh rupees shall be accompanied with a certificate from a designated partner, other than the signatory to the annual return, to the effect that annual return contains true and correct information. In all other cases, the annual return shall be accompanied with a certificate from a Company Secretary in practice to the effect that he has verified the particulars from the books and records of the limited liability partnership and found them to be true and correct.
- (3) The fees to be paid to the Registrar in pursuance of sub-section (1) of section 35 for filing the annual return shall be as mentioned in Annexure 'A'.
26. The documents to be kept by the Registrar under section 36 shall be available in the registry on payment of fee as mentioned in Annexure 'A' for inspection by any person and for obtaining any certified copy thereof.

CHAPTER VIII

DESTRUCTION OF OLD RECORDS

27(1) The Registrar shall preserve the documents permanently as specified in Annexure 'B' to these rules.

(2) Subject to previous order of the Registrar, the records in the office of Registrar may be destroyed after the expiry of the period of their preservation as specified below:-

(a) Records to be preserved for 21 years:

All papers, registers, refund orders and correspondence relating to the limited liability partnership liquidation accounts.

(b) Records to be preserved for 5 years:

- (i) copies of Government orders relating to limited liability partnership;
- (ii) registered documents of limited liability partnership which have been fully wound up and finally dissolved together with correspondence relating to such limited liability partnership;
- (iii) papers relating to legal proceedings from the date of disposal of the case and appeal, if any;
- (iv) copies of statistical returns furnished to Government;
- (v) all correspondences including correspondences relating to scrutiny of accounts, annual returns, prosecutions, reports to the Central Government and the Tribunal and the correspondences relating to complaints:

Provided that in case of prosecution matter, the date is to be recorded from the date of disposal of the case and appeal, if any.

(c) Records to be preserved for three years-

- (i) All books, records and papers, other than those specified in sub-rule (1), clauses (a) and (b) of sub-rule (2), sub-rule (3) and sub-rule (4).
- (ii) Routine correspondence regarding payment of fees, additional filing fees and correspondence about the return of documents.

- (3) The registered documents specified in Annexure 'C' to these rules relating to any limited liability partnership in operation shall be preserved for the period indicated against them in the said Annexure.
- (4) Registered documents of foreign limited liability partnerships which cease to have any place of business in India shall be destroyed after expiry of three years from the date such limited liability partnerships cease to have any place of business in India.
- (5) The Registrar shall maintain a Register of destroyed documents in two parts, in the form set out in the Annexure 'D' to these rules, wherein he shall enter brief particulars of the records destroyed and shall certify therein the date and mode of destruction.
- (6) The provisions of these rules shall be in addition to and not in derogation of the rules for the destruction of office records connected with accounts (containing in Appendix 13 to the Compilation of the General Financial Rules) and the period prescribed under Record Retention Schedule for Records common to all departments and such other rules.

CHAPTER IX
INVESTIGATIONS

28. For the purposes of clause (a) of sub-section (3) of section 43, an application by the partners to investigate into the affairs of the limited liability partnership, shall be made, along with such security, for an amount calculated on the following scale but not exceeding twenty five lakh rupees, for payment of costs of the investigation:

<u>Turnover (Rs.)</u> [as stated in the Statement of Account of Solvency for the immediately preceding financial year]	<u>Amount of Security</u>
(i) Upto 1 Crore	2 Lakh
(ii) 1 Crore or more but less than 5 crore	5 Lakh
(iii) 5 Crore or more but less than 10 crore	10 Lakh
(iv) 10 Crore or more	25 Lakh

Explanation.- In the absence of Statement of Account and Solvency for the preceding financial year, such amount of security as may be fixed by the Central Government.

29. For the purposes of section 44, an application by the partners under clause (a) of sub section (1) of section 43 to investigate the affairs of the limited liability partnership, shall be made alongwith the deposit of such security as calculated in the manner specified in rule 28.
30. The fee payable for furnishing a copy of the Inspector's report in pursuance of clause (b), sub section (2), section 49 shall be five rupees per page or fractional part thereof.
31. For the purposes of section 54, a copy of the report of any inspector or inspectors, shall be authenticated either –
 - (a) by the common seal, if any, of the limited liability partnership whose affairs have been investigated into; or
 - (b) by a certificate of a public officer having the custody of the report, under and in accordance with the provisions of section 76 of the Indian Evidence Act, 1872 (1 of 1872).

CHAPTER X

CONVERSION TO LIMITED LIABILITY PARTNERSHIP

- 32 (1) The Registrar shall, on conversion of a firm, private company or an unlisted public company into limited liability partnership, issue a Certificate of Registration under his seal in **Form 19**.
- (2) In the event, Registrar has refused the registration, the applicant firm or private company or unlisted public company, as the case may be, may apply to the Tribunal within sixty days from the date of receipt of such intimation of refusal.
33. For the purposes of the proviso to sub-section (1) of section 58, where the firm, private company or unlisted public company has been converted into limited liability partnership, an intimation of such conversion to the concerned Registrar of firms or Registrar of Companies, as the case may be, shall be given in **Form 14** within fifteen days of the date of registration of the LLP.

CHAPTER XI
FOREIGN LIMITED LIABILITY PARTNERSHIP

34(1) A foreign limited liability partnership shall, within thirty days of establishing a place of business in India, file with the Registrar in **Form 27** —

- (a) a copy of the certificate of incorporation or registration and other instrument(s) constituting or defining the constitution of the limited liability partnership;
- (b) the full address of the registered or principal office of the limited liability partnership in the country of its incorporation;
- (c) the full address of the office of the limited liability partnership in India which is to be deemed as its principal place of business in India; and
- (d) list of partners and designated partners, if any, and the names and addresses of two or more persons resident in India, authorized to accept on behalf of the limited liability partnership, service of process and any notices or other documents required to be served on the limited liability partnership.

(2) (i) If the limited liability partnership is incorporated in any country which is a part of the Commonwealth, the copies of the documents referred to in sub-rule (1) shall be certified as true copies -

- (a) by an official of the Government to whose custody the original is committed ;or
- (b) by a Notary (Public) in that Part of the Commonwealth; or
- (c) by an officer of the limited liability partnership, on oath before a person having authority to administer an oath in that part of the Commonwealth.

(ii) If the Limited Liability Partnership is incorporated in a country that falls outside the Commonwealth but is a party to the Hague Apostile Convention, 1961 -

- (a) the copies of the documents referred to in sub-rule (1) shall be certified by an official of the Government to

whose custody the original is committed and be duly apostilled in accordance with Hague Convention;

- (b) a list of the partners and designated partners of the LLP, if any, the name and address of persons resident in India, authorized to accept notice on behalf of the Limited Liability Partnership shall be duly notarized and be apostilled in the country of their origin in accordance with Hague Convention.

(iii) If the limited liability partnership is incorporated in a country outside the Commonwealth and is not a party to the Hague Convention, the copy of the incorporation documents referred in sub-rule (1) shall be certified -

- (a) by an official of the Government to whose custody the original is committed ; or
- (b) a Notary (Public) of such country ; or
- (c) by an officer of the limited liability partnership.

(iv) The signature or seal of the official referred to in sub-clause (a) of clause (iii) or the certificate of the Notary (Public) referred to in sub-clause (b) of that clause shall be authenticated by a Diplomatic or Consular Officer empowered in this behalf under section 3 of the Diplomatic and Consular Officers (Oaths and Fees) Act, 1948 (XL of 1948), or where there is no such officer, by any of the officials mentioned in section 6 of the Commissioners of Oaths Act, 1889 (52 and 53 Vic. C. 10), or in any Act amending the same.

(v) The certificate of the officer of the limited liability partnership referred to in sub-clause (c) of clause (iii) shall be signed before a person having authority to administer an oath as provided under section 3 of the Diplomatic and Consular Officers (Oaths and Fees) Act, 1948 (XL of 1948), or as the case may be, by section 3 of the Commissioners of Oaths Act, 1889 (52 and 53 Vic, C. 10) the status of the person administering the oath in the latter case being authenticated by any official specified in section 6 of the Commissioners of Oaths Act, 1889 (52 and 53 Vic. C. 10) or in any Act amending the same.

(3) (i) If any alteration is made or occurs in—

- (a) the instrument constituting or defining the constitution of a limited liability partnership incorporated or registered outside India;
- (b) the registered or principal office of a limited liability partnership incorporated or registered outside India; or
- (c) the partner or designated partner, if any, of a limited liability partnership incorporated or registered outside India,

the foreign limited liability partnership shall file in **Form 28** such alterations with the Registrar within sixty days of the close of the financial year.

(ii) If any alteration is made or occurs in-

- (a) the certificate of incorporation or registration of limited liability partnership incorporated or registered outside India;
- (b) the name or address of any of the persons authorized to accept service on behalf of a foreign limited liability partnership in India; or
- (c) the principal place of business of foreign limited liability partnership in India,

the foreign limited liability partnership shall file in **Form 29** such alterations with the Registrar within thirty days from the date on which the alteration was made or occurred.

(4) Every foreign limited liability partnership shall file with the Registrar the Statement of Account and Solvency in **Form 8** in accordance with provisions of rule 24 duly signed by the authorized representatives within a period of 30 days from the end of six months of the financial year.

(5) (i) If any document as is mentioned in sub-rule (1) or (3) is not in the English language, there shall be annexed to it a certified translation thereof.

(ii) the translation of documents into English required to be filed with the Registrar in pursuance of sub-rule (1) or (3) shall be certified to be correct in the manner as provided in clause (iii) or clause (iv) of this sub-rule, as the case may be.

(iii) Where any translation is made outside India, it shall be authenticated in the manner specified in sub-rule (2).

(iv) Where such translation is made within India, it shall be authenticated-

(a) by an Advocate, Chartered Accountant, Company Secretary or Cost Accountant; or

(b) by an affidavit of a person who, in the opinion of the Registrar has adequate knowledge of the language of the original and of English.

(6) Every foreign limited liability partnership shall cause the name of the foreign limited liability partnership and of the country in which the limited liability partnership is incorporated, to be stated in legible English characters in all invoices, official correspondence and publications of the limited liability partnership.

(7) (a) where any such limited liability partnership makes default in delivering to the Registrar the names and addresses of persons resident in India who are authorized to accept on behalf of the limited liability partnership service of process, notices or other documents; or

(b) if at any time all the persons whose names and addresses have been so delivered are dead or have ceased so to reside, or refuse to accept service on behalf of the limited liability partnership or for any reason, cannot be served;

a document may be served on the limited liability partnership by leaving it at, or sending it by post to, any place of business established by the limited liability partnership in India.

(8) If any foreign limited liability partnership ceases to have a place of business in India, it shall give notice to the Registrar in **Form 29** within 30 days of its intention to close the place of business and as from the date on which notice is so given, the obligation of the limited liability partnership to file any document to the Registrar shall cease, provided it

has no other place of business in India and it has filed all the documents due for filing as on the date of the notice.

(9) Every document which is required to be filed by any foreign limited liability partnership shall be filed in the electronic form to the Registrar having jurisdiction over New Delhi, through the portal maintained by the Ministry of Corporate Affairs on its website www.mca.gov.in.

(10) The Registrar shall, on registration of **Form 27**, issue a certificate for establishment of place of business in India by the foreign limited liability partnership in **Form 30**.

(11) There shall be paid to Registrar for filing or delivery or registering any form or document required by this Chapter the fee as mentioned in Annexure 'A'

CHAPTER XII

COMPROMISE, ARRANGEMENT OR RECONSTRUCTION OF LIMITED LIABILITY PARTNERSHIPS.

35. (1) An application under sub-section (1) of section 60 for an order convening a meeting of creditors or partners or creditors and partners shall be supported by an affidavit. A copy of the proposed compromise or arrangement shall be annexed to the affidavit as an exhibit thereto. The affidavit in support thereof shall be in **Form 20**.
- (2) Where the limited liability partnership is not the applicant, a copy of the summons and of the affidavit shall be served on the limited liability partnership, or, where the limited liability partnership is being wound-up, on its liquidator, not less than 14 days before the date fixed for the hearing of the summons. The summons shall be in **Form 21**.
- (3)(a) Upon the hearing of the summons or any adjourned hearing thereof, the Tribunal shall, by order, unless it thinks fit for any reason to dismiss the summons, give such directions as it may think necessary in respect of the following matters:
- (i) determining the creditors and/or of partners whose meeting or meetings have to be held for

considering the proposed compromise or arrangement;

- (ii) fixing the time and place of such meeting or meetings;
- (iii) appointing a chairman for the meeting or chairmen for the meetings to be held;
- (iv) fixing the quorum and the procedure to be followed at the meeting or meetings, including voting by proxy;
- (v) determining the values of the creditors and/or the partners, , as the case may be, whose meetings have to be held;
- (vi) notice to be given of the meeting or meetings and the advertisement, if any, of such notice;
- (vii) the time within which the chairman of the meeting is to report to the Tribunal the result of the meeting; and
- (viii) such other matters as the Tribunal may deem necessary.

(b) The order made under clause (a) shall be in accordance with the rules as may be laid down in this behalf.

(4) (i) Voting by proxy shall be permitted, provided a proxy in **Form 26** duly signed by the person entitled to attend and vote at the meeting is filed with the limited liability partnership at its registered office not later than 48 hours before the meeting.

(ii) Where a body corporate which is a partner or creditor of a limited liability partnership, authorizes any person to act as its representative at the meeting of the partners or creditors of the limited liability partnership, as the case may be, a copy of the authorization of such person to act as its representative at the meeting, and certified to be a true copy by a designated partner or other authorised officer of such body corporate, shall be lodged with the limited liability partnership at its registered office not later than 48 hours before the meeting.

(5) The notice of the meeting to be given to the creditors and/or partners, shall be in accordance with the rule laid down in this behalf, and shall be sent to them individually by the chairman appointed for the meeting, or, if the Tribunal so directs, by the

limited liability partnership (or its Liquidator), or any other person as the Tribunal may direct, by post under certificate of posting to their last known address not less than 21 clear days before the date fixed for the meeting. It shall be accompanied by a copy of the proposed compromise or arrangement alongwith statement showing material interest of the designated partners, if any, and a form of proxy.

- (6) The notice of the meeting shall be advertised, if so decided by the Tribunal, in such newspapers and in such manner as the Tribunal may direct.
- (7) Every creditor or partner entitled to attend the meeting shall be furnished by the limited liability partnership, free of charge and within 48 hours of a requisition made for the same, with a copy of the proposed compromise or arrangement.
- (8) The chairman appointed for the meeting or the limited liability partnership or other person directed to issue the advertisement and the notices of the meeting shall file an affidavit not less than 7 days before the date fixed for the holding of the meeting or the holding of the first of the meetings, as the case may be, showing that the directions regarding the issue of notices and the advertisement have been duly complied with. In default thereof, the summons shall be posted before the Tribunal for such orders as it may think fit to make.
- (9) The chairman of the meeting, or where there are separate meetings, the chairman of each meeting shall, within the time fixed by the Tribunal, or where no time has been fixed, within seven days after the conclusion of the meeting, report the result thereof to the Tribunal. The report shall state accurately the number of creditors or the partners, as the case may be, who were present and who voted at the meeting either in person or by proxy, their individual values and the way they voted.
- (10) (i) Where the proposed compromise or arrangement is agreed to, with or without modification, as provided in sub-section (2) of section 60, the limited liability partnership, or its Liquidator, as the case may be, shall, within seven days of the filing of the report by the chairman, present a petition to the Tribunal for confirmation of the compromise or arrangement:

Provided that where a compromise or arrangement is proposed for the purposes of, or in connection with, a scheme for the reconstruction of any limited liability partnership or the amalgamation of any two or more limited liability partnerships, the petitioner shall pray for appropriate orders and directions under section 62.

(ii) Where the limited liability partnership fails to present the petition under clause (i) for confirmation of the compromise or arrangement as aforesaid, it shall be open to any creditor or partner as the case may be, with the leave of the Tribunal, to present the petition for confirmation and the limited liability partnership shall be liable for the costs thereof.

(iii) Where no petition for confirmation of the compromise or arrangement is presented to, or where the compromise or arrangement has not been approved by the requisite majority under sub-section (2) of section 60 and consequently no petition for confirmation could be presented, the report of the chairman as to the result of the meeting made under sub-rule (9) shall be placed for consideration before the Tribunal for such orders as may be necessary.

(11) An order made by the Tribunal as mentioned in sub-section (3) of section 60 and sub-section (3) of section 62 shall be filed with Registrar concerned in **Form 22** along with fee as mentioned in Annexure 'A'.

Explanation.- In computing the period of 30 days from the date of order, the requisite time for obtaining a certified copy of order shall be excluded.

(12) (i) An arrangement for revival and rehabilitation of any LLP may be proposed, -

- (a) where on a demand by the creditors of the LLP representing fifty per cent or more of its outstanding amount of debt the LLP has failed to pay the debt, within thirty days of the service of the notice of demand or to secure or compound it to the reasonable satisfaction of the creditors; or
- (b) where a petition for winding up of a LLP is pending before the Tribunal, in terms of the directions given by the Tribunal on the winding up petition; or

- (c) where the liquidator has filed his report before the Tribunal, in terms of directions given by the Tribunal on the report of the Liquidator.
 - (ii) Without prejudice to clause (i), the LLP or any creditor or partner of the LLP, or in the case of a LLP which is being wound up, the Liquidator, may make an application for sanction of the arrangement for revival and rehabilitation before the Tribunal.
- (13) (i) An application under sub-rule (12) shall be accompanied by-
- (a) a statement of account and solvency of LLP for the immediately preceding financial year, in case the application under sub-rule (12) is made by the LLP;
 - (b) particulars and documents relevant to the scheme including commitments whether financial or otherwise expected from various parties or, proposed restructuring or rescheduling of the debts, or any undertaking or understanding, in case from bank or financial institution through a letter or in any other case through an affidavit of concerned party or parties, or in any other form as may be directed by the Tribunal; and
 - (c) proposed scheme of revival and rehabilitation of the LLP including proposal for appointment of an LLP Administrator.
- (ii) An application under sub- rule (12) shall be made to the Tribunal within 90 days from the date of expiry of demand notice or from the date of the direction of the Tribunal referred to under clause (i) of sub-rule 12.
- (14) (a) Within 60 days of receipt of an application under sub-rule (12), the Tribunal may hear all the parties concerned and admit or dismiss the application;
- (b) where the Tribunal admits the application, it may make an order to that effect and make provisions in such order, for all or any of the following matters:-

(i) holding of meetings of the creditors for approval of scheme proposed for revival and rehabilitation of LLP;

(ii) procedure to be followed by the LLP Administrator proposed in the scheme in connection with holding of the meeting including the appointment of chairman for such meeting;

(iii) any other direction(s) or order(s) as may be considered necessary.

(c) The LLP Administrator proposed in the scheme shall submit his preliminary report including the decision of the meeting to the Tribunal within 60 days of order made under clause (b) of sub-rule 14.

(15) (i) On consideration of the report of the LLP Administrator under clause (c) of sub-rule (14), and other materials available, if the Tribunal is satisfied that the creditors representing three-fourths in value of the amount outstanding against that LLP have, with or without modification of the scheme, resolved that it is not possible to revive and rehabilitate the LLP, the Tribunal may, within 60 days of the receipt of such report, order –

(a) that the proceedings for the winding up of the LLP be initiated;
or

(b) the LLP be wound up, or the liquidator to continue; or

(c) sanction the arrangement for revival and rehabilitation of LLP as approved by such creditors with such modifications as may be considered necessary by the Tribunal, and make orders for continuation of the LLP Administrator or appointment of a new LLP Administrator:

Provided that Tribunal may consider for its approval, the arrangement for revival and rehabilitation including the proposal for appointment of any other LLP Administrator moved by the LLP in the meeting of the creditors, in place of the arrangement proposed by the creditors or the Liquidator, provided the arrangement is approved by three-fourth majority, in value, of creditors.

Provided further that where the arrangement of revival and rehabilitation relates to amalgamation of the LLP with any other

LLP, no such scheme shall be sanctioned by the Tribunal unless the said scheme is approved with, or without modification by three-fourth majority of respective partners of transferor and transferee LLPs.

(ii) The order of sanction of the arrangement by the Tribunal under clause (i) may make provisions, for all or any of the following matters:-

- (a) powers and functions of the LLP Administrator;
- (b) the time period within which various actions proposed in the arrangement to be completed;
- (c) any such direction to the LLP or its officers or to the creditors, or to the LLP Administrator or to any other person, as may be considered necessary, for the purpose of implementation of the arrangement of revival and rehabilitation; and
- (d) any other order or orders as may be considered necessary.

(16) The LLP Administrator shall complete all the actions relating to implementation of the revival and rehabilitation arrangement and submit his final report before the Tribunal within such time directed by the Tribunal but not exceeding 180 days of the order under clause (i) of sub-rule (15);

(17) (i) The LLP administrator shall be appointed from a panel maintained by the Central Government for winding up and dissolution of LLPs.

(ii) The terms and conditions of the appointment including fee of LLP Administrator shall be such as may be ordered by the Tribunal.

(iii) The Tribunal may, on a reasonable cause being shown and for reasons to be recorded in writing, remove the LLP Administrator and may appoint another LLP Administrator.

(iv) In case of removal, death or incapacity of the LLP Administrator, the Tribunal may appoint another LLP Administrator.

(v) The LLP administrator shall, within 30 days of the making of order or orders under sub-rule (15) cause certified copy thereof to be filed with

the Registrar concerned in **Form 22** along with fee as mentioned in Annexure 'A'.

Explanation.- In computing the period of 30 days from the date of order, the requisite time for obtaining a certified copy of order shall be excluded.

CHAPTER XIII

ELECTRONIC FILING OF DOCUMENTS

36(1) (i) Every form or application or document or declaration required to be filed or delivered under the Act and rules made thereunder, shall be filed in computer readable electronic form, in portable document format (pdf) to the Registrar through the portal maintained by the Ministry of Corporate Affairs on its web-site www.mca.gov.in or through any other website approved by the Central Government and authenticated by a partner or designated partner of the limited liability partnership for such purpose by the use of a valid digital signature:

Provided that where documents are required to be filed on Non-Judicial Stamp Paper, the LLP shall submit such documents in the physical form, in addition to their submission in electronic form, unless the Central Government, by an order, does not require submission in physical form.

(ii) Every designated partner, partner or person specified in the Act for authentication of e-form, documents or application etc., which are required to be filed or delivered under the Act or rules made thereunder, shall obtain a digital signature certificate from the Certifying Authority for the purpose of such authentication and such certificate shall not be valid unless it is of class II or Class III specification under the Information Technology Act, 2000.

- (2) The Central Government shall set up and maintain –
- (i) a website or portal to provide access to the electronic registry; and,
 - (ii) as many Registrar's Front Offices as may be necessary and at such places and for such time as Central Government may determine from time to time.

for filing of e-Forms, documents and applications, etc., viewing and inspection of documents in the electronic registry.

(3) (i) The Central Government shall set up and maintain a secure electronic registry in which all the documents filed electronically shall be stored. The electronic registry so set up shall enable public access and inspection of such documents as are required to be in the public domain under the Act on payment of the fees as mentioned in Annexure “A”.

(ii) Every document or application or certificate or notice etc., required to be signed by the Registrar or an officer of the Central Government under the Act or rules made thereunder, shall be authenticated through a valid digital signature of such person or a system generated digital signature.

(iii) The Registrar or an officer of the Central Government, as the case may be, may send any communication either to the Limited Liability Partnership or its authorized representative, partners or both in the electronic manner for which the LLP shall create and maintain at all times a valid electronic address (e.g. E-mail, user Identification etc.) capable of receiving and acknowledging the receipt of such communication, automated or otherwise.

(4) The Registrar or an officer of the Central Government shall issue certificate, receipt, approval or communicate endorsement or acknowledgement in the electronic manner:

Provided that where the Registrar or an officer of the Central Government, as the case may be, is not able to issue any certificate, receipt, endorsement, acknowledgement or approval in electronic manner for the reasons to be recorded in writing, he may issue such certificate, receipt, or communicate endorsement, acknowledgement or approval in the physical form under manual signature affixing seal of his office.

(5) The Registrar shall examine or cause to be examined every application or e-Form or document required or authorized to be filed by or delivered under the Act and rules made thereunder for approval, registration, taking on record or rectification by the Registrar as the case may be:

Provided that the e-Forms or documents identified as informatory in nature and filed under Straight Through Process (STP) may be examined by the Registrar any time after its filing.

- (6) Where the Registrar, on examining any application or e-Form or document referred to in sub-rule (5), finds it necessary to call further information or finds such application or e-Form or document to be defective or incomplete in any respect, he shall give intimation of such information called for or defects or incompleteness noticed electronically, by placing it on the website and also by e-mail on the last intimated e-mail address of the person or the limited liability partnership, which has filed such application or e-Form or document, directing him or it to furnish such information or to rectify such defects or incompleteness or to re-submit such application or e-Form or document within the period allowed under sub-rule (7):

Provided that in case the e-mail address of the person or the Limited Liability Partnership in question is not available, such intimation shall be given by the Registrar by post at the last intimated address given in **Form 12**, or registered office address of the Limited Liability Partnership or the address of such person, as the case may be,. The Registrar shall preserve the facts of such intimation in the electronic record.

- (7) The Registrar shall allow such period or periods but not exceeding thirty days in aggregate to such person or LLP which has filed such application or e-Form or document under sub-rule (5) for furnishing further information or for rectification of the defects or incompleteness or for re-submission of such application or e-Form or document.
- (8) In case where such further information called for has not been provided or has been furnished partially or has not been provided or defects or incompleteness has not been rectified or has been rectified partially or has not been rectified to the satisfaction of the Registrar within the period allowed under sub-rule (7), the Registrar shall either reject or treat and label such application or e-Form or document as the case may be as “invalid” in the electronic record, and shall not take on record such invalid application or e-Form or document and shall inform such person or limited liability partnership as the case may be in the manner specified in sub-rule (6) .

- (9) Where any document has been recorded as invalid by the Registrar, such document may be rectified by the limited liability partnership only through fresh filing with payment of fee and additional fee as applicable, without prejudice to any other liability under the Act.
- (10) Save as otherwise provided in the Act, the Registrar shall not keep any document pending for approval and registration or for taking on record or for rejection or otherwise for more than one hundred twenty days, from the date of its filing.
- (11) The Registrar in case finds any e-Form or document filed under Straight Through Process (STP), referred to in proviso under sub-rule (5), as defective or incomplete in any respect, at any time, he shall treat and label such e-Form or document as “defective” in the electronic registry and shall also issue a notice pointing out such defects or incompleteness in such e-Form or document at the last intimated e-mail address (if available) of the person or the LLP which has filed the document and also in writing by post at the address of such person or address of such LLP or registered office address of LLP, calling upon such person or LLP to file such e-Form or document afresh with fee and additional fee as applicable, after rectifying such defects or incompleteness within a period of thirty days from the date of such notice.

CHAPTER XIV **STRIKING OFF NAME OF DEFUNCT LLP**

37(1) Where a limited liability partnership is not carrying on any business or operation -

- (a) for a period of two years or more and the Registrar has reasonable cause to believe the same, for the purpose of taking suo motu action for striking off the name of the LLP; or
- (b) for a period of one year or more and has made an application in **Form 24** to the Registrar, with the consent of all partners of the limited liability partnership for striking off its name from the register,

the Registrar shall send a notice to the limited liability partnership and all its partners, of his intention to strike off the name of the limited liability partnership from the register and requesting them to send their

representations along with copies of the relevant documents, if any, within a period of one month from the date of the notice:

Provided that no such notice by Registrar shall be required under clause (b):

Provided further that where the limited liability partnership is regulated under a special law, the application for removal of its name shall be accompanied by approval of the regulatory body constituted or established under that law.

(2) A notice issued under sub-rule (1) or contents of an application made by the LLP shall also be placed on the website of the Ministry of Corporate Affairs for the information of the general public for a period of one month.

(3) At the expiry of the time mentioned in the notice under sub-rule (1), or one month under sub-rule (2) above, the Registrar may, by an order, unless cause to the contrary is shown by the limited liability partnership, or the Registrar is satisfied that the name should not be struck off from the register, strike its name off the register, and shall publish notice thereof in the Official Gazette, and on the publication in the Official Gazette of this notice, the limited liability partnership shall stand dissolved.

(4) The Registrar, before passing an order under sub-rule (3), shall, where he has sufficient cause to believe that the limited liability partnership has any asset or liability, satisfy himself that sufficient provision has been made for the realization of all amount due to the limited liability partnership and for the payment or discharge of its liabilities and obligations by the limited liability partnership within a reasonable time and, if necessary, obtain necessary undertakings from the designated partner or partner or other persons in charge of the management of the limited liability partnership:

Provided that notwithstanding the undertakings referred to in this sub-rule, the assets of the limited liability partnership shall be made available for the payment or discharge of all its liabilities and obligations even after the date of the order removing the name of the limited liability partnership from the register.

(5) The liability, if any, of every designated partner of the limited liability partnership dissolved under sub-rule (3), shall continue and may be enforced as if the limited liability partnership had not been dissolved.

(6) Nothing in this rule shall affect the power of the Tribunal to wind up a limited liability partnership the name of which has been struck off the register.

Explanation.- In computing the period of 30 days from the date of order, the requisite time for obtaining a certified copy of order shall be excluded.

CHAPTER XV

CONVERSION FROM FIRM TO LIMITED LIABILITY

PARTNERSHIP

38(1) For the purposes of the Second Schedule, an application shall be made in the format provided in Part A of **Form 17** together with the statement of partners in format provided in Part B of **Form 17** alongwith the fee as mentioned in Annexure 'A'.

(2) The Registrar shall, on conversion of the firm into the limited liability partnership shall issue a certificate of registration under his seal in **Form 19**.

(3) For the purposes of para 5 of the Second Schedule, the limited liability partnership shall inform the concerned Registrar of firms about conversion of firm into limited liability partnership in **Form 14**.

CHAPTER XVI

CONVERSION FROM PRIVATE COMPANY TO LIMITED

LIABILITY PARTNERSHIP

39(1) For the purposes of the Third Schedule, an application shall be made in the format provided in Part A of **Form 18** together with the statement of shareholders in format provided in Part B of **Form 18** alongwith the fee as mentioned in Annexure 'A'.

(2) The Registrar shall, on conversion of any private company into limited liability partnership shall issue a certificate of registration under his seal in **Form 19**.

(3) For the purposes of para 4 of the Third Schedule, the limited liability partnership shall inform the concerned Registrar of

Companies about conversion of private company into limited liability partnership in **Form 14**.

CHAPTER XVII

CONVERSION FROM UNLISTED PUBLIC COMPANY TO LIMITED LIABILITY PARTNERSHIP

- 40(1) For the purposes of the Fourth Schedule, an application shall be made in the format provided in Part A of **Form 18** together with the statement of shareholders in format provided in Part B of **Form 18** along with the fee as mentioned in Annexure 'A'.
- (2) The Registrar shall, on conversion of any unlisted public company into limited liability partnership shall issue a certificate of registration under his seal in **Form 19**.
- (3) For the purposes of para 5 of the Fourth Schedule, the limited liability partnership shall inform the concerned Registrar of Companies about conversion of unlisted public company into limited liability partnership in **Form 14**.

CHAPTER-XVIII

COMPOUNDING OF OFFENCES

- 41 (1) Every application for the compounding of an offence shall be made in **Form 31** to the Registrar who shall forward the same, together with his comments thereon, to the Central Government.
- (2) Where any offence is compounded before the institution of any prosecution, no prosecution shall be instituted in relation to such offence, against the offender in relation to whom the offence is so compounded.
- (3) Where the composition of any offence is made after the institution of any prosecution, such composition shall be brought by the Registrar in writing, to the notice of the Court in which the prosecution is pending .
- (4)Where any offence is compounded under section 39, whether before or after the institution of any prosecution, intimation thereof shall be given by the LLP to the Registrar in **Form 22**

within seven days from the date on which the offence is so compounded.

(5) The Central Government while dealing with an application for the compounding of the offence for a default in compliance with any provision of the Act which requires a LLP or its partner or partners or designated partner or designated partners to file or register with, or send to, the Registrar any return, statement of account and solvency or other document, may, if it thinks fit to do so, direct, before allowing compounding under this rule, by order, any partner or designated partner of the LLP to file or register with, or on payment of the fee, and the additional fee, required to be paid under section 69, such return, statement of account and solvency or other document within such time as may be specified in the order.

Form 1

[See rule 18(5)]

Application for reservation or change of name

Note – All fields marked in *are to be mandatorily filled.

1. *Application for Incorporating a new limited liability partnership (LLP)
 Changing the name of an existing limited liability partnership.

Part A: Reservation of name

2. Details of the applicant

(i) (a)* Whether applicant is an Individual as partner or nominee of a body corporate as a partner

(b) *Designated Partner Identification Number (DPIN) or Income-tax permanent account number (PAN) or passport number

(ii) (a) *Name

(b) *Occupation

(c) *Address Line 1

Line II

(d) *City

(e) *State

(f) *Pin code

(g) *ISO Country Code

(h) * Country

(i) *e-mail ID

(j) Phone (k) Fax

3. Details of two proposed designated partners (one of them should be a resident in India)

(i) *Category (drop down) Individual, LLP, Company, LLP incorporated outside India (LIOI), Company incorporated outside India (CIOI).

(ii) *DPIN/Income-tax PAN/passport number; or LLPIN; or corporate identity number (CIN); or LIOI registration number; or CIOI registration number

(iii) *Name

(iv) *Name of nominee, in case of body corporate

(v) Details (number/date) of resolution authorizing nominee

(i) *Category (drop down) Individual, LLP, Company, LLP incorporated outside India (LIOI), Company incorporated outside India (CIOI).

(ii) *DPIN/Income-tax PAN/passport number; or LLPIN; or corporate identity number (CIN); or LIOI registration number; or CIOI registration number

(iii) *Name

(iv) *Name of nominee, in case of body corporate

(v) Details (number/date) of resolution authorizing nominee

4.* Name of the state in which the proposed LLP is to be registered

5.* Name of the office of Registrar in which the proposed LLP is to be situated

6. Whether the application is for conversion of firm or private company or unlisted public company into LLP Yes No
If yes, enter the following details

(I) In case of conversion of firm:

(i) Name of the firm

(ii) Whether the firm is registered Yes No
If Yes, enter the following details:

(a) Name of the Statute/law under which firm is registered

(b) Name of the state in which firm is registered

(c) Date of registration DD/MM/YYYY

(d) Registration number

(II) In case of conversion of private company or unlisted public company

(a) CIN

(b) Name

7. * Proposed business of the Limited Liability Partnership (if the business includes banking and stock exchange, a copy of the in-principle approval of the appropriate authority should be attached)

8. *Proposed monetary value of contribution (in Rs) in figure

in words

Part B: In case of change of name

9. * LLPIN of limited liability partnership

10. (a) *Name of the limited liability partnership

(b) *Address of registered office of the limited liability partnership

*Line 1

*Line 2

*City District

*State *PIN Code

*ISO Country Code *Country

*e-mail ID Phone

Fax

11. * Reasons for change of name

12. *Existing Monetary value of contribution (in Rs.) (in figure)

(in words)

Part C: Details regarding reservation of name or change of existing name of LLP

13. Proposed name of the LLP (please give six names in order of preference)

- (a)*
- (b)
- (c)
- (d)
- (e)
- (f)

14. State the significance of the key or coined word(s), if any; in the proposed name(s) (in brief)

- (a)
- (b)
- (c)
- (d)

(e)

(f)

(In case proposed name includes an activity, such activity should be reflective of the proposed business of the LLP)

15. (a) * Whether the proposed name(s) is/are based on a registered trade mark or is the subject matter of an application pending for registration under the Trade Marks Act.

(Please Tick) Yes No

(b) If yes, furnish particulars of trade mark or application

Attachments

1. In case of change of name of an existing limited liability partnership, a copy of the decision
2. Copy of Trade Mark Registration/ acknowledgement of application for Trade Mark Registration / authorization to use Trade Mark
3. If change is due to a direction received from the Central Government, then a copy of such direction
4. Optional Attachment

List of attachments

Remove attachment

Verification

To the best of my knowledge and belief, the information given in this Form and its attachments is correct and complete, and the proposed name is not undesirable, identical or too nearly resembles to that of any other partnership firm or limited liability partnership or body corporate or a registered trade mark or a trade mark which is subject of an application for registration of any other person under the Trade Marks Act, 1999.

I have gone through the provisions of the Limited Liability Partnership Act, 2008, and the rules framed thereunder and

I am authorised by the proposed partners to sign and submit this application.

OR

I have been authorized by (firm/ private company/ unlisted public company) to sign and submit this application.

I have been authorised by the Limited Liability Partnership to sign and submit this application.

To be digitally signed by applicant.

Date:

Place:

For office use only

Digital signature of the authorizing officer

This e-form is hereby approved

This e-form is hereby rejected

Form 2
[See rule 11]
Incorporation Document and Statement

Note – All fields marked in *are to be mandatorily filled.

PART A
Incorporation Document

1. *Service Request Number (SRN) of Form 1

2. * Name of the limited liability partnership :

3. * State in which the registered office of the limited liability partnership is to be situated:

4. * Address of registered office of the limited liability partnership

*Line 1

*Line 2

*City District

*State *PIN Code

*ISO Country Code

Country *e-mail ID

Phone Fax

5. * Business to be carried on by the limited liability partnership:

6. *Summary of Partners/designated partners

SN	Category	Number of Partners	Number of Designated partners	Number of designated partners resident in India
(i)	Individuals			
(ii)	LLPs			

(iii)	Companies			
(iv)	LLPs incorporated outside India			
(v)	Companies incorporated outside India			
	Total			

7. *Number of individual(s) as partner (Dynamic)

Note: In case individual(s) are more than five, attach details in respect of remaining partners in a separate sheet as an attachment.

Details in respect of individual(s). (First, enter details in respect of designated partners)

*Whether Designated partner Yes No

If yes, DPIN

*Whether resident in India Yes NO

*Name :

*Father's / Husband's Name :

*Nationality :

*Date of birth

*Occupation

*Income-tax permanent account number (PAN):

Passport Number:

*Permanent residential address

*Address *Line I

*Line II

*City *State

*Pin *ISO Country Code

Phone Fax

Email ID

*Whether present residential address is same as the permanent residential address:

(Please Tick) Yes No

If no, present residential address

Address Line I

Line II

City State

Pin ISO Country Code

Country Phone
Fax
Email ID

*Form of contribution

*Monetary value of contribution (in Rs.) (in figure)
(in words)

If already a partner of limited liability partnership (LLP) or director of a company, specify the following. (In case partner or director in more than five LLP(s) and companies each, attach separate sheet as an attachment).

*No. of limited liability partnership(s) in which he is a partner

LLPIN

Name

No. of Company(s) in which he is a director

CIN

Name of the company

8. Number of bodies corporate as partners (Dynamic)

Note: In case bodies corporate are more than five, attach details in respect of remaining bodies corporates in a separate sheet as an attachment.

*Details in respect of bodies corporate and their nominees. (First, enter details in respect of designated partners)

*Category (drop down) LLP, Company, LLP incorporated outside India (LIOI), Company incorporated outside India (CIOI)

*LLPIN or Corporate Identity Number (CIN), LIOI registration number or CIOI registration number

*Name of the body corporate

*Country where registered

*Full address of registered office

*Line I

*Line II

*City *State

*Pin *ISO Country Code

*Country

*Phone Fax

*Email ID

*Form of contribution

*Monetary value of contribution (in Rs.) (in figures)

(in words)

*Name and particulars of the person signing on behalf of the body corporate as nominee

*Designation & authority

*Father's / Husband's Name

*Nationality

*Date of birth

*Occupation

*Income-tax permanent account number (PAN)

Passport Number :

*Whether designated partner Yes No

If yes, DPIN

*Whether resident in India (Please Tick) Yes No

*Permanent residential address

*Address *Line I

*Line II

*City *State

*Pin *ISO Country Code

*Country

Phone Fax

Email ID

*Whether present residential address is same as the permanent residential address:

(Please Tick) Yes No

If no, present residential address

Address Line I

Line II

City State

Pin ISO Country Code
Country
Phone Fax
Email ID

9. *Total monetary value of contribution by partners in the LLP
(in Rs.) (in figures)
(in words)

10. * We, the several partners whose names are subscribed below, are desirous of being formed into a limited liability partnership for carrying on a lawful business with a view to profit and have entered or agreed to enter into a limited liability partnership agreement in writing. We respectively agree to contribute money or other property or other benefit or to perform services for the limited liability partnership in accordance with the limited liability partnership agreement, the particulars of which are stated at serial number 7 or 8 against our respective names.

Name of each partner	Signature of Partner	Name, address and profession (alongwith professional membership number) of witness	Signature of witness
1	2	3	4

(Attach details in respect of names of partners/witnesses and their signatures in the above format as an attachment)

Attachments:.

1. Copy of authorization where the partner is a limited liability partnership, or company, or a limited liability partnership incorporated outside India or a company incorporated outside India.
2. Proof of address of registered office of limited liability partnership.
3. Details in respect of names of partners/witnesses and their signatures.

4. Attachments in respect of details of individuals/bodies corporate where the number exceeds five.
5. Optional attachment.

Part B
Statement

***Statement by a person who subscribed his name to the incorporation document :**

I son/ daughter/ wife of
do state as under:

- (i) that I am a person named in the incorporation document as a designated partner/partner of the limited liability partnership;
- (ii) that the designated partners have given their prior consent to act as designated partners;
- (iii) that all the requirements of the Limited Liability Partnership Act, 2008 and the rules made thereunder have been complied with, in respect of incorporation and matters precedent and incidental thereto;
- (iv) that I make this statement conscientiously believing the same to be true.

To be digitally signed by

A designated partner

DPIN

Date:

Place:

***Statement by an Advocate/Company Secretary/Chartered Accountant/Cost Accountant in practice:**

I son/ daughter/ wife of
do state as under:

- (i) that I am
 - an Advocate
 - a Company Secretary
 - a Chartered Accountant
 - a Cost Accountant

engaged in the formation of the limited liability partnership and my membership number with (name of regulatory body) is (Membership Number);

- (ii) that all the requirements of the Limited Liability Partnership Act, 2008 and the rules made thereunder have been complied with, in respect of incorporation and matters precedent and incidental thereto;
- (iii) that I make this statement conscientiously believing the same to be true.

To be digitally signed by

Advocate / Company Secretary / Chartered Accountant / Cost Accountant in practice.

Date:

Place:

Modify Check form Pre-scrutiny Submit

For office use only

This e-form is hereby registered

Confirm submission

Digital signature of the authorizing officer

Form 3

[See rule 21]

Information with regard to Limited Liability Partnership Agreement and changes, if any, made therein

Note – All fields marked in *are to be mandatorily filled.

This Form is for

Filing information with regard to
LLP Agreement

For information with regard to changes
in
LLP Agreement

Part A - For filing information with regard to LLP Agreement

1. *LLPIN

2. *Name of Limited Liability Partnership

3. *Place at which the Limited Liability Partnership Agreement is made

4. (i) *Date of the Agreement

- (ii) Date of ratification

5. *Address of Registered Office

- *Line 1
- *Line 2
- *City District
- *State *PIN Code
- *ISO Country Code Country

- Phone Fax

- *Email ID

6. *Business to be carried on by the Limited Liability Partnership

--

7. * Designated Partners

(i) Whether each of the partners from time to time is to be designated partner.

Yes No

(i) Names of persons who shall be designated partners on incorporation.

Name	DPIN

(ii) *Acts, matters or things required to be done by a designated partner in respect of the compliance of the provisions of the Act.

1. 2. 3.

(iii) *Powers in relation to acts, matters, or things which the designated partner can exercise only with the consent of all the partners/requisite number or percentage of partners.

1. 2. 3.

8. *Obligation to contribute

(i) Obligation of each partner to contribute money or property or other benefit or to perform services. .

SN	Name of Partner	Nature and specification of obligation to contribute

(ii) Total Monetary value of contribution by partners in the LLP (in Rs.) (in figure)

(in words)

9. *Partners' powers and duties

(i) Powers, duties and authority of each partner.

(a) Powers of the partners (b) Duties of the partners (c) Authority of the partners

(ii) Mutual rights and duties of partners

--

(iii) Mutual rights and duties of limited liability partnership and partners

--

10. *Restrictions, if any, on the partners' authority.

11. *Management and Administration of Limited Liability Partnership

(i) Acts, matters or things, if any, which can be done only with the consent of all the partners.

(ii) Acts, matters or things, if any, which can be done with the consent of majority of the partners.

(iii) Acts, matters or things, if any, which can be done only with the consent of requisite number or percentage of the partners.

(iv) Manner, if any, in which the consent of the partners is to be obtained.

(v) Procedure for calling, holding and conducting meetings, (where the decisions are to be made at meetings of partners.)

12. * Whether the LLP has a common seal

Yes No

If yes, authority to affix the seal

13. * Details of indemnity clause, if any -

14. *Clauses of the Agreement relating to -

- (a) admission of a new partner
- (b) retirement of a partner
- (c) cessation of a partner
- (d) expulsion of a partner
- (e) resignation of a partner

15. *Details of obligations, rights, entitlements of a partner on admission, retirement, cessation, expulsion or resignation.

16. *Clauses relating to resolution of disputes

- (a) Between the partners; or
- (b) Between the partner and the LLP.

17. *Duration of Limited Liability Partnership, if any.

18. *Clauses, if any, relating to voluntary winding up

19. Information of clauses in the agreement:

(a)	relating to rule 16 (2)
(b)	relating to rule 17(1)
(c)	relating to rule 20(1)
(d)	relating to rule 24(18)(a)

20. Any other information or clause relating to the Limited Liability Partnership Agreement not covered above (optional).

B. For Filing information with regard to changes (addition, omission or alteration) in the Limited Liability Partnership Agreement

21. *LLPIN

22. *Name of the Limited Liability Partnership

23. *Address of the registered office of the Limited Liability Partnership

*Line 1
*Line 2
*City District
*State *PIN Code
*ISO Country Code *Country
Phone Fax
* Email ID

24. *Date of the modification of the agreement

25. *Please indicate the changes in the LLP agreement pertaining to any of the items 3 to 20 above:

26. Indicate any other change or changes in LLP agreement not covered under 25 above.

27. *Monetary value of contribution (in Rs) (in figures) -

- (i) Existing
- (ii) Addition
- (iii) Total

***Statement**

I son daughter wife
of state as under :

- (i) I am a person named in the Incorporation Document as a designated Partner/I am a designated Partner of the limited liability partnership;
- (ii) that the particulars given above are in accordance with the limited liability partnership agreement/ agreement relating to change in the limited liability partnership agreement;
- (iii) the original Limited Liability Partnership Agreement will be produced whenever called for;
- (iv) in case of change in contribution, the fees payable to Registrar has been/being paid;
- (v) that I make this statement conscientiously believing the same to be true.

Attachment

Optional.

To be digitally signed by designated partner
DPIN

Date:

Place:

Certificate

It is hereby certified that I have verified the above particulars from the books and records of

(name of the LLP) and found them to be true and correct.

Company Secretary in practice Chartered Accountant in practice
 cost Accountant in practice

Whether associate or fellow Associate Fellow

Membership Number or Certificate of Practice Number

To be digitally signed by

Company Secretary in practice/ Chartered Accountant in practice/ Cost Accountant in practice

Date: (DDMMYYYY)

Place:

For office use only

This e-form is hereby registered

Confirm submission

Digital signature of the authorizing officer

Form 4

[See rule 8, 10(8), 22(2) and 22(3)]

Notice of appointment of partners/ designated partner and changes among them, intimation of DPIN by the LLP to Registrar and consent of partner to become a partner /designated partner

Note: All fields marked in * are to be mandatorily filled.

PART A

Notice of appointment of partner/designated partner and changes among them and intimation of DPIN

1. * This form is for New Limited Liability Partnership Existing Limited Liability Partnership

2. * Service Request number (SRN) of Form 1 or LLPIN

3. *Name of the limited liability partnership

*Address of the registered office of the limited liability partnership

*Line I

*Line II

* City * State

* Pin * ISO Country Code

*Country

Phone Fax

*Email ID

4. * Summary of partners and designated partners:

SN	Category	Number of Partners	Number of Designated partners	Number of designated partners resident in India
(i)	Individuals			
(ii)	LLPs			
(iii)	Companies			
(iv)	LLPs incorporated outside India			
(v)	Companies incorporated outside India			

	Total			
--	-------	--	--	--

5. *Number of individual(s) as partner(s) (Dynamic)

Note: In case individual(s) are more than five, attach details in respect of remaining partners in a separate sheet as an attachment.

Details in respect of individual(s). (First, enter details in respect of designated partners)

*Whether designated partner Yes No

If yes, DPIN

*Whether resident in India Yes No

*Name

*Father's / Husband's Name

*Nationality

Appointment Cessation Change in name of partner
 change in name of designated partner change in designation
 Change in address

Date of appointment

Date of Cessation

Changed name

Date of change in designation

New designation

(Please give address and other details of the partner in addendum to this Form.)

6. *Number of bodies corporate as partners (Dynamic)

Note: In case bodies corporate are more than five, attach details in respect of remaining bodies corporates in a separate sheet as an attachment.

Details in respect of bodies corporate and their nominees. (First, enter details in respect of designated partners)

Category (drop down) LLP, Company, LLP incorporated outside India (LIOI), Company incorporated outside India (CIOI)

LLPIN or Corporate Identity Number (CIN), LIOI registration number or CIOI registration number

*Name

Country where registered

*Name and particulars of the person signing on behalf of the body corporate as nominee

*Designation

*Father's / Husband's Name :

*Nationality

*Whether Designated partner Yes No

If yes, DPIN

*Whether resident in India Yes NO

Appointment Cessation Change in name of partner
 change in name of designated partner change in designation
 change in address

Date of appointment

Date of Cessation

Changed name

Date of change in designation

New designation

(Please give address and other details of the partner and nominee in addendum to this Form.)

Part B

Consent of partners/designated partners

Please attach the consent to become a partner / designated partner (separate consent for each partner/ designated partner) in the following format as an attachment:

“I, hereby give my consent to become a partner designated partner of the (name of the LLP) pursuant to section 25(3)(c) / 7(4) of the Limited Liability Partnership Act, 2008.

I having consented to become a partner / designated partner of limited liability partnership also hereby undertake to contribute money or other property or other benefit or to perform services for limited liability partnership as per my obligations described in the limited liability partnership agreement.”

Signed Designation

Attachment:

1. Consent to act as partner/designated partner
2. Evidence of cessation.
3. Affidavit or any other proof of change of name
4. Where the appointed partner is a body corporate, a copy of resolution of such body corporate and of the authority in favour of the nominee signing on behalf of body corporate.
5. Attachments in respect of details of individuals/bodies corporate where the number exceeds five.
6. Optional Attachment

Statement

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

I a designated partner of the LLP, am authorized to sign and submit this form.

To be digitally signed by designated partner

DPIN

(The person signing the form should be different from the person in whose respect the form is being filed)

Date:

Place:

Certificate

It is hereby certified that I have verified the above particulars from the books and records of
(name of LLP) and found them to be true and correct.

Company Secretary in practice Chartered Accountant in practice
 Cost Accountant in practice

Whether associate or fellow Associate Fellow

Membership Number or Certificate of Practice Number

Date:

Place:

Modify

Check Form

Pre-scrutiny

Submit

For office use only:

This e-Form is hereby registered

Digital Signature of the authorizing officer

Submit to BO

Addendum to Form 4

Particulars of addresses and other details of partners/designated partners and changes therein

1. Number of individuals as partners

Note: In case individual(s) are more than five, attach details in respect of remaining partners in a separate sheet as an attachment.

Appointment Cessation Change in name of partner
change in name of designated partner change in designation
change in address

Details in respect of individual(s) (First, enter details in respect of designated partners)

(The details in this addendum should be in the order of names of partners given in Form 4.)

*Whether Designated partner Yes No

If yes, DPIN

*Whether resident in India Yes NO

*Name :

*Father's / Husband's Name :

*Nationality :

*Date of birth

*Occupation

*Income-tax permanent account number (PAN):

*Passport Number:

*Permanent residential address

Address *Line I

*Line II

*City *State

*Pin *ISO Country Code

Phone Fax

Email ID

*Whether present residential address is same as the permanent residential address:

(Please Tick) Yes No

If no, present residential address

Address Line I
Line II
City State
Pin ISO Country Code
Phone Fax
Email ID

2. Number of bodies corporate as partners

Note: In case bodies corporate are more than five, attach details in respect of remaining bodies corporate in a separate sheet as an attachment.

Appointment Cessation Change in name of partner
change in name of designated partner change in designation
change in address

Details in respect of bodies corporate and their nominees. (First, enter details in respect of designated partners)

(The details in this addendum should be in the order of names of partners given in Form 4.)

Category (drop down) LLP, Company, LLP incorporated outside India (LIOI), Company incorporated outside India (CIOI).

LLPIN or Corporate Identity Number (CIN), LIOI registration number or CIOI registration number.

*Name of the body corporate

Country where registered

*Full address of registered office

*Line I

*Line II

*City *State

*Pin *ISO Country Code

*Country
Phone Fax
*Email ID

*Name and particulars of the person signing on behalf of the body corporate as nominee

*Designation

*Father's / Husband's Name :

*Nationality

*Date of birth

*Occupation

*Income-tax permanent account number (PAN)

Passport Number

*Whether designated partner Yes No

If yes, DPIN

*Whether resident in India (Please Tick) Yes No

*Permanent residential address

Address *Line I

*Line II

*City *State

*Pin *ISO Country Code

*Country

Phone Fax

Email ID

*Whether present residential address is same as the permanent residential address:

(Please Tick) Yes No

If no, present residential address

Address Line I

Line II

City State

Pin ISO Country Code

Country Phone

Fax

Email ID

Attachments:

1. Attachments in respect of details of addresses and other details of individuals/bodies corporate where the number exceeds five.
2. Proof of address
3. Optional Attachment

Statement

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

I a designated partner of the

(name of the LLP), am authorized to sign and submit this form.

To be digitally signed by designated partner

DPIN

(The person signing the form should be different from the person in whose respect the form is being filed)

Date:

Place:

Certificate

It is hereby certified that I have verified the above particulars from the books and records of (name of the LLP) and found them to be true & correct.

Company Secretary in practice Chartered Accountant in practice
 Cost Accountant in practice

Whether associate or fellow Associate Fellow

Membership Number or Certificate of Practice Number

Date:

Place:

Modify

Check Form

Pre-scrutiny

Submit

For office use only:

This e-Form is hereby registered

Digital Signature of the authorizing officer

Submit to BO

Form 5
[See rule 20(2)]
Notice of change of name

Note: All fields marked in * are to be mandatorily filled.

1. *LLPIN

2. (a) *Name of the limited liability partnership
(b) Address of the registered office of the limited liability partnership

*Line 1

*Line 2

*City District

*State *PIN Code

*ISO Country Code

*Country

Phone Fax

*Email ID

3. *Reasons/purpose for change of name

4. *Service Request Number (SRN) of Form 1

5. *Proposed name

6. *Date of compliance of sub-rule (1) of rule 20
(DD/MM/YYYY)

Attachments

- (i) Copy of the minutes of decision/resolution/consent of partners,
- (ii) The extracts of the relevant provision of the Limited Liability Partnership Agreement, if any,

- (iii) If change is due to a direction received from the Central Government/ Registrar, then a copy of such direction,
- (iv) Optional attachment.

Statement

To the best of my knowledge and belief, the information given in this Form and its attachments is correct and complete.

I a designated partner of the LLP, am authorized to sign and submit this form.

To be digitally signed by designated partner
DPIN

Date:

Place:

Certificate

It is hereby certified that I have verified the above particulars from the books and records of (name of the LLP) and found them to be true and correct.

- Company Secretary in practice
- Chartered Accountant in practice
- Cost Accountant in practice

Digitally Signed

Certificate of Practice Number

Date:

Place:

For office use only:

This e-Form is hereby registered

Digital Signature of the authorizing officer
Submit to BO

Form 6

(See rule 22(1))

Intimation of particulars of name or address of a partner/ change in such particulars by a Partner to the Limited Liability Partnership

Note: All fields marked in * are to be mandatorily filled.

1. *This form is for intimating to the Limited Liability Partnership
O particulars
O change in particulars by the partner.

Type of partner:

- I. Individual
- II. Limited liability partnership
- III. Company
- IV. Limited liability partnership incorporated outside India
- V. Company incorporated outside India

Part A

I. Intimation of particulars - Individual

2. Name
- (a) *First Name:
- (b) *Last Name:
- (c) *Middle Name:
- (d) *Name as written:
3. *Father's Name/Husband's Name
4. *Whether citizen of India O Yes O No
5. *Nationality:
6. *Whether Resident in India: O Yes O No
7. *Date of Birth:
8. *Gender: O M O F
9. *Income-tax permanent account number
10. Voter's identity card
11. Passport number
12. Others (specify)
13. *Permanent Residential Address

*Line I
*Line II
*City
*State
*Country
*Pin Code
Phone
Fax
*E-mail

14. *Whether present residential address is the same as permanent residential address

Yes No

15. Present residential address

Line I
Line II
City
State
Country
Pin Code
Phone
Fax

16. *Whether a partner of partnership firm or limited liability partnership or director of a company

Yes No

If Yes

(a) Names and addresses of the partnership firm(s)

Name Address of principal office

(b) LLPIN and name of the limited liability partnership(s)

LLPIN

Name of limited liability partnership

(c) CIN and names of the companies in which he is a director

CIN DIN Name

II. Intimation of particulars – Limited liability partnership

LLPIN:

Name :

PAN number of the limited liability partnership

Full address of registered office

Name of the person who will be signing on behalf of the limited liability partnership

Designation and authority of the person signing on behalf of limited liability partnership

Please give particulars of the person authorized in the format as given in sub-part I of Part A from serial number 2 to 16.

III. Intimation of particulars – Company

CIN

Name

PAN number of the company

Full address of registered office

Name of the person who will be signing on behalf of the company

Designation and authority of the person signing on behalf of the company

Please give particulars of the person authorized in the format as given in sub-part I of Part A from serial number 2 to 16.

IV. Intimation of particulars – Limited liability partnership incorporated outside India

Name :

Country where the limited liability partnership is registered/incorporated

Registration/Incorporation Number

Full address of the registered office

The statute under which the limited liability partnership is registered

Name of the person who will be signing on behalf of the limited liability partnership incorporated outside India

Designation and authority of the person signing on behalf of limited liability partnership incorporated outside India

Please give particulars of the person authorized in the format as given in sub-part I of Part A from serial number 2 to 16.

V. Intimation of particulars – Company incorporated outside India

Name :
Country where the company is registered/incorporated
Registration/Incorporation Number
Full address of the registered office
The statute under which the company is registered
Name of the person who will be signing on behalf of the company
incorporated outside India
Designation and authority of the person signing on behalf of company
incorporated outside India

Please give particulars of the person authorized in the format as given
in sub-part I of Part A from serial number 2 to 16.

**PART B – Intimation of change in particulars relating to name or address of
the partner**

Please give below the particulars sought to be changed

The following documents in support of the above are attached

- (a) _____
- (b) _____

I _____ son/daughter of _____

declare and verify that the information given in the form and the documents
enclosed is correct and complete.

Signature
Date
Place

Form 7

[See rule 10]

Application for allotment of Designated Partner Identification Number

Note: All fields marked in * are to be mandatorily filled.

Provisional Designated Partner Identification Number (DPIN)

(not to be filled by the applicant as it is generated by the system)

Applicant's name (enter full name and do not use abbreviations)

Affix a latest passport size photograph and get it attested/ certified for submission of physical copy of the form with Central Government.

1. DIN (if allotted)

2. Name

(a) *First name :

(b) *Last name :

(c) *Middle name :

(d) *whether nominee of a body corporate Yes No

If Yes, the details of the body corporate:

Name of the body corporate

Registration Number

Address of the registered office of the body corporate

Line 1

Line 2

City

District

State

PIN Code

ISO Country Code

Country

Phone

Fax

Email ID

3. Father's /Husband's name

(a) *First name :

(b) *Last name :

(c) *Middle name :

4. *Whether a citizen of India : Yes No

5. *Nationality:

6.*Date of Birth (DD/MM/YYYY)

7. *Gender :

8. Place of birth

9. Income-tax permanent account number

10. Voter's identity card number :

11. Passport number :

12. Driving license number:

13. Other (please specify):

14. *Permanent Residential Address

(a) *Line I

*Line II

(b). *City :

(c) *State :

(d) *Country:

(e) *Pin code:

(f) Phone:

(g) Fax:

(h) Email ID

15. *Whether present residential address is same as permanent residential address
Yes No

16. Present Residential Address

(a) Line I

Line II

(b) City

(c) State
(d) Country
(e) Pin code
(f) Phone
(g) Fax

17. *Whether resident of India

Yes No

**Specimen signature of the applicant
(within the box)**

Instruction Kit

Submit

Following documents are being enclosed :

Proof of Identity (Tick against the document being enclosed)

1. Passport
2. Election (voter identity) card
3. Driving license
4. Income-tax PAN card
5. Others-Please Specify

Proof of residence (Tick against the document being enclosed)

1. Passport
2. Election (voter identity) card
3. Ration card
4. Driving license
5. Electricity bill
6. Telephone bill
7. Bank account statement
8. Others-Please Specify

I son/daughter of

resident of hereby declare and verify that the information given in this application and the documents enclosed is correct and complete. I confirm that I do not possess and have not been allotted another Designated Partner Identification Number by the Central Government. I also confirm that no other application (including physical documents) submitted by me is pending for allotment of Designated Partner Identification Number.

**Signature of the applicant
(to be signed for submission of physical copy of the form with Central Govt)**

Dated (DD/MM/YYYY)

Place

General Guidelines for DPIN Application

1. **Obtain Provisional DPIN** - The applicant should first fill in the application on-line, generate a provisional DPIN and then take a print out for dispatch to the DPIN Processing Cell. All application without a provisional DPIN cannot be accepted for further process and would merit straight rejection.
2. **Attestation/certification of photograph, proof identity and proof of residence** – A Public Notary or a Gazetted Officer of a Government or a practising professional (Chartered Accountant/ Company Secretary/Cost Accountant) or a Company Secretary in full time employment of the company.
3. **Particulars of the attesting/certifying authority** – The attesting authority must indicate the following while attesting the documents : (i) Signatures; (ii) Name in full in Capitals; (iii) Registration No; and (iv) Seal/ Stamp.
4. **Language of proofs for identity and residence** – In case the proof of identity and proof of residence is in a language other than Hindi or English, a certified copy of translation of the same in Hindi or English should be enclosed and the translation be also certified by the professional who has otherwise certified the said proofs.
5. **Date of Birth** – The proof of identify enclosed with DPIN Form should also contain the Date of Birth of the applicant and the same should match the Date of Birth filled in the application form. In case the proof of identify does not indicate the Date of Birth then additional proof of Date of Birth, duly certified/attested, should be attached.
6. **Father's Name** - The proof of identify enclosed with DPIN Form should also contain the Father's Name of the applicant and the same should match the Father's Name filled in the application form. In case the proof of identify does not indicate the Father's Name then additional proof of Father's Name, duly certified /attested, should be attached.
7. **Process for applications who are (i) Indian citizens residing abroad; (ii) foreign nationals residing in India; and (iii) foreign nationals residing outside India** - While general conditions as mentioned at Sr.No.1,3,4 and 5 would be applicable in these categories also, the certification of attached documents and the photograph may be done by a notary in the home country of the applicant or the designated partner of the LLP. Further, in the case of a Foreign National, certified copy of the valid passport should be enclosed.

For office use only:

Signature of the Authorizing Officer

Dated

Place

Form 8

[See rule 24]

Statement of Account & Solvency

Note – All fields marked in *are to be mandatorily filled.

Annual or interim

If Annual -

Statement of Account and Solvency as at

LLPIN/FLLPIN

Name of the Limited Liability Partnership/ Foreign Limited Liability Partnership

Part A: Statement of Solvency

We being the designated partners or authorized representatives of (name of the LLP/FLLP) do solemnly affirm and sincerely declare that we have made a full inquiry into the affairs of this Limited Liability Partnership/Foreign Limited Liability Partnership, and that, having done so, have formed the opinion that the Limited Liability Partnership/Foreign Limited Liability Partnership is/is not able to pay its debts in full as they become due in the normal course of business.

We append a Statement of the Assets and Liabilities as at and Income and Expenditure for the period ended on being the latest practicable date before the making of this declaration.

We append a Statement indicating creation of charges or modification or satisfaction thereof during the financial year.

We declare that the turnover does not exceed/exceeds 40 lakh or the contribution does not exceed/exceeds 25 lakh rupees. The partners/authorized representatives have taken proper care and responsibility for maintenance of adequate accounting records and preparation of accounts in accordance with the provisions of the LLP Act and the Rules made thereunder.

We being the authorized representatives of

(name of the foreign LLP) do solemnly affirm and sincerely declare that we have made a full enquiry into the affairs of the limited liability partnership incorporated outside India, and that, having done so, have formed the opinion that such foreign limited liability partnership incorporated outside India is/is not able to pay its debts in full as they become due in the normal course of business.

We make this statement conscientiously believing it to be true, and by virtue of the provisions of the Limited Liability Partnership Act, 2008, the rules made thereunder.

Made on this day of

Place:

Signature of Designated Partners of LLP
or authorized representatives (AR) of a Foreign LLP

DPINs

Part B: Statement of Account

Statement of Assets and Liabilities
Of as at (period)
(In Rupees_____)

	Particulars	Figures as at the end of the current reporting period	Figures as at the end of the previous reporting period
	1	2	3
I.	CONTRIBUTION AND LIABILITIES		
(1)	Partners' funds		
	(a) Contribution		
	(b) Reserves and surplus (Surplus being the profit/loss made during the year)		
(2)	Liabilities		
	(a) Secured loans		

	(b) Unsecured loans (c) Short term borrowings (d) Creditors/trade payables - Advance from customers (e) other liabilities (to specify) (f) Provisions (i) for taxation (ii) for contingencies (iii) for insurance (iv) other provisions (if any) TOTAL		
II	ASSETS (a) Fixed assets (b) Investments (c) Loans and advances (d) Inventories (e) Debtors/trade receivables (f) Cash and cash equivalents (g) other assets (to specify) TOTAL		

Notes: (a) Contingent liabilities not provided for.
 (b) The disclosures under provisions of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 may be added as attachment to this Form.
 (c) Any other disclosures the LLP thinks proper to disclose.

Signature of Designated Partners of LLP
 or authorized representatives (AR) of a Foreign LLP

DPINs

Statement of Income and Expenditure

Of for the period from to

<u>Income</u>	<u>Current year</u>	<u>Previous year</u>
---------------	---------------------	----------------------

Turnover		
Other income (to specify)		
Increase/(decrease) in stocks [including for raw materials, work in progress and finished goods]		
TOTAL INCOME		
<u>Expenses</u>		
Purchases		
Personnel expenses		
Administrative expenses		
Selling expenses		
Depreciation		
Interest		
Other expenses (to specify)		
Profit before taxes		
Provision for Tax		
Profit after Tax		
Profit transferred to Partners' account		
Profit transferred to Reserves and surplus		

Note:-

(a) Turnover means the aggregate of the gross value of the realization made from the sales, supply or distribution of the goods or on account of services

rendered or both during the financial year. The amount of total excise duty/service tax deducted from turnover shall be disclosed separately.

(b) Any other disclosures the LLP thinks proper to disclose.

Signature of Designated Partners of LLP
or authorized representatives (AR) of a Foreign LLP

DPINs

Certificate by the Designated partner or the auditor

It is hereby certified that I have verified the particulars contained in the Statement of Account and Solvency including the Statements of assets and liabilities as at and the income and expenditure for the period ending from the accounting records and other books and papers of (name of the LLP) and found them to be true and fair.

Name of the auditor/designated partner

*Address

*Line I

*Line II

*City *State

*Pin *ISO Country Code

*Country Phone Fax

Email ID

Membership number/DPIN

Place:

Date:

For office use only

This e-form is hereby registered

Digital signature of the authorizing officer

Appendix to Statement of Account and Solvency
 Particulars for creation or modification or satisfaction of charges by an LLP

1. *LLPIN

2. (a) This form is for
 creation of charge
 modification of charge
 satisfaction of charge

*(b) charge identification ID number of the charge to be modified
 or satisfied

3. *Type of charge

Immoveable property	
Any interest in immoveable property	
Book debts	
Moveable property (not being pledge)	
Floating charge	
If others, specify	

Ship	
Goodwill	
Patent, licence under a patent	
Trade marks	
Copyright or licence under copy right	

4. *Whether joint charge is involved YES NO

5. *Number of charge holders

6. Particulars of the charge holders

CIN/LLPIN

*Name

*Address

*Line 1

*Line 2

*City District

*State *PIN Code

*ISO Country Code

*Email ID

7. *Nature or description of instrument(s) creating or modifying the charge.

8. *Date of the instrument creating or modifying the charge
(DD/MM/YYYY)

9. (a) *whether charge created or modified outside India
Yes No

(b) In case charge created or modified outside India on the property situated outside India, the date of receipt of the documents in India

(DD/MM/YYYY)

10. *Amount secured by charge in Rs.

11. Brief particulars of the principal terms and conditions and extent and operation of the charge

(a) *Rate of interest
(b) *terms of repayment
(c) *margin
(d) *extent and operation of the charge
(e) others

12. In case of acquisition of property, subject to charge, furnish the following details relating to existing charge on the property so acquired:

- (a) date of instrument creating or evidencing the charge,
- (b) description of the instrument creating or evidencing the charge,
- (c) date of acquisition of the property,
- (d) amount of the charge in rupees,
- (e) particulars of the property charged.

13. *Short particulars of the property charged (including location of the property)

14. (a) *whether any of the property or interest therein under reference is not registered in the name of the company.

Yes No

(b) If yes, in whose name it is registered

Note. If more than one charge holder involved, details of extent of charge, particulars of property charged, amount secured to be provided in attachment.

15. Date of latest modification prior to present modification

DD/MM/YYYY

16. Particulars of present modification

17. Date of satisfaction in full (DD/MM/YYYY)

Attachments:-

- (i) instrument of creation or modification
- (ii) instrument evidencing creation or modification of charge in case of acquisition of property which is already subject to charge
- (iii) particulars of all joint charge holders
- (iv) letter of charge holder stating that the amount has been satisfied
- (v) optional attachment.

Signature of Designated Partner

DPIN

Form 9
[See rule 7 and 10(8)]
Consent to act as Designated Partner

Note – All fields marked in *are to be mandatorily filled.

To Limited Liability Partnership

(Name and address of the limited liability partnership)

Date: DD/MM/YYYY

Subject : Consent to act as Designated Partner

I, hereby give my consent to act as designated partner of the
(name of the LLP) pursuant to Section 7(3) of the Act.

Particulars

1. *Designated Partner Identification Number (DPIN)

2. *Name

3. *Father's /Husband's Name

4. *Present residential address

5. *e-mail ID

6. Name of the Partnership Firm

Or

LLPIN & Name of Limited Liability Partnership

Or

CIN & Name of the Company

Or

Name of any other body corporate

whose nominee the designated partner is.

I hereby state that I satisfy the conditions and requirements for being eligible to be a designated partner and I have not been disqualified to act as a designated partner.

To be signed by the designated partner:

DPIN

Date:

Place:

Form 10

[See rule 10(9)]

Intimation of changes in particulars by Designated Partners

Note – All fields marked in *are to be mandatorily filled.

Affix a latest
passport size
photograph and get
it attested/ certified
for submission of
the form with MCA

1. *Designated Partner Identification Number (DPIN)

2. Please identify (tick) and fill-in particulars sought to be changed:

Applicant name

Nationality

Date of birth

Income-tax permanent account number:

Voter's identity card number :

Passport number :

Driving licence number:

Permanent residential address:

Present residential address:

Other (please specify):

3. Applicant's name (enter full name and do not use abbreviations)

First name :

Last name :

Middle name :

Accountants Act, 1949, and the Cost and Works Accountants Act, 1959 respectively.

NOTE II: In case any proof enclosed is in language other than Hindi or English then the translated copy of the same in English or Hindi shall be required to be enclosed. It should be certified by the same professional who has certified other proof.

NOTE III: In case the designated partner submitting change in particulars is not residing in India, the certification of attached documents and the photograph may be done by a notary in the home country of the applicant. Further, in the case of a foreign national, certified copy of the valid passport should be enclosed.

NOTE IV: The photograph of the applicant being affixed on the form should also be attested.

IF ANY OF THE REQUIREMENTS ARE NOT MET, CHANGES WILL NOT BE CONSIDERED.

I son / daughter of

resident of hereby declare and verify that the information given in this Form and the documents enclosed is correct and complete.

Signature of the applicant

Date (DD/MM/YYYY)

Place

For office use only:

Signature of the Authorizing Officer

Date (DD/MM/YYYY)

Place

Form 11
[See rule 25(1)]
Annual Return of Limited Liability Partnership

Note – All fields marked in *are to be mandatorily filled.

*Annual Return made upto 31st day of March of (Year).

1. *LLPIN
2. *Name of limited liability partnership
3. *Address of registered office
*Line I
*Line II
*City :
*State :
*ISO Country Code :
*Country
*Pin code :
*Phone (with STD Code):
Fax :
*Email:

4. Other address if declared under section 13(2) for service of documents

- Line I
- Line II
- City :
- State :
- ISO Country Code :
- Pin code :
- Phone (with STD Code):
- Fax :

Email:

5. Date of closure of Financial Year to which the Annual Return relates
 (DD/MM/YYYY)

6. Business classification

(with reference to one or more categories prescribed for business, trade, profession, service or occupation classification)

7. Principal business activities of the Limited Liability Partnership

8. * Summary of partners and designated partners for whom this Form is filed.

SN	Category	Number of Partners	Number of Designated partners	Number of designated partners resident in India
(i)	Individuals			
(ii)	LLPs			
(iii)	Companies			
(iv)	LLPs incorporated outside India			
(v)	Companies incorporated outside India			
	Total			

9. Number of individual(s) as partner for (Dynamic)

Note: (In case individual(s) are more than ten, attach details in respect of remaining individual partners in a separate sheet as an attachment.)

Details in respect of individual(s). (First, enter details in respect of designated partners)

*Whether Designated partner Yes No

If yes, DPIN

*Whether resident in India Yes NO

*Name :

*Father's / Husband's Name :

*Nationality :

Date of appointment

Date of Cessation

Changed name

Date of change in designation

New designation

(Please give address and other details of the partner in Addendum to this Form.)

Whether a partner of partnership firm or limited liability partnership or director of a company

Yes No

Names and addresses of the partnership firm(s)

Name Address of principal office

LLPIN and name of the limited liability partnership(s)

LLPIN

Name of limited liability partnership

CIN and names of the companies in which he is a director

CIN DIN Name

Whether nominee of a body corporate

Yes No

10. *Number of bodies corporate as partners (Dynamic)

Note: In case bodies corporate are more than five, attach details in respect of remaining bodies corporate in a separate sheet as an attachment.

Details in respect of bodies corporate and their nominees (First, enter details in respect of designated partners)

Category (drop down) LLP, Company, LLP incorporated outside India (LIOI), Company incorporated outside India (CIOI).

LLPIN or Corporate Identity Number (CIN) or LIOI registration number or CIOI registration number

*Name

*Country where registered

*Name and particulars of the person signing on behalf of the body corporate as nominee

*Designation

*Father's / Husband's Name

*Nationality

*Whether Designated partner Yes No

If yes, DPIN

*Whether resident in India Yes NO

Date of appointment

Date of Cessation

Changed name, if any

Date of change in designation

New designation

(Please give address and other details of the partner and nominee in Addendum to this Form.)

Whether a partner of partnership firm or limited liability partnership or director of a company

Yes No

Names and addresses of the partnership firm(s)

Name Address of principal office

LLPIN and name of the limited liability partnership(s)

LLPIN

Name of limited liability partnership

CIN and names of the companies in which he is a director

CIN DIN Name

11. *Obligations of the partners to contribute

Sr. No.	Name of Partner	Obligation and form of contribution	Contributions received and accounted for (in Rs.)

12. *Particulars of penalties imposed on the :

(i) Limited liability partnership

Section No.	offence	Penalty imposed

(ii) Partners/ Designated partners

Name of the Partner/ Designated Partner	Section No.	offence	Penalty imposed

13. *Particulars of compounding of offences

Section No.	Offence	Date of Compounding of offence

Attachments

Optional Attachment.

Verification

To the best of my knowledge and belief, the information given in this Form and its attachments is correct and complete.

To be digitally signed by

Designated Partner

DPIN

Date:

Place:

Certificate

I certify that Annual Return contains true and correct information.

To be signed by a Designated partner

DPIN

or

I certify that all the particulars mentioned above are true as per the books and records of (name of the LLP) and

found them to be true and correct.

Company Secretary in practice

Certificate of Practice Number

Date:

Place:

For office use only

This e-form is hereby registered

Digital signature of the authorizing officer

Addendum to Form 11
Particulars of addresses and other details of partners/designated partners

1. Number of individuals as partners

(In case individual(s) are more than ten, attach details in respect of remaining individual partners in a separate sheet as an attachment.)

Details in respect of individual(s) (First, enter details in respect of designated partners)

(The details in this Addendum should be in the order of names of partners given in Form 11.)

*Whether Designated partner Yes No

If yes, DPIN

*Whether resident in India Yes NO

*Name :

*Father's / Husband's Name :

*Nationality

*Date of birth

*Occupation

*Income-tax permanent account number (PAN)

Passport Number

*Permanent residential address

Address *Line I

*Line II

*City *State

*Pin *ISO Country Code

Phone Fax

Email ID

*Whether present residential address is same as the permanent residential address:

(Please Tick) Yes No

If no, present residential address

Address Line I

Line II

City State

Pin ISO Country Code
Phone Fax
Email ID

2. Number of bodies corporate as partner

(In case bodies corporate are more than five, attach details in respect of remaining bodies corporate in a separate sheet as an attachment. First, enter details in respect of designated partners)

Details in respect of Bodies Corporate and their nominees.

(The details in this Addendum should be in the order of names of partners given in Form 11).

Category (drop down) LLP, Company, LLP incorporated outside India (LIOI), Company incorporated outside India (CIOI).

LLPIN or Corporate Identity Number (CIN) or LIOI registration number or CIOI registration number

*Name of the body corporate

*Country where registered

*Full address of registered office

*Line I

*Line II

*City *State

*Pin *ISO Country Code

*Country

Phone Fax

*Email ID

*Name and particulars of the person signing on behalf of the body corporate as nominee

*Designation

*Father's / Husband's Name

*Nationality

*Date of birth

*Occupation

*Income-tax permanent account number (PAN)

Passport Number

*Whether designated partner: Yes No

If yes, DPIN

*Whether resident in India (Please Tick) Yes No

*Permanent residential address

Address *Line I
*Line II
*City *State
*Pin *ISO Country Code
*Country
Phone Fax
Email ID

*Whether present residential address is same as the permanent residential address:

(Please Tick) Yes No

If no, present residential address

Address Line I
Line II
City State
Pin ISO Country Code
Country
Phone Fax
Email ID

Attachments

Optional Attachment.

Verification

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

To be digitally signed by

Designated Partner

DPIN

Certificate

I certify that annual return contains true and correct information.

To be signed by a designated partner

DPIN

Or

I certify that all the particulars mentioned above are true as per the books and records of (name of the LLP) and found them to be true and correct.

Company Secretary in practice

Certificate of Practice Number

For office use only

This e-form is hereby registered

Digital signature of the authorizing officer

Form 12

[See rule 16(3)]

Form for intimating other address for service of documents

Note – All fields marked in *are to be mandatorily filled.

1. *LLPIN

2. *Name of the Limited Liability Partnership

3. *Address of Registered Office

*Line I

*Line II

*City :

*State :

*ISO Country Code :

*Country

*Pin code :

Phone (with STD Code):

Fax :

*Email:

4. Pursuant to section 13(2) of the Limited Liability Partnership Act, 2008, the above named Limited Liability Partnership declares the following address, other than the address of its Registered Office, for serving a document on it or its partner or designated partner:

Other address:

Line I

Line II

City :

State :

ISO Country Code :

Pin code :

Phone (with STD Code)

Fax :

Email:

Date of complying with sub-rule(2) of rule 16 :

Attachments.

- (i) Copy of the minutes of decision/resolution/consent of partners,
- (ii) The extracts of the relevant provision of the Limited Liability Partnership Agreement, if any,
- (iii) Proof of address,
- (iv) Optional Attachment.

Verification

To the best of my knowledge and belief, the information given in this Form and its attachments is correct and complete.

I a designated partner of (name of the LLP) am authorized to sign and submit this form.

To be digitally signed by designated partner
DPIN

Date:

Place:

For office use only

This e-form is hereby registered

Confirm submission

Digital signature of the authorizing officer

Form 13

[Refer section 24(1) of the Act]

Specimen of notice of cessation by a ceasing partner to other Partners.

Note – All fields marked in *are to be mandatorily filled.

To

All Partners
..... Limited Liability
Partnership
(Registered Address)

All Partners
..... Limited Liability
Partnership
(Other address declared by the
Limited Liability Partnership for
service of documents)

Date (DDMMYYYY)

[Date should be at least 30 days before the date partner intends to resign]

In accordance with the provisions of section 24(1) of the Limited Liability
Partnership Act, 2008, I (Name of Partner)

do hereby give notice of my intention to resign as a partner of the

(name of the LLP) with effect from

(DDMMYYY).

Name of the partner

Address

Name of the Authorised Signatory

Signatures

#Applicable where the partner is a body corporate. Copy of authorization to be attached.

Date:

Place:

Form 14

[See rule 33]

Form for intimating the Registrar of Firms/Registrar of Companies of conversion of firm/company into limited liability partnership.

Note – All fields marked in *are to be mandatorily filled.

This form is for intimating

- Conversion of firm into limited liability partnership.
- Conversion of private company into limited liability partnership
- Conversion of unlisted public company into limited liability partnership

Part A

Conversion of firm into limited liability partnership

1. *Name of the firm
2. *Principal address of the firm
3. *Whether the firm is registered under the Partnership Act, 1932

Yes No

If yes, date of registration

Registration No.

If no, whether the firm is registered under any other law

Yes No

If yes, the name of the Statute

Date of registration

Registration No.

Part B

Conversion of private company/ unlisted public company into limited liability partnership

1. *Name of the company
2. *CIN
3. Address of registered office of the company

*Line 1

*Line 2
*City *District
*State *PIN Code

Part C

Particulars of the Limited liability partnership into which the aforesaid firm/company has been converted.

1. *LLPIN
2. *Name of the limited liability partnership
3. *Date of incorporation (DDMMYYYY)
4. Address of registered office
*Line I
*Line II
*City:
*State:
*ISO Country Code:
*Pin code:
Phone (with STD Code)
Fax:
*Email:

Attachments:

- (1) Copy of the certificate of incorporation of Limited Liability Partnership.
- (2) Optional Attachment.

Certificate

I, partner of the
(name of the LLP) hereby give notice of conversion of the
 (name of converted firm or company) into
the said limited liability partnership on day of

To be digitally signed by a partner of the LLP who, in case of conversion of firm, was one of the partners, or who, in case of conversion of a private or unlisted public company, was one of the directors in the company.

DIN/DPIN

Date:

Place:

For office use only

This e-form is hereby registered

Digital signature of the authorizing officer

FORM 15

[See rule 17]

Notice of change of place of registered office

Note – All fields marked in *are to be mandatorily filled.

1. *LLPIN

2. *Name of the Limited Liability Partnership

3. *Present address of the registered office of the limited liability partnership
 *Line I
 *Line II

 *City:
 *State:
 *ISO Country Code:
 * Country:
 *Pin code:
 Phone (with STD Code)
 Fax:
 *Email:

4. *New address of the registered office of the limited liability partnership
 *Line I
 *Line II

 *City:
 *State:
 *ISO Country Code:
 *Country
 *Pin code:
 Phone (with STD Code)
 Fax:
 Email:

5. *The full address of the police station under whose jurisdiction the new registered office address of the limited liability partnership is situated

*Name	<input type="text"/>
Address	
*Line I	<input type="text"/>
*Line II	<input type="text"/>
*City/Town/village:	<input type="text"/>
*Tehsil:	<input type="text"/>
*District:	<input type="text"/>
*State:	<input type="text"/>
*Pin code:	<input type="text"/>

6. Particulars of prosecutions initiated against or show cause notices received by the LLP for alleged offences under the Act.

7. *Change of place of registered office is -

- Within the same city/town/village.
- From one place to another place within the same State.
- Within the State from the jurisdiction of one Registrar to the jurisdiction of another Registrar.
- Change of place of the registered office from one State to another State.

8. Dates of publication of public notice in the newspapers

(Applicable where change of place of the registered office is from one State to another).

9. *Date of complying with sub-rule (1) or sub-rule (4) of rule 17.

Attachments.

- (i) Proof of changed address of registered office.
- (ii) Copy of the minutes of decision/resolution/consent of partners
- (iii) The extracts of the relevant provision of the Limited Liability Partnership Agreement, if any.
- (iv) Copies of public notice, if applicable.
- (v) Consent of secured creditors, if applicable.
- (vi) Optional attachment.

Verification

To the best of my knowledge and belief, the information given in this Form and its attachments is correct and complete.

I a designated partner of (name of the LLP), am authorized to sign and submit this form.

To be digitally signed by designated partner

DPIN

Date:

Place:

Certificate

It is hereby certified that I have verified the above particulars from the books and records of (name of the LLP) and found them to be true and correct.

Company Secretary in practice Chartered Accountant in practice Cost Accountant in practice

To be digitally signed by

Certificate of Practice Number

Date:

Place:

For Office use only:

This e-Form is hereby registered

Digital Signature of the authorizing officer

Submit to BO

Form 16

[Refer section 12(1)(b) of the Act]

Certificate of Incorporation

LLPIN _____ of 20____

I hereby certify that _____ Limited Liability Partnership is incorporated pursuant to section 12(1) of the Limited Liability Partnership Act, 2008.

Given under my hand at _____ this _____ day of _____, Two thousand _____.

Registrar

(Seal)

FORM 17

[See paragraphs 2,3, 4 and 16 of the Second Schedule of the Act and rule 38(1)]

Application and statement for the conversion of a firm into Limited Liability Partnership

Note – All fields marked in *are to be mandatorily filled.

Part A

Application

1. *Name of the firm

2. *Principal address of the firm
 - *Line 1
 - *Line 2
 - *City *District
 - *State *PIN Code
 - *ISO Country Code
 - Phone Fax
 - Email ID

3. (a) *Whether the firm is registered under the Partnership Act, 1932.
Yes No
If yes, date of registration
Registration No.
If no, whether the firm is registered under any other law
 Yes No
If yes, the name of the Statute under which registered
Date of registration
Registration No.

- (b) *Date of agreement by which firm was formed DD/MM/YYYY

4. *Total number of partners in the firm

5. *Names and addresses of the partners (Dynamic).

Name	Address (House Number, city/town/village, District, State, Pin code.)	Amount of capital held in the firm

6. *Service Request Number (SRN) of Form 1

7. *Name of the proposed limited liability partnership

8. *Address of registered office of the proposed limited liability partnership

*Line 1

*Line 2

*City *District

*State *PIN Code

*ISO Country Code

Phone Fax

Email ID

9. *Total number of partners in the LLP

10. *Whether all the partners of firm have given their consent for conversion of the firm into the limited liability partnership.

Yes No

If yes, attach the copy of the consent.

11. *Whether all the partners of the limited liability partnership comprise all the partners of the Firm and no one else.

Yes No

12. *Whether up to date Income-tax return is filed under the Income-tax Act, 1961.

Yes No

If Yes, indicate the period upto which such return is filed

DD/MM/YYYY

13. *Whether any proceedings by or against the firm are pending in any Court or Tribunal or any other Authority.

Yes No

If yes, particulars of such proceedings in the following manner :-

Name of Court/ Tribunal/ Authority	Particulars

(In case the number of proceedings is more than five, separate sheet(s) in the above manner may be attached as an attachment.)

14. Whether any earlier application for conversion of the said firm into limited liability partnership was refused by the Registrar.

Yes No

If yes, give SRN of earlier Form 17 and the reasons for refusal:-

(i) SRN

(ii) Reasons

15. *Whether any conviction, ruling, order, judgment of any Court, Tribunal or other authority in favour of or against the firm are subsisting.

Yes No

If Yes, details thereof in following manner:-

Section and the title of relevant Act	Particulars	Name of Court/ Tribunal/ Authority

(In case the number of proceedings is more than five, separate sheet(s) in the above manner may be attached as an attachment.)

16. *Whether consent of all the creditors for conversion of the firm into limited liability partnership has been obtained.

Yes No

If Yes, attach the list and consent of such creditors.

17. *Whether any clearance, approval or permission for conversion of the firm into limited liability partnership is required from any other body/authority.

Yes No

If Yes, whether the applicable approvals from the concerned body/authority or authorities have been obtained.

Yes No

18. *Whether the Statement of assets and liabilities of the firm duly certified as true and correct by a Chartered Accountant in practice and made upto a date not preceding 30 days of the date of filing the application for conversion attached.

Yes

To be digitally signed by designated partner

DPIN

Date

Place

Part B
Statement

I partner of M/s (name of the firm) registered under the Indian Partnership Act, 1932 or under

(name of the law) at (name of the place) in the State /UT of (name of the State or Union Territory) on (date); registration number

and also named in the incorporation document of

(name of the LLP) as a partner or designated partner give my consent for the conversion of the said firm M/s (name of the firm) into the limited liability partnership.

2. I state that I shall be personally liable (jointly and severally with the limited liability partnership) for the liabilities and obligations of the firm which were incurred prior to the conversion or which arose from any contract entered into prior to the conversion.

I further state as under:

(i) that all the requirements of the Limited Liability Partnership Act, 2008 and the rules made thereunder have been complied with, in respect of conversion of firm into limited liability partnership and matters precedent and incidental thereto;

(ii) that all the partners of the limited liability partnership comprise all the partners of the firm and no one else;

(iii) that the applicable clearances, approvals or permissions for conversion of the firm into a limited liability partnership from any body/authority have been obtained;

(iv) that the consent of all the creditors for conversion of the firm into limited liability partnership has been obtained;

(v) that to the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

Attachments

1. Statement of partners of the firm (may be attached in a tabular form)
2. Incorporation Document & Statement in Form 2 filed electronically.
3. Statement of Assets and Liabilities of the firm duly certified as true and correct by the Chartered Accountant in practice.
4. List of all the creditors along with their consent to the conversion (may be given in the form of a tabular statement).
5. Approval from any body/authority.
6. Optional attachment.

To be digitally signed by a partner or designated partner

Date:

Place:

(The statement(s) of remaining partner(s) shall be given in the above format as a tabular statement as an attachment.)

Certificate

It is hereby certified that I have verified the above particulars from the books and records of M/s Name of the firm) and found them to be true and correct.

○ **Company secretary** ○ **Chartered Accountant** ○ **Cost**

Accountant in practice

Digitally Signed

Certificate of Practice Number

Date:

Place:

Modify

Check Form

Pre-scrutiny

Submit

For office use only

Digital signature of the authorizing officer

This e-form is hereby approved

Confirm submission

This e-form is hereby rejected

FORM 18

[See paragraphs 2 and 3 of Third Schedule, paragraphs 2, 3 and 4 of Fourth Schedule of the Act and rule 39(1) and 40(1)]

Application and Statement for conversion of a private company/unlisted public company into limited liability partnership.

Note – All fields marked in *are to be mandatorily filled.

Part A **Application**

1. *CIN
2. *Name of the Company
3. *Date of incorporation
4. *Name of office of Registrar of Companies
5. *Address of registered office of the company
 - *Line 1
 - *Line 2
 - *City *District
 - *State *PIN Code
 - *ISO Country Code
 - Phone Fax
 - *Email ID
6. *Total number of shareholders in the company
7. *Names and addresses of the shareholders

Name	Address (House Number, city/town/village, District, State, Pin code.)	Number of shares held in the company.

(In case number of shareholders is more than ten, separate sheet(s) in the above manner may be attached as an attachment.)

8. *Service Request Number (SRN) of Form 1

9. *Name of the proposed limited liability partnership

10. *Address of registered office of the proposed limited liability partnership

*Line 1

*Line 2

*City *District

*State *PIN Code

ISO Country Code *Country

Phone Fax

*Email ID

11. *Total number of partners in the LLP

12. *Whether all the shareholders of the company have given their consent for conversion of the company into the limited liability partnership.

Yes No

13. *Whether all the partners of the limited liability partnership comprise all the shareholders of the company and no one else.

Yes No

14. *Whether any security interest in the assets of the company is subsisting or in force.

Yes No

If yes, give details

15. *Whether up to date Income-tax return is filed under the Income-tax Act, 1961.

Yes No

If Yes, indicate the period upto which such return is filed

DD/MM/YYYY

16. *Whether any prosecution initiated against or show cause notice received by the company for alleged offences under the Companies Act, 1956.

Yes No

If Yes, give details in the following manner: -

SN	Section of the Companies Act under which action being initiated	Date of issue of show cause notice	Status (reply sent/ under examination by concerned authority)

(In case number of prosecution initiated/ show cause notice received is more than five, separate sheet(s) in the above manner may be attached as an attachment.)

17. *Whether any proceeding by or against the company is pending in any Court or Tribunal or any other Authority.

Yes No

If Yes, details thereof in following manner:-

Name of Court/ Tribunal/ Authority	Particulars

(In case number of proceedings is more than five, separate sheet(s) in the above manner may be attached as an attachment.)

18. *Whether any earlier application for conversion of the said company into limited liability partnership was refused by the Registrar.

Yes No

If yes, give SRN of earlier Form 18 and the reasons for refusal:

(i) SRN

(ii) Reasons

19. *Whether any conviction, ruling, order, judgment of any Court, Tribunal or other authority in favour of or against the company is subsisting.

Yes No

If Yes, details thereof in following manner:-

Section and the title of relevant Act	Particulars	Name of Court/ Tribunal/ Authority

(In case number of proceedings is more than five, separate sheet(s) in the above manner may be attached as an attachment.)

20. *Whether consent of all the unsecured creditors for conversion of the company into limited liability partnership has been obtained.

Yes No

If yes, a copy thereof.

21. *Whether any clearance, approval or permission for conversion of the company into limited liability partnership is required from any body/ authority.

Yes No

If Yes, whether the applicable approvals from the concerned body/authority or authorities have been obtained.

Yes No

22. *Whether upto date documents including immediately preceding balance sheet and annual returns under the Companies Act, 1956 have been filed.

Yes

23. *Whether the statement of assets and liabilities of the company duly certified as true and correct by the auditor made up to a date not preceding 30 days of the date of filing the application attached.

Yes

To be digitally signed by designated partner

DPIN

Date

Place

Part B
Statement

I shareholder of (name of the company) and also named in the incorporation document of

(name of the LLP) as a partner or designated partner give my consent for the conversion of the said company

(name of the company) into the limited liability partnership.

I state as under:

(i) that all the requirements of the Limited Liability Partnership Act, 2008 and the rules made thereunder have been complied with, in respect of conversion of private company/ unlisted public company into limited liability partnership and matters precedent and incidental thereto;

(ii) that all the partners of the limited liability partnership comprise all the shareholders of the company and no one else;

(iii) that the applicable clearances, approvals or permissions for conversion of the company into a limited liability partnership from any authority/authorities have been obtained;

(iv) that the consent of all the unsecured creditors for conversion of the company into limited liability partnership has been obtained;

(v) that all the documents due for filing including balance sheet and annual return for the immediately preceding financial year have been filed under the provision of the Companies Act, 1956;

(vi) that to the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

Attachments

1. Statement of shareholders (may be given in a tabular form)
2. Incorporation Document & Statement in Form 2 filed electronically.
3. Statement of Assets and Liabilities of the company duly certified as true and correct by the auditor.
4. List of all the unsecured creditors along with their consent. (may be attached in a tabular form)
5. Approval from any other body/authority.
6. Optional attachment.

To be digitally signed by a partner or designated partner

Date:

Place:

(The statement(s) of remaining shareholder (s) shall be given in the above format as a tabular statement as an attachment.)

Certificate

It is hereby certified that I have verified the above particulars from the books and records of
(name of the company) and found them to be true and correct.

○ **Company secretary in practice** ○ **Chartered Accountant in practice** ○ **Cost Accountant in practice**
Digitally Signed

Certificate of Practice Number

Date:

Place:

For office use only

Digital signature of the authorizing officer

This e-form is hereby approved

This e-form is hereby rejected

FORM 19

[See rule 32(1)]

**Certificate of Registration on Conversion
of**

.....
[Firm/ company]

to

.....
[Insert name of limited liability partnership]

LLPIN _____ of 20__ - __

I hereby certify that _____ Limited Liability Partnership is this day registered pursuant to section 58(1) of the Limited Liability Partnership Act, 2008.

Given under my hand at _____ this _____ day of _____, Two thousand _____.

Registrar

FORM 20

[See rule 35(1)]

Limited liability partnership application No..... of 20...
..... Applicants

Affidavit in support of Summons

I,..... of solemnly affirm and state as follows:

1. I am the designated partner/ partner of the said limited liability partnership, or the liquidator of the said limited liability partnership in liquidation.

(Where the application is not by the limited liability partnership or its liquidator, but by a partner or creditor, the above paragraph should be suitably altered).

2. The limited liability partnership was incorporated on20____. The document now produced and shown to me is a copy of the incorporation document of the said limited liability partnership.

3. The registered office of the limited liability partnership is situated at.....

4. The limited liability partnership commenced the business of.....(e.g..., manufacture of auto parts etc.) and has been carrying on the same, since.....

5. (Here set out in separate paragraphs the circumstances that have necessitated the proposed compromise or arrangement, the objects sought to be

achieved by it, and the terms of the compromise or arrangement. A copy of the proposed compromise or arrangement should be marked as an exhibit and annexed to the affidavit).

8. (Here set out the class of creditors or partners with whom the compromise or arrangement is to be made; where the arrangement is between the limited liability partnership and its partners, it should be stated whether any creditors or class of creditors are likely to be affected by it.)

9. It may be necessary that a meeting (or meetings) of the creditors or partners (if the meeting is only to be of a class of creditors, it should be so stated), should be called to consider and approve the proposed compromise or arrangement.

10. It is suggested that the meeting (or meetings) may be held at the premises of the registered office of the limited liability partnership or at such other place as may be determined by the Tribunal, and on such date(s) and at such time(s) as this Tribunal may direct; and that a chairman may be appointed for the meeting (or for each of the meetings) to be held.

11. It is suggested that notice of the proposed compromise or arrangement and of the meeting may be published once in (here set out the newspapers) and in such other manner as the Tribunal may direct.

12. It is prayed that necessary directions may be given as to the issue and publication of notices and the

convening, holding and conducting of the meeting(s)
proposed above.

Solemnly affirmed.

Sd/- A.B.

Before me

Sd/-

Commissioner for Oaths

Date:

Place:

FORM 21

[See rule 35(2)]

Limited liability partnership application No..... of 20...
..... Applicants

**Summons for directions to convene a meeting under
section 60(1)**

Let all parties concerned attend the Member of the Tribunal in Chamber on..... day, the Day of 20..., ato' clock in the noon on the hearing of the applicant of the above named limited liability partnership [or of the applicant(s) above named] for an order that a meeting (or separate meetings) be held at of [Here enter the class or classes of creditors or the partners of which the meetings have to be held] of the above limited liability partnership, for the purpose of considering, and if thought fit, approving, with or without modification, a scheme of compromise or arrangement proposed to be made between the limited liability partnership and the said (here mention the class or classes of creditors or partners) of the said limited liability partnership;

And that directions may be given as to the method of convening, holding and conducting the said meeting(s) and as to the notices and advertisements to be issued.

And that a chairman (or chairmen) may be appointed of the said meeting(s), who shall report the result thereof to the Tribunal.

Authorized representative for the applicant(s)

Officer of the Tribunal.

The affidavit of.....will be used in support of the summons.

Note: Where the limited liability partnership is not the applicant, the summons should be served on the limited liability partnership, or, where it is being wound up, on its liquidator.

Date:

Place:

FORM 22
[See rule 35(11) and (17) and 41(4)]
**Notice of intimation of Order of Court/ Tribunal/CLB/Central
Government to the Registrar**

Note – All fields marked in *are to be mandatorily filled.

1. *LLPIN
2. *Name of the limited liability partnership
3. Address of registered office
*Line 1
*Line 2
*City District
*State *PIN Code
*ISO Country Code
*Country
Phone Fax
*Email ID
4. *Order of Court/ Tribunal/CLB/Central Government
5. *Date of order
6. *Date of receipt of certified copy
7. *Section or rule reference
8. *Description of order
9. *Submitted by or on behalf of ;-

Name

Address

* Line I

*Line II

*City/Town/Village :

*District :

*State:

*Pin code :

Attachment.

- (i) *Certified copy of the order.
- (ii) Optional attachment.

Verification

To the best of my knowledge and belief, the information given in this Form and its attachments is correct and complete.

I have gone through the provisions of the Limited Liability Partnership Act, 2008 and the rules framed there under.

I have been authorised to sign and submit this form.

To be digitally signed by

(Designated partner in case of LLP or by authorized representative in other cases)

DPIN, if applicable

Dated:

Place:

Modify	Check Form	Pre-scrutiny	Submit
--------	------------	--------------	--------

For Office use only:

This e-Form is hereby registered

Digital Signature of the authorizing officer _____submit to
BO_____

FORM 23

[See rule 19(1)]

Application for direction to LLP to change its name

1 *Name of the applicant

2 *Address of the applicant

*Line 1

*Line 2

*City District

*State *PIN Code

*ISO Country Code

*Country

Phone Fax

Email ID

3 *LLPIN of limited liability partnership or the CIN of the company or
Registration No. of other entity, if any

4 (a) *The name with which the limited liability partnership
or the company or any other entity was incorporated

or registered

(b) *Address

*Line 1

*Line 2

*City District

*State *PIN Code

*ISO Country Code

*Country

Phone Fax

Email ID

5 Grounds of objection

Attachments.

1. Copy of the authority to make application.
2. Copy of incorporation/registration certificate of limited liability partnership or the company or registration certificate of other entity, if any.
3. Optional attachment.

Verification

To the best of my knowledge and belief, the information given in this Form and its attachments is correct and complete.

I have gone through the provisions of the Limited Liability Partnership Act, 2008, the rules framed there under.

I have been authorized to sign and submit this application.

To be digitally signed by the applicant

Date

Place

For Office use only:

This e-Form is hereby approved

This e-Form is hereby rejected

Digital Signature of the authorizing officer
Submit to BO

FORM 24

[See rule 37(1)(b)]

Application to the Registrar for striking off name

Note – All fields marked in *are to be mandatorily filled.

1. *LLPIN

2. *Name of the limited liability partnership

3. *Registered office address

*Line 1

*Line 2

*City District

*State *PIN Code

*ISO Country Code *Country

Phone Fax

*Email ID

4. *Name and address of the designated partners

(In case of more than 5 designated partners, attach details of such designated partners in a separate sheet as an attachment)

*Name

*Address

*Line I

*Line II

*City/Town/Village

District :

*State:

*Pin code

5. *Name and address of other partners

(In case of more than 5 partners, attach details of remaining partners in a separate sheet as an attachment)

*Name

Address

* Line I

*Line II

*City/Town/Village :

District :

*State:

*Pin code :

6. *Whether up to date Income-tax returns filed.

Yes No

7. *Whether consent of all the partners obtained.

Yes No

8. *Copy of the latest statement of assets and liabilities not preceding 30 days of the date of filing application attached.

Yes

Attachments

1. *Copy of detailed application
2. Copy of authority to make the application
3. Copy of consent of all partners or creditors.
4. Copy of the undertaking in case of striking off name.
5. Optional attachment.

Verification

To the best of my knowledge and belief, the information given in this Form and its attachments is correct and complete.

I have gone through the provisions of the Limited Liability Partnership Act, 2008 and the rules framed there under.

I have been authorized to sign and submit this application.

To be digitally signed by the designated partner

DPIN

Date

Place

For office use only

Digital signature of the authorizing officer

This e-form is hereby approved

This e-form is hereby rejected

FORM 25

[See rule 18(3)]

Application for reservation/renewal of name by a foreign LLP/foreign company

Note – All fields marked in *are to be mandatorily filled.

Reservation Renewal of Reservation

SRN of reservation

1. *Name of the applicant

Address of the applicant

*Line 1

*Line 2

*City District

State *PIN Code

*ISO Country Code

Country

Phone Fax

Email ID

2. Name of the foreign limited liability partnership or foreign company

3. Registered office address or principal place of business address of foreign limited liability partnership or foreign company

*Line 1

*Line 2

*City District

State *PIN Code

*ISO Country Code

Country

Phone Fax

Email ID

4. *Date of incorporation/ registration

(DD/MM/YYYY)

5. *Incorporation or registration number

6. *Country of incorporation or registration

Attachments

1. Certified copy of the incorporation or registration certificate.
2. Certified copy of the authority to submit the application
3. Optional attachment.

Verification

To the best of my knowledge and belief, the information given in this Form and its attachments is correct and complete.

I have gone through the provisions of the Limited Liability Partnership Act, 2008, the rules framed thereunder.

I have been authorized to sign and submit this application.

To be digitally signed by applicant

Date:

Place:

For office use only

Digital signature of the authorizing officer

This e-form is hereby approved

This e-form is hereby rejected

FORM 26

[See rule 35(4)]

FORM OF PROXY

(Name of limited liability partnership)

I being a partner of the above named limited liability partnership hereby appoint or failing him, as my proxy to vote for me on my behalf at the meeting of the partners of the limited liability partnership to be held on the day of 20....

Signed this day of 20.... Signature of Partner

Place: _____

FORM 27
[See rule 34(1)]
Form for registration of particulars by foreign limited liability partnership

Note – All fields marked in *are to be mandatorily filled.

1. *Name of the limited liability partnership incorporated or registered outside India :

2. (i) *Country where the limited liability partnership is incorporated

(ii) *Details of relevant Statute under which the limited liability partnership has been incorporated

(iii) *Details of the authority under which limited liability partnership is establishing a place of business in India

3. *State of principal place of business in India

4. (i) *Date of establishment of principal place of business in India

(ii) *Date on which approval of Reserve Bank of India obtained

5. Full address of the registered or principal office of the limited liability partnership incorporated or registered outside India:

*Line 1

*Line 2

*City District

*State *PIN Code

*Country

*e-mail ID

6. *Full address of the office of the limited liability partnership in India which is deemed as its principal place of business in India

*Line I	<input type="text"/>		
*Line II	<input type="text"/>		
*City	<input type="text"/>	*State	<input type="text"/>
*Pin	<input type="text"/>		
Phone	<input type="text"/>	Fax	<input type="text"/>
*Email ID	<input type="text"/>		

7. *List of persons resident in India and authorised to accept on behalf of the limited liability partnership service of process and any notices or other documents required to be served on the limited liability partnership;

*Number of persons authorized [drop down]

Particulars of person authorized

1. Income-tax permanent account number(PAN)

Name of person resident in India authorized to accept on behalf of the foreign limited liability partnership

*First Name

*Surname

*Father's / Husband's Name:

*Designation:

*Nationality:

*Where the Nationality of origin is different from the above mentioned nationality,

*Nationality of origin:

*Date of birth

Others (please specify)

If already a partner of partnership firm or limited liability partnership or director of a company, specify the following:

No. of partnership firms in which he is a partner Dropdown

Names & addresses of the partnership firm(s)

Name:

Address of principal office:

No. of limited liability partnership(s) in which he is a partner
Dropdown

LLPIN and name of the limited liability partnership(s)

LLPIN Name of limited liability partnership

No. of Company (ies) in which he is a director Dropdown

DIN

Name and CIN of the Company(ies)

CIN Name of Company

Permanent residential address

Address *Line I

*Line II

*City *State

*Pin *ISO Country Code

*Country

Phone Fax

*Email ID

*Whether present residential address is same as the permanent address

Yes No

Present residential address

Line I

Line II
City State
Pin ISO Country Code
Phone Fax
Email ID

Note: In case the authorized representatives are more than five, attach details in respect of remaining representatives in separate sheet as attachment.

8. List of partners & designated partners, if any,-

*Number of partners

*Number of designated partners, if any

*Particulars of partners;-

Present Name

*First name :

*Last name :

*Middle name :

Former Name(if any)

*First name :

*Last name :

*Middle name :

*Father's / Husband's Name :

*Nationality :

*Where the Nationality of origin is different from the above mentioned nationality,

*Nationality of origin:

*Date of birth :

*Business/occupation :

Others (please specify)

*Whether designated partner Yes No

Usual residential address

Address *Line I
*Line II
*City *State
*Pin *ISO Country Code
*Country
Phone Fax
Email ID

*Whether nominee of a body corporate Yes No

If Yes,

(i) Name of the body corporate

(ii) Address of registered or principal office of the body corporate

Line I
Line II
City State
Pin ISO Country Code
Phone Fax
Email ID

Note: In case the partners/ designated partners are more than five, attach details in respect of remaining partners/ designated partners in separate sheet as attachment.

Attachments

1. Copy of the incorporation document or other instrument constituting or defining the constitution of the limited liability partnership certified in the manner specified in the sub-rule (2) of rule 34.
2. Extracts of the Statute under which the foreign limited liability partnership has been set up.
3. Copy of authority under which the foreign limited liability partnership is establishing the place of business in India

4. Copy of approval of Reserve Bank of India for allowing the foreign limited partnership to establish place of business in India
5. If the above instrument is not in English then the translated version of the documents, certified in the manner specified in the sub-rule (5) of rule 34.
6. Power of attorney in favour of authorized representative
7. Optional attachment.

Verification

To the best of my knowledge and belief, the information given in this Form and its attachments is correct and complete.

I have gone through the provisions of the Limited Liability Partnership Act, 2008 and the rules framed there under in respect of establishment of place of business by a foreign limited liability partnership.

I am authorised to sign and submit this form.

To be digitally signed by:

Authorized representative of foreign limited liability partnership

Date:

Place:

For office use only

Digital signature of the authorizing officer

This e-form is hereby registered

FORM 28
[See rule 34(3)]

Alteration in the -

- (A) the incorporation document, or other instrument constituting or defining the constitution of a limited liability partnership incorporated or registered outside India; or
- (B) the registered or principal office of a limited liability partnership incorporated or registered outside India; or
- (C) the partner or designated partner if any of a limited liability partnership incorporated or registered outside India.

Note – All fields marked in *are to be mandatorily filled.

*Name of the LLP incorporated or registered outside India:

*Country where the LLP is incorporated

*Financial year ended on

(name of the foreign LLP) having established a
place of business in India at

hereby gives you notice of the alteration in –

- the incorporation document, or other instrument constituting or defining the constitution of a limited liability partnership incorporated or registered outside India; or
- the registered or principal office of a limited liability partnership incorporated or registered outside India; or
- the partner or designated partner if any of a limited liability partnership incorporated or registered outside India.

(A) the incorporation document, or other instrument constituting or defining the constitution of a limited liability partnership incorporated or registered outside India

A brief description of the alteration is given hereunder:

As per decision taken by LLP on

Shri

was authorised to file this alteration with the Registrar.

[Certified copy of the decision and/or the copy of the amended document should be enclosed. If the decision is not in English, a certified translation thereof must be enclosed.]

(B) the registered or principal office of a limited liability partnership incorporated or registered outside India

(i) The registered/principal office of the LLP in the country of incorporation has been shifted with effect from .

(ii) The new address is as under:-

Line I
Line II
City State
Pin ISO Country Code
Country
Phone Fax
Email ID

(C) the partner or designated partner of a limited liability partnership incorporated or registered outside India

(i) partner/designated partner of the LLP (if individual)

Name and surname in full	Usual residential address, email ID	Nationality	Business/ occupation or if there is no business/ occupation, particulars of other partnership/ directorships held, if any	Remarks as to alteration

--	--	--	--	--

(ii) partner/designated partner of the LLP (if bodies corporate)

Corporate Name	Registered office or principal office of body corporate	Names of directors/partners of body corporate		Remarks as to alteration
		Full name and address of each director or partner	Nationality of each director or partner and nationality of origin if different from present nationality	

Attachments

1. Copy of the decision or other document through which alteration has been made
2. If the above instrument is not in English then the translated version of the documents, certified in the manner specified in the sub-rule (5) of rule 34.
3. Power of attorney in favour of authorized representative
4. Optional Attachment.

Verification

To the best of my knowledge and belief, the information given in this Form and its attachments is correct and complete.

I have gone through the provisions of the Limited Liability Partnership Act, 2008 and the rules framed there under in respect of establishment of place of business by a foreign Limited Liability Partnership.

I am authorised to sign and submit this form.

To be digitally signed by:

Authorized representative of foreign limited liability partnership

Date:

Place:

For office use only

Digital signature of the authorizing officer

This e-form is hereby registered

FORM 29

[See rule 34(3) and (8)]

- (A) Alteration in the certificate of incorporation or registration of limited liability partnership incorporated or registered outside India
- (B) Alteration in the name or address of any of the persons authorized to accept service on behalf of a foreign limited liability partnership in India;
- (C) Alteration in the principal place of business of foreign limited liability partnership in India;
- (D) Cessation to have place of business in India

Note – All fields marked in *are to be mandatorily filled.

*Name of the foreign LLP:

* FLLPIN

*Country where the foreign LLP is incorporated

The above mentioned foreign LLP having established a place of business in India at hereby gives notice for –

- alteration in the certificate of incorporation or registration of limited liability partnership incorporated or registered outside India

- alteration in the name or address of any of the persons authorized to accept service on behalf of a foreign limited liability partnership in India;

- alteration in the principal place of business of foreign limited liability partnership in India;

- Cessation to have place of business in India

(A) alteration in the certificate of incorporation or registration of limited liability partnership incorporated or registered outside India

*A brief description of the alteration is given hereunder:

Date of Alteration

(B) alteration in the name or address of any of the persons authorized to accept service on behalf of a foreign limited liability partnership in India;

(1)

Present name and surname in full	Usual residential address	Remarks as to alteration (give date)

(2) Date of alteration

(C) alteration in the address of principal place of business of the foreign limited liability partnership in India.

(1) The principal place of business in India was shifted with effect from

(2) Date of alteration

(3) The changed address is as under:-

Line I

Line II

City

State

Pin

ISO Country Code

Country

Phone

Fax

Email ID

(D) (1) that it intends to close its place of business in India at the following places--

Line I

Line II

City State

Pin ISO Country Code

Country

Phone Fax

Email ID

- (2) Date of intention to close
- (3) That the LLP is not maintaining the place of business at any other place in India.
- (4) That the LLP has filed with the Registrar all documents due for filing.

Attachments

- (i) Copy of the decision or other document through which alteration has been made
- (ii) Copy of approval of Reserve Bank of India for cessation of place of establishment of office in India of the foreign limited liability partnership
- (iii) Power of attorney in favour of authorized representative
- (iv) Optional Attachment.

Verification

To the best of my knowledge and belief, the information given in this Form and its attachments is correct and complete.

I have gone through the provisions of the Limited Liability Partnership Act, 2008 and the rules framed there under in respect of establishment of place of business by a foreign Limited Liability Partnership.

I am authorised to sign and submit this form.

To be digitally signed by:

Authorized representative of foreign limited liability partnership

Date:

Place:

For office use only

Digital signature of the authorizing officer

This e-form is hereby registered

Form 30

[See rule 34(10)]

Certificate for Establishment of Place of Business in India

Foreign Limited Liability Partnership Registration
Number: -----

Year -----

I hereby certify that Form No 27 dated _____
filed pursuant to rule 34 of the Limited Liability
Partnership Rules, 2009 informing establishment of place
of business in India at _____ with effect
from _____ by _____, a Limited Liability
Partnership originally incorporated in _____ has been
registered.

Given under my hand at _____ this _____ day
of _____ Two Thousand _____.

Registrar

(Seal)

FORM 31

[See rule 41(1)]

Application for compounding of an offence under the Act

Note – All fields marked in *are to be mandatorily filled.

1. *LLPIN

2. *Name of the limited liability partnership

3. Registered Office Address

*Line 1

*Line 2

*City District

*State *PIN Code

*ISO Country Code *Country

Phone Fax

*Email ID

4. *Name and address of the persons seeking compounding of the offence

(In case of more than 5 persons, attach details of such persons in a separate sheet as an attachment)

*Name

*Address

*Line I

*Line II

*City/Town/Village

District :

*State:

*Pin code

5. Name and address of the persons who have received the show cause notice, if any.

(In case of more than five persons, attach details of remaining persons in a separate sheet as an attachment)

Name

Address

Line I

Line II

City/Town/Village :

District :

State:

Pin code :

6. *(i) Please indicate the section of the Act under which offence has been committed:

*(ii) indicate the relevant penalty provisions of the Act

7. Whether the offence has been made good as on date of application, if applicable.

Yes No

If yes, the date of making the default good.

8. Copy of the latest statement of assets and liabilities attached.

Yes

Attachments

1. *Copy of detailed application
2. Copy of authority to make the application on behalf of the LLP
3. Copy of authority to make the application on behalf of other persons
4. Optional attachment.

Verification

To the best of my knowledge and belief, the information given in this Form and its attachments is correct and complete.

I have gone through the provisions of the Limited Liability Partnership Act, 2008 and the rules framed there under.

I have been authorized to sign and submit this application on behalf of the

(name of persons on whose behalf application is made)

To be digitally signed by the designated partner or Authorized representative

DPIN

Date

Place

For office use only

Digital signature of the authorizing officer

This e-form is hereby approved

This e-form is hereby rejected

ANNEXURE 'A'

1. For registration of Limited Liability Partnership including conversion of a firm or a private company or an unlisted public company into Limited Liability Partnership:

- | | |
|---|------------|
| (a) Limited Liability Partnership whose contribution does not exceed Rs. 1 lakh | Rs. 500/- |
| (b) Limited Liability Partnership whose contribution exceeds Rs. 1 lakh but does not exceed Rs. 5 lakhs | Rs. 2000/- |
| (c) Limited Liability Partnership whose contribution exceeds Rs. 5 lakhs but does not exceed Rs. 10 lakhs | Rs. 4000/- |
| (d) Limited Liability Partnership whose contribution exceeds Rs. 10 lakh | Rs. 5000/- |

2. The difference between the fees payable on the increased slab of contribution and the fees paid on the preceding slab of contribution shall be paid through Form 3.

3. For filing, registering or recording any document, form, statement, notice, Statement of Accounts and Solvency, annual return and an application alongwith the Statement for conversion of a firm or a private company or an unlisted public company into LLP by this Act or by these rules required or authorized to be filed, registered or recorded:

- | | |
|---|-----------|
| (a) Limited Liability Partnership whose contribution does not exceed Rs. 1 lakh | Rs. 50/- |
| (b) Limited Liability Partnership whose contribution exceeds Rs. 1 lakh but does not exceed Rs. 5 lakhs | Rs. 100/- |
| (c) Limited Liability Partnership whose contribution exceeds Rs. 5 lakhs but does not exceed Rs. 10 lakhs | Rs. 150/- |

- (d) Limited Liability Partnership whose contribution exceeds Rs. 10 lakh Rs. 200/-

4. Fee for any application other than application for conversion of a firm or a private company or an unlisted public company into LLP shall be as under:-

- (a) An application for reservation of name u/s 16 Rs. 200/-
- (b) An application for direction to change the name u/s 18 Rs. 10000/-
- (c) Application for reservation of name under Rule 18(3) Rs. 10,000/-
- (d) Application for renewal of name under rule 18(3) Rs. 5000/-
- (e) Application for obtaining DPIN under rule 10(5) Rs.100/-

5. Fee for inspection of documents or for obtaining certified copy thereof shall be as under:-

- (a) For inspection of documents of an LLP under section 36 Rs. 50/-
- (b) For Copy or extract of any document under section 36 to be certified by Registrar Rs. 5/- per page or fractional part thereof

6. Fee for filing any form or a Statement of Account and Solvency or a notice or a document by foreign limited liability partnership

- (a) For filing a document under rule 34(1) Rs.5000/-
- (b) Any other form or Statement of Account and Solvency or notice or document Rs.1000/-

ANNEXURE 'B'

No. (1)	NAME OF DOCUMENT (2)	PERIOD OF PRESERVATION (3)
1.	Incorporation document [Section 11(1)(b)]	Permanent
2.	Notice of situation of registered office [Section 13]	Permanent
3.	Information with regard to Limited Liability Partnership Agreement or any changes made therein [Section 23(2)]	Permanent
4.	Notice of other address of any limited liability partnership at which documents to be served [Section 13(2)]	Permanent

ANNEXURE 'C'

No. (1)	NAME OF DOCUMENT (2)	PERIOD OF PRESERVATI ON (3)
1.	Statement of compliance with requirements of the Act by an Advocate or Company Secretary or Chartered Accountant or Cost Accountant in whole-time practice and by any person who subscribed his name to the incorporation document [Section 11(1)(c)]	5 years
2.	Notice of a person ceasing to be a partner and any change in the name or address of a partner	5 years
3.	Registered documents relating to LLP struck off under Section 75 together with correspondence or copy of the order of restoration of the LLP into the register	5 years
4.	Annual return of a limited liability partnership	5 years
5.	Consent of candidates to act as designated partner to be filed with the Registrar [section 7(4)]	5 years
6.	Consent to act as a partner	5 years
7.	Statement by all the partners of firm containing particulars of firm along with application for its conversion into limited liability partnership	5 years
8.	Statement by all the shareholders containing particulars of private company/unlisted public company along with application for its conversion into limited liability partnership	5 years
9.	Certified copy of the order(s) of the Tribunal under section 60/61/62.	5 years
10.	Copy of the order of dissolution of a LLP by Tribunal [Section 63]	5 years
11.	Statement of Account and Solvency	8 years

ANNEXURE 'D'

Particulars of documents relating to limited liability partnership

PART I

NAME OF LIMITED LIABILITY PARTNERSHIP	ACT UNDER WHICH REGISTERED	DATE ON WHICH FINALLY DISSOLVED OR WOUND UP OR STRUCK OFF	DESCRIPTION OF DOCUMENTS DESTROYED	DATE AND MODE OF DESTRUCTION WITH REMARKS
(1)	(2)	(3)	(4)	(5)

Particulars of documents other than those specified in Part I

PART II

NO. OF THE FILE OF DOCUMENTS DESTROYED	SUBJECT TO WHICH THE DOCUMENT REFERS	DESCRIPTION OF DOCUMENTS DESTROYED	DATE AND MODE OF DESTRUCTION WITH REMARKS
(1)	(2)	(3)	(4)