



**THE INSTITUTE OF
Company Secretaries of India**
IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act of Parliament

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CS UPDATE

Jan 15, 2010

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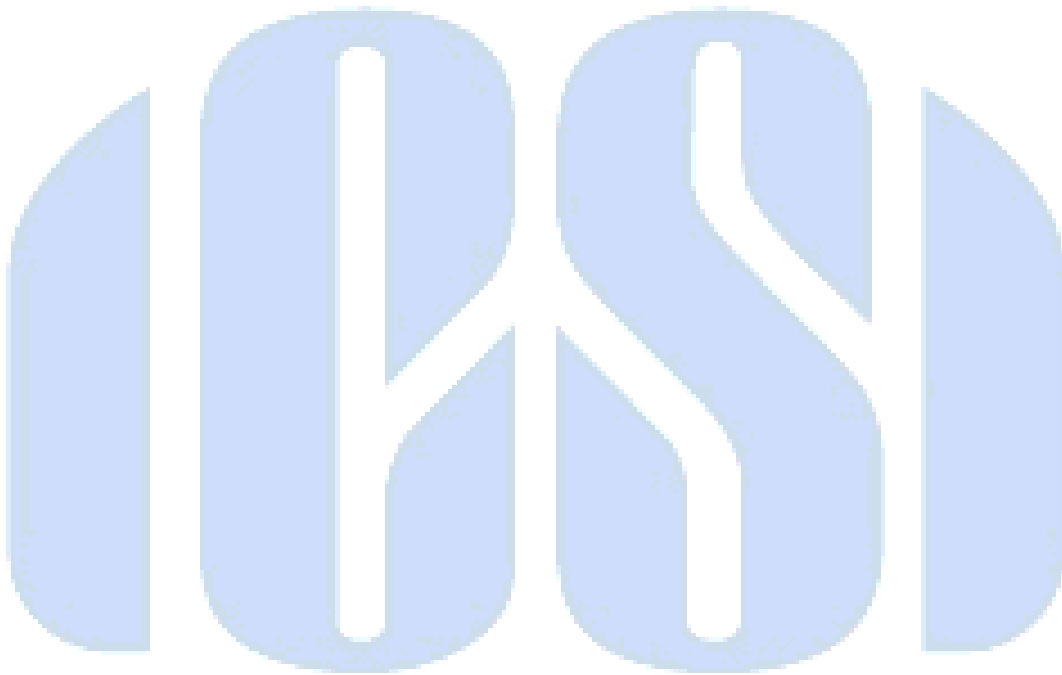
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Disclaimer: - CS Update contains government notifications, case laws and contributions received from the members. Due care and diligence is taken in compilation of the CS Update. The Institute does not own the responsibility for any loss or damage resulting from any action taken on the basis of the contents of the CS Update. Anyone wishing to act on the

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Forthcoming Programmes

- “Quartet: The CS Conference” at Mumbai on 16th January 2010
- ONE DAY SEMINAR on “Changing Contours of Corporate Laws and Emerging Professional Avenues” at New Delhi on 16th January 2010

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“QUARTET: THE CS CONFERENCE”

on the theme

THINKING BEYOND ...

Technical Session

1. Corporate Governance – Voluntary Guidelines 2009
2. Corporate Social Responsibilities – Voluntary Guidelines – 2009
2. Emerging Opportunities – GST
3. Bank Credit Rating & Borrowing Options

Day & Date : Saturday, 16th January, 2010
Time : 10.00 am to 05.00 pm
Venue : Maharashtra Chamber of Commerce & Industry
Oricon House, 6th Floor, 12, K. Dubash Marg
Kalaghoda, Fort,
Mumbai – 400 001 (Tel. No. : 022-22855858)

Faculty: - Eminent Faculty will address the participants

Delegate Fees:-

(includes Seminar Kit, Lunch and High Tea)

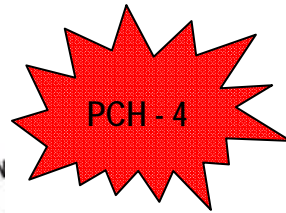
Members - Rs. 950/-
CS Students - Rs. 750/-
Non-Members - Rs. 1250/-

Free for PMS Members (one full PMS)

For enrolment please contact: - Either of NIRC, SIRC, EIRC and WIRC Offices

This is a joint programme of EIRC, SIRC, NIRC & WIRC

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ONE DAY SEMINAR

on

“Changing Contours of Corporate Laws and Emerging Professional Avenues”

Coverage:

- Corporate Governance Voluntary Guidelines, 2009 (incl. Secretarial Audit)
- Modern Company Law
- Competition Law
- Etc.

on

Saturday, the 16th January, 2010

10.00 a.m. onwards

(Registration starts at 9.30 AM)

at

Hotel Le-Meridien (Sovereign-I), Janpath, New Delhi

Fee: Rs.1,500/- per delegate;

FREE for Corporate Members of NIRC

Registration:

In order to make necessary arrangements, Members are requested to enrol well in advance with

Executive Officer, NIRC-ICSI, 4, Prasad Nagar Institutional Area, New Delhi-110 005. Tel.: +91-11-25816593, 25763090; Fax: 25722662

E-mail: coniro@icsi.edu

The cheque for delegate fee may please be drawn in favour of NIRC of ICSI payable at New Delhi.

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OTHER FORTHCOMING PROGRAMS OF NIRC-
ICSI
FOR THE MONTH OF JANUARY 2010

Day, Date & Time	Program	Program Credit Hours	Venue
Friday 15.01.2010, 6.00 PM	South Zone Study Group Meeting on "ECB Guidelines"	One	New Friends Club, Mathura Road, New Delhi
Friday 22.01.2010 6.00PM	Study Circle Meeting on the topic 'Discussions on Corporate Governance Voluntary Guidelines as notified by MCA'	One	New Delhi YMCA Conference Room, Jaisingh Road, New Delhi
Sunday 23.01.2010, 6.00 PM	West Zone Study Group Meeting on "Company Acquisitions and Related Issues"	One	CMC Ltd. Community Centre, C-58, 6th Floor, Behind Janak Cinema, Janak Puri, New Delhi
Saturday, 30.01.2010, 6 PM	East Zone Study Group Meeting on "Labour laws- Opportunities for CS"	One	Mother Teresa Public School, C-Block, Preet Vihar , Delhi
Sunday, 31.01.2010, 5 PM	North Zone Study Group Meeting (Topic to be informed through e-mail)	One	NGPA College, 3rd Floor, FD-4, Pitampura (Near Metro Station/Bajaj Capital), Delhi

**MEMBERS ARE CORDIALLY INVITED TO ATTEND THE
ABOVE PROGRAMS**

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MCA Updates

- Provisions of Companies Act, 1956 made applicable to a limited liability partnership
- LLP (AMENDMENT) Rules, 2010

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(Published in the Gazette of India Extraordinary Part II, section 3, sub-section (i))

MINISTRY OF CORPORATE AFFAIRS
NOTIFICATION

New Delhi, dated, 6th January 2010.

G.S.R.6(E).- In exercise of powers conferred by sub-section (1) of section 67 of Limited Liability Partnership Act 2008 (6 of 2009) the Central Government hereby directs that the provisions of sections 441, 443, 445, 446, 448, 450, 451, 453, 454, 455, 456, 457, 458, 458A, 460, 463, 464, 465, 466, 467, 468, 471, 474, 476, 477, 478, 479, 481, 482, 483, 484, 486, 487, 488, 494, 497, 511, 511A, 512, 514, 515, 517, 518, 519, 528, 529, 529A, 530, 531, 531A, 532, 533, 534, 535, 536, 537, 538, 539, 540, 541, 542, 543, 544, 545, 546, 547, 548, 549, 550, 551, 552, 553, 554, 555, 556, 558, 559, 560 and 584 of the Companies Act, 1956 shall apply to a limited liability partnership, except where the context otherwise requires, with the following modifications:-

Modifications

- (i) (a) For the word “company” occurring in any of the aforesaid provisions of the Companies Act 1956, the words “limited liability partnership” shall be substituted;
(b) for the word “articles” occurring in any of the aforesaid provisions of the Companies Act 1956, the words “limited liability partnership agreement” shall be substituted;
(c) for the word “director” occurring in any of the aforesaid provisions of the Companies Act 1956 (except in section 544), the words “designated partner” shall be substituted;
(d) for the word “promoter” or “member” or “contributory” occurring in any of the aforesaid provisions of the Companies Act 1956, the word “partner” shall be substituted;
(e) for the word “Court” occurring in any of the aforesaid provisions of the Companies Act 1956 (except in sub-section (5A) of section 454, section 482 and section 483), the word “Tribunal” shall be substituted, provided that until the Tribunal is constituted under the Companies Act, 1956, the word “Tribunal” shall be substituted with the words “High Court”;
(f) for the words “this Act” occurring in any of the aforesaid provisions of the Companies Act, 1956, the words “Limited Liability Partnership Act” shall be substituted.
- (ii) modifications set out in the Table.

Explanation.- For the purposes of application of the provisions of the Companies Act, 1956 to limited liability partnerships, it is hereby clarified that-

- (a) where any sub-section of the applicable aforesaid section of the Companies Act, 1956 is not specified in the Table, such sub-section of that section is applicable to the limited liability partnerships without any modification; and
- (b) “LLP Liquidator” means a limited liability partnership liquidator.

TABLE

Modifications to the provisions of the Companies Act, 1956 applied to Limited Liability Partnerships

S. No	Part/Chapter/Section number/marginal note and sub-section(s) in the Companies Act, 1956	Modifications
(1)	(2)	(3)
	<u>Part VII: Winding-up</u> <u>Chapter II: Winding up by the Court</u>	
1.	Section 441 (Commencement of winding up by Court)	
	sub-sections (1) and (2)	In sub-sections (1) and (2), - (i) for the word "Court", wherever it occurs, substitute the word "Tribunal"; and (ii) for the word "company", wherever it occurs, substitute the words "limited liability partnership".
2.	Section 443 (Powers of Court on hearing petition)	
	sub-section (1)	Substitute sub-section (1) with the following:- “(1) On hearing a winding up petition, the Tribunal may within ninety days from the date of presentation of the petition – (a) dismiss it, with or without costs; (b) make any interim order as it thinks fit; (c) direct the action for revival or rehabilitation of the limited liability partnership in accordance with procedure laid down in sections 60 to 62 of the Limited Liability Partnership Act, 2008; (d) appoint a "Liquidator" as provisional liquidator of the limited liability partnership till the making of a winding up order; (e) make an order for the winding up of the limited liability partnership with or without costs; or (f) any other orders or orders as may be considered fit: Provided that the Tribunal shall not refuse to make a winding up order on the ground only that the assets of the limited liability partnership have been mortgaged for an amount equal to or in excess of those assets, or that the limited liability partnership has no assets.”

		(ii) for the word "company", wherever it occurs, substitute the words "limited liability partnership".
	sub-section (3)	Omit sub-section (3).
3.	Section 445 (Copy of winding up order to be filed with Registrar)	
	sub-section (1)	Substitute sub-section (1) with the following:- “(1) On the making of a winding up order, it shall be the duty of the petitioner in the winding up proceedings and of the limited liability partnership to file with the Registrar a certified copy of the order, within fifteen days from the date of the making of the order. If default is made in complying with the foregoing provision, the petitioner, or as the case may require, the limited liability partnership, and the designated partners of the limited liability partnership shall be punishable with fine which may extend to one thousand rupees for each day during which the default continues.”
	sub-section (1A)	In sub-section (1A), for the words 'thirty days', substitute the words 'fifteen days'.
	sub-sections (2) and (3)	In sub-sections (2) and (3), for the word "company" wherever it occurs, substitute the words "limited liability partnership".
4.	Section 446 (Suits stayed on winding up order)	
	sub-sections (1) to (3)	In sub-sections (1) to (3),- (i) for the word "Court" wherever it occurs, substitute the word "Tribunal"; (ii) for the word "company" wherever it occurs, substitute the words "limited liability partnership"; and (iii) for the words "Official Liquidator", substitute the word "Liquidator".
	sub-section (2)	In sub-section (2), - (i) in clause (c), for the word and figure "section 391" substitute the word and figure "section 60"; and (ii) omit the following words and figures occurring at the end – "or before or after the commencement of the Companies (Amendment) Act, 1960 (65 of 1960)".
5.	Section 448 (Appointment of Official Liquidator)	
	sub-section (1)	Substitute sub-section (1) with the following:-

		partnership by the Tribunal or for the purpose of appointment of provisional liquidator, there shall be a "liquidator" who may be either an Official Liquidator or a Liquidator appointed by an order of the Tribunal from the panel of such professionals, firms or bodies corporates consisting of such professionals as may be prescribed, which the Central Government shall constitute for that purpose in such manner as may be prescribed. In the absence of any such order the Official Liquidator shall become or act as "liquidator".
	sub-sections (1A) and (2)	Omit sub-sections (1A) and (2).
6.	Section 450 (Appointment and powers of provisional liquidator)	
	sub-section (1)	Substitute sub-section (1) with the following :- "(1) At any time after the presentation of a winding up petition and before the making of a winding up order, the Tribunal may appoint the Liquidator to be liquidator provisionally."
	sub-sections (2)	In sub-section (2),- (i) for the word "Court" wherever it occurs, substitute the word "Tribunal"; and (ii) for the word "company", substitute the words "limited liability partnership"; and
	sub-sections (3)	In sub-section (3), for the word "Court" wherever it occurs, substitute the word "Tribunal".
	sub-section (4)	Substitute sub-section (4) with the following:- "(4) The Liquidator shall cease to hold office as provisional liquidator, and shall become the liquidator, of the limited liability partnership, on a winding up order being made."
7.	Section 451 (General provisions as to liquidators)	
	sub-section (1)	In sub-section (1), - (i) for the word "Court", substitute the word "Tribunal"; and (ii) for the word "company", substitute the words "limited liability partnership".
	sub-section (2)	In sub-section (2), for the word "company", substitute the words "limited liability partnership".
8.	Section 453 (Receiver not to be appointed of assets with liquidator).	In section 453, for the word "Court", substitute the word "Tribunal".
9.	Section 454 (Statement of affairs to be made to Official Liquidator)	
	sub-section (1)	Substitute sub-section (1) with the following:- "(1) (i) Every limited liability partnership shall file with the

		<p>Tribunal a statement of its affairs in such form as may be prescribed alongwith the petition for winding up;</p> <p>(ii) where a limited liability partnership opposes a petition for its winding up, it shall file with the Tribunal a statement of its affairs in such form as may be prescribed within such time as may be specified by the Tribunal;</p> <p>(iii) where the Tribunal has made a winding up order or appointed the Liquidator as provisional liquidator, unless the Tribunal in its discretion otherwise orders, there shall be made out and submitted to the Liquidator a statement as to the affairs of the limited liability partnership in such form and containing such particulars as may be prescribed;</p> <p>(iv) The designated partners and other officers of the limited liability partnership in respect of which a petition for winding up is made, shall ensure that the accounts of the limited liability partnership are completed and audited in accordance with Limited Liability Partnership Rules 2009 up to the date of the order and submitted to the Tribunal at the cost of the limited liability partnership within 60 days of the date of the winding up order or within such period as may be allowed by the Tribunal.”</p>
	sub-sections (2) and (4)	Omit sub-sections (2) and (4).
	sub-section (3)	<p>Substitute sub-section (3) with the following:-</p> <p>“(3) The statement under clause (iii) of sub-section (1) shall be submitted within twenty one days from relevant date or within such extended time not exceeding two months (including the period of twenty one days) from the date as the Liquidator or the provisional liquidator or the Tribunal may, for special reasons appoint.”</p>
	sub-section (5A)	In sub-section (5A), for the words, “by which the winding up order is made or the provisional liquidator is appointed”, substitute the words “having jurisdiction under this Act”.
	sub-section (6)	<p>In sub-section (6), -</p> <p>(i) for the word “company”, substitute the words “limited liability partnership”; and</p> <p>(ii) for the word “contributory”, substitute the word “partner”.</p>
	sub-section (7)	<p>In sub-section (7),-</p> <p>(i) for the word “contributory”, substitute the word “partner”; and</p> <p>(ii) for the words “Official Liquidator”, substitute the word “liquidator”.</p>
10.	Section 455 (Report by Official Liquidator)	
	sub-section (1)	<p>Substitute sub-section (1) with the following:-</p> <p>“(1) Where the Tribunal has made a winding up order, the Liquidator shall, within sixty days from the winding up order, submit to the Tribunal, a report containing such particulars as</p>

		may be prescribed.”
	sub-section (2)	In sub-section (2), - (i) for the words “Official Liquidator”, substitute the word “liquidator”; (ii) for the word “company”, wherever it occurs, substitute the words “limited liability partnership”; and (iii) for the word “Court”, substitute the word “Tribunal”.
	sub-section (3)	In sub-section (3),- (i) for the words “Official Liquidator”, substitute the word “liquidator”; and (ii) for the word “Court”, substitute the word “Tribunal”.
11.	Section 456 (Custody of company’s property)	
	sub-sections (1), (1A) and (2)	In sub-sections (1), (1A) and (2),- (i) for the word “company”, wherever it occurs, substitute the words “limited liability partnership”; and (ii) for the word “Court” occurring in sub-section (2), substitute the word “Tribunal”.
12.	Section 457 (Powers of liquidator)	
	sub-sections (1) and (2)	In sub-sections (1) and (2),- (i) for the word “Court”, wherever it occurs, substitute the word “Tribunal”; (ii) for the words “company”, wherever it occurs, substitute the words “limited liability partnership”; (iii) after clause (c) in sub-section (1), insert clause (ca), namely:- “(ca) to sell whole of the undertaking of the limited liability partnership as a going concern.” (iv) For the word “contributory”, wherever it occurs, substitute the word “partner”; and (v) for the word “company’s seal”, substitute the words “limited liability partnership’s seal”.
13.	Section 458 (Discretion of liquidator)	In section 458, for the word “Court”, wherever it occurs, substitute the word “Tribunal”.
14.	Section 458A (Exclusion of certain time in computing periods of limitation)	In section 458A,- (i) for the word “company”, wherever it occurs, substitute the words “limited liability partnership”; and (ii) for the word “Court”, substitute the word “Tribunal”.
15.	Section 460 (Exercise and control of liquidator’s	

	powers)	
	sub-section (1)	In sub-section (1),- (i) for the word "company", substitute the words "limited liability partnership"; (ii) for the word "contributories", substitute the word "partners"; and (iii) for the words "general meeting", substitute the word "meeting".
	sub-section (2)	In sub-section (2),- (i) for the word "contributories", wherever it occurs, substitute the word "partners"; and (ii) for the words "general meeting", substitute the word "meeting".
	sub-section (3)	In sub-section (3),- (i) for the word "contributories", wherever it occurs, substitute the word "partners"; and (ii) for the words "general meetings", substitute the word "meetings".
	sub-section (5)	In sub-section (5), for the word "company", substitute the words "limited liability partnership".
	sub-sections (4) and (6)	In sub-sections (4) and (6), for the word "Court", wherever it occurs, substitute the word "Tribunal".
16.	Section 463 (Control of Central Government over liquidators)	
	sub-section (1)	In sub-section (1),- (i) for the word "companies", substitute the words "limited liability partnerships"; (ii) for the word "Court", substitute the word "Tribunal"; (iii) omit the words "or by the Indian Companies Act, 1913 (7 of 1913)"; (iv) for the word "contributory", substitute the word "partner"; and (v) omit proviso to this sub-section.
	sub-section (2)	In sub-section (2),- (i) for the word "company", substitute the words "limited liability partnership"; and (ii) for the word "Court", wherever it occurs, substitute the word "Tribunal".
17.	Section 464: (Appointment and composition of committee of inspection)	
	sub-section (1)	Substitute sub-section (1) with the following:- "(1) The Tribunal may, at the time of making an order for the winding up of a limited liability partnership or at any time

		thereafter, direct that there shall be appointed a committee of inspection to act with the liquidator.”
	sub-sections (2) and (3)	Omit sub-sections (2) and (3).
18.	Section 465: (Constitution and proceedings of committee of inspection)	
	sub-section (1)	Substitute sub-section (1) with the following:- “(1) (i) A committee of inspection appointed in pursuance of section 464 shall consist of such number of members not exceeding twelve, as the Tribunal may order, being creditors and partners of the limited liability partnership or persons holding general or special powers of attorney from creditors or partners, in such proportions as may be agreed on by the meeting of creditors and partners or in case of difference of opinion between the meetings, as may be determined by the Tribunal. (ii) The procedure to be adopted by the committee shall be as may be prescribed. ”
	sub-sections (2) to (5)	Omit sub-sections (2) to (5).
	sub-section (7)	In sub-section (7), for the word “contributories”, substitute the word “partners”.
	sub-section (8)	In sub-section (8), - (i) for the word “contributories”, wherever it occurs, substitute the word “partners”; and (ii) for the words “ordinary resolution”, substitute the word “resolution”.
	sub-section (9)	In sub-section (9), - (i) for the word “contributories”, substitute the word “partners”; (ii) for the word “contributory”, substitute the word “partner”; and (iii) for the word “Court”, wherever it occurs, substitute the word “Tribunal”.
19.	Section 466 (Powers of Court to stay winding up)	
	sub-sections (1) and (2)	In sub-sections (1) and (2),- (i) for the word “Court”, wherever it occurs, substitute the word “Tribunal”; (ii) for the word “Official Liquidator”, wherever it occurs, substitute the word “liquidator”; and (iii) for the word “contributory”, substitute the word “partner”.
	sub-section (3)	In sub-section (3), for the word “company”, wherever it occurs, substitute the words “limited liability partnership”.
20.	Section 467 (Settlement of list of contributories and application of assets)	

	sub-section (1)	<p>In sub-section (1),-</p> <p>(i) for the word "Court", wherever it occurs, substitute the word "Tribunal".</p> <p>(ii) for the word "contributories", wherever it occurs, substitute the word "partner".</p> <p>(iii) for the words "with power to rectify the register of members in all cases where rectification is required in pursuance of this Act", substitute the words "in such manner as may be prescribed";</p> <p>(iv) for the word "company", substitute the words "limited liability partnership"; and</p> <p>(v) omit the proviso to this sub-section.</p>
	sub-section (2)	Omit sub-section (2).
21.	Section 468 (Delivery of property to liquidator)	<p>In section 468,-</p> <p>(i) for the word "Court", wherever it occurs, substitute the word "Tribunal";</p> <p>(ii) for the word "contributory", substitute the word "partner";</p> <p>(iii) for the word "contributories", substitute the word "partners"; and</p> <p>(iv) for the word "company", wherever it occurs, substitute the words "limited liability partnership";</p>
22.	Section 471 (Payment into bank of moneys due to company)	
	sub-section (1)	<p>In sub-section (1),-</p> <p>(i) for the word "Court", substitute the word "Tribunal";</p> <p>(ii) for the word "contributory", substitute the word "partner"; and</p> <p>(iii) for the word "company", substitute the words "limited liability partnership".</p>
	sub-section (2)	In sub-section (2), for the word "Court", substitute the word "Tribunal".
23.	Section 474 (Power to exclude creditors not proving in time)	In section 474, for the word "Court", substitute the word "Tribunal".
24.	Section 476 (Power to order costs)	In section 476, for the word "Court", wherever it occurs, substitute the word "Tribunal".
25.	Section 477 (Power to summon persons suspected of having property of company, etc.)	
	sub-sections (1) to (8)	<p>In sub-sections (1) to (8),-</p> <p>(i) for the word "Court", wherever it occurs, substitute the word "Tribunal"; and</p>

		(ii) for the word "company", wherever it occurs, substitute the words "limited liability partnership".
26.	Section 478 (Power to order public examination of promoters, directors etc.)	
	sub-sections (1), (2), (4), (5), (7), (8) and (9)	In sub-sections (1), (2), (4), (5), (7), (8) and (9),- (i) for the word "Court", wherever it occurs, substitute the word "Tribunal"; (ii) for the word "contributory", wherever it occurs, substitute the word "partner"; (iii) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and (iv) for the words "Official Liquidator", wherever they occur, substitute the word "liquidator".
	sub-section (3)	Substitute sub-section (3) with the following:- "Any creditor or partner may also take part in the examination either personally or by any chartered accountants or company secretaries or cost accountants or legal practitioners entitled to appear before the Tribunal."
	sub-section (6)	In sub-section (6),- (i) In clause (a), for the words "Official Liquidator's report", substitute the words "liquidator's report; and (ii) omit clause (b).
	sub-section (10)	Substitute sub-section (10) with the following:- "(10) An examination under this section may, if the Tribunal so directs, be held before any authority or person authorized by the Tribunal".
	sub-section (11)	In sub-section (11),- (i) for the word "Court", substitute the word "Tribunal"; and (ii) for the words "Judge or officer", substitute the words "authority or person".
27.	Section 479 (Power to arrest absconding contributory)	In section 479,- (i) for the word "contributory", wherever it occurs, substitute the word "partner"; (ii) for the word "Court", wherever it occurs, substitute the word "Tribunal"; and (iii) for the word "company", substitute the words " limited liability partnership".
28.	Section 481 (Dissolution of company)	
	sub-section (1)	In sub-section (1),- (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and

		(ii) for the word "Court", wherever it occurs, substitute the word "Tribunal".
	sub-section (2)	In sub-section (2), for the word "company", substitute the words "limited liability partnership".
29.	Section 482 (Order made in any Court to be enforced by other Courts)	In section 482, for the word "company", wherever it occurs, substitute the words "limited liability partnership".
30.	Section 483 (Appeals from orders)	In section 483, for the word "company", substitute the words "limited liability partnership".
	<u>Chapter III</u> <u>Voluntary winding up</u>	
31.	Section 484 (Circumstances in which company may be wound-up voluntarily)	
	sub-section (1)	Substitute sub-section (1) with the following:- “(1) Any limited liability partnership may be wound up voluntarily if the limited liability partnership passes a resolution to wind up the limited liability partnership with approval of at least three-fourths of total number of its partners: Provided that if the limited liability partnership has creditors, whether secured or unsecured, then such winding up shall not take place unless approval of such creditors takes place in such manner as may be prescribed.”
	sub-section (2)	Omit sub-section (2).
32.	Section 486 (Commencement of voluntary winding up)	Apply without modification.
33.	Section 487 (Effect of voluntary winding up on status of company)	In section 487, (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and (ii) for the words "the corporate state and corporate powers of the company", substitute the words, "status of the limited liability partnership and its powers".
34.	Section 488 (Declaration of solvency in case of proposal to wind-up voluntarily)	
	sub-section (1)	Substitute sub-section (1) with the following:- “(1) Where it is proposed to wind up a limited liability partnership voluntarily, the majority of its designated partners (being not less than two) shall make a declaration in such form and manner and within such time as may be prescribed to the effect that the limited liability partnership has no debt or that it will be able to pay its debts in full within such period not

		exceeding one year from the commencement of the winding up as may be specified in the declaration."
	sub-section (2) and (5)	Omit sub-sections (2) and (5).
	sub-section (3)	In sub-section (3),- (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and (ii) for the word "director" , substitute the words "designated partner".
	sub-section (4)	In sub-section (4),- (i) for the word "company", substitute the words "limited liability partnership"; (ii) for the word "director" , substitute the words "designated partner"; and (iii) for the words "of five weeks", substitute the words "prescribed in sub-section (1)".
35.	Section 494 (Power of liquidator to accept shares, etc., as consideration for sale of property of company)	
	sub-section (1)	Substitute sub-section (1) with the following:- “(1) Where a limited liability partnership (the transferor limited liability partnership) is proposed to be, or is in the course of being, wound up voluntarily and the whole or any part of its business or property is proposed to be transferred or sold to any limited liability partnership (the transferee limited liability partnership), the LLP Liquidator of the transferor limited liability partnership may, with the sanction of a resolution of the transferor limited liability partnership passed by at least three-fourths of total number of partners conferring on LLP liquidator either a general authority or an authority in respect of any particular arrangement,- (a) receive, by way of compensation wholly or in part for the transfer or sale, cash, securities, policies, or other like interests in the transferee limited liability partnership, for distribution among the partners of the transferor limited liability partnership; or (b) enter into any other arrangement whereby the partners of the transferor limited liability partnership may, in lieu of receiving cash, securities, policies or other like interest or in addition thereto, participate in the profits of, or receive any other benefit from, the transferee limited liability partnership: Provided that no such arrangement shall be entered into without the consent of the secured creditors, if any.”
	sub-section (2)	Substitute sub-section (2) with the following:- “(2) Any transfer, sale or other arrangement in pursuance of this section shall be binding on all the partners of the transferor limited liability partnership”.

	sub-section (3)	Substitute sub-section (3) with the following:- “(3) Any partner of the transferor limited liability partnership who did not vote in favour of the resolution and expressed his dissent therefrom in writing addressed to the LLP Liquidator and left at the registered office of the limited liability partnership within seven days after the passing of the resolution, may require the LLP Liquidator to purchase his interest at a price to be determined by agreement or the registered valuer.”
	sub-section (4)	Substitute sub-section (4) with the following:- “(4) If the LLP Liquidator decides to purchase such partner’s interest, the purchase money, raised by him in such manner as may be determined by a resolution passed by three-fourths of total number of partners, shall be paid before the limited liability partnership is dissolved.”
	sub-sections (5) and (6)	Omit sub-sections (5) and (6).
36.	Section 497 (Final meeting and dissolution)	
	sub-section (1)	Substitute sub-section (1) with the following, namely:- “(1) As soon as the affairs of a limited liability partnership are fully wound up, the LLP Liquidator shall prepare final winding up accounts, explanations and a report on the conduct of affairs of the limited liability partnership during winding up in such form and manner as may be prescribed, showing how the property and assets of the limited liability partnership have been disposed of and its debt fully discharged or discharged to the satisfaction of the creditors and thereafter seek approval of the partners or the creditors of the limited liability partnership, as the case may be, on the said report and the final winding up accounts and explanation in the meeting of partners or creditors: Provided that no such meeting of creditors is required if there were no creditors before commencement of voluntary winding up or creditors are paid their dues in such manner as may be prescribed.”
	sub-sections (2), (4), (5), (6A), (6B) and (7).	Omit sub-sections (2), (4), (5), (6A), (6B) and (7).
	sub-section (3)	Substitute sub-section (3) with the following:- “(3) Within two weeks after the meeting of partners and of creditors, if required, the LLP liquidator shall- (a) send to the Registrar a copy of the final winding up accounts, explanation and report; and (b) file an application with the Tribunal alongwith a copy of the final winding up accounts, explanations and report, for passing an order of dissolution of the limited liability partnership.

		If the copy is not so sent or application not so made, the LLP Liquidator shall be punishable with fine which may extend to five hundred rupees for every day during which the default continues."
	sub-section (6)	Substitute sub-section (6) with the following, namely:- “(6) If the Tribunal is satisfied, after considering the application, final winding up accounts, explanations and report of the LLP Liquidator, that the process of winding up has been duly followed, the Tribunal may pass an order, within sixty days of the receipt of such application, accounts, explanations and report, that the limited liability partnership shall stand dissolved.”
37.	Section 511 (Distribution of property of company)	In section 511,- (i) for the word “company”, wherever it occurs, substitute the words “limited liability partnership”; (ii) for the word “articles” substitute the words “limited liability partnership agreement.”; and (iii) for the word “members”, substitute the word “partners”.
38.	Section 511A (Application of section 454 to voluntary winding up)	In section 511A, - (i) for the word “Court”, wherever it occurs, substitute the word “Tribunal”; and (ii) omit the word “Official” occurring in clause (b).
39.	Section 512 (Powers and duties of liquidator in voluntary winding up)	
	sub-section (1)	Substitute sub-section (1) with the following:- “(1) The LLP Liquidator may, with the sanction of a resolution by three- fourths of total number of partners of the limited liability partnership, and prior approval of the Tribunal in the case of a voluntary winding up,— (i) pay any class of creditors in full; (ii) make any compromise or arrangement with creditors or persons claiming to be creditors, or having or alleging themselves to have any claim, present or future, certain or contingent, against the limited liability partnership, or whereby the limited liability partnership may be rendered liable; or (iii) compromise any money due from partners including outstanding, unrealized or unrecovered contribution, debt, and liability capable of resulting in a debt, and any claim, present or future, certain or contingent, ascertained or sounding only in damages, subsisting or alleged to subsist between the limited liability partnership and a partner or alleged partner or other debtor or person apprehending liability to the limited liability partnership, and all questions in any way relating to or affecting the assets or liabilities or the winding up of the limited liability partnership, on such terms as may be agreed,

		and take any security for the discharge of any such debt, liability or claim, and give a complete discharge in respect thereof."
	sub-section (2)	Substitute sub-section (2) with the following:- "(2) Any creditor or partner may apply in the manner prescribed to the Tribunal with respect to any exercise or proposed exercise of powers by the LLP Liquidator under this sub-section, and the Tribunal shall after giving a reasonable opportunity to such applicant and the LLP Liquidator, pass such orders as it may think fit."
	sub-section (3)	In sub-section (3),- (i) for the word "liquidator", substitute the words "LLP liquidator"; (ii) for the word "company", substitute the words "limited liability partnership"; and (iii) for the word "contributories", substitute the word "partners".
	sub-section (4)	In sub-section (4), for the word "liquidators", substitute the words "LLP liquidators."
40.	Section 514 (Corrupt inducement affecting appointment as liquidator)	In section 514,- (i) for the word "member", substitute the word "partner"; (ii) for the word "company", substitute the words "limited liability partnership"; and (iii) for the words "company's liquidator", wherever they occur, substitute the word "limited liability partnership's LLP liquidator".
41.	Section 515 (Power of Court to appoint and remove Liquidator in voluntary winding up)	
	sub-section (1)	Substitute sub-section (1) with the following, namely:- "(1) If from any cause whatever, there is no LLP liquidator acting, the Tribunal may appoint any person from the panel as a LLP liquidator on such fees as may be determined by it."
	sub-section (2)	Substitute sub-section (2) with the following:- "(2) The Tribunal may, on cause shown remove a LLP liquidator and appoint any other person from the panel, as a LLP liquidator in place of the removed LLP liquidator."
	sub-section (3)	Substitute sub-section (3) with the following:- "(3) The Tribunal may also appoint or remove a LLP liquidator on the application made by the Registrar in this behalf."

	sub-section (4)	Omit sub-section (4).
42.	Section 517 (Arrangement when binding on company and creditors.)	
	sub-section (1)	In sub-section (1),- (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and (ii) for the words "special resolution", substitute the words "resolution passed by three fourth of total number of partners".
	sub-section (2)	In sub-section (2),- (i) for the word "contributory", substitute the word "partner"; and (ii) for the word "Court", wherever it occurs, substitute the word "Tribunal".
43.	Section 518 (Power to apply to Court to have questions determined or powers exercised)	
	sub-section (1)	In sub-section (1),- (i) for the word "liquidator", substitute the words "LLP liquidator"; (ii) for the word "Court", wherever it occurs, substitute the word "Tribunal"; (iii) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; (iv) for the word "contributory", substitute the word "partner"; and (v) for the words "the enforcing of calls", substitute the words "enforcing realization of outstanding contribution".
	sub-section (2)	In sub-section (2),- (i) for the word "liquidator", substitute the words "LLP liquidator" (ii) for the word "Court", substitute the word "Tribunal"; (iii) for the word "company", substitute the words "limited liability partnership"; (iv) for the word "contributory", substitute the word "partner"; and (v) omit the words "specified in sub-section (3)".
	sub-section (3)	Omit sub-section (3).

	sub-section (4)	In sub-section (4), for the word "Court", substitute the word "Tribunal".
	sub-section (5)	In sub-section (5), for the word "company", wherever it occurs, substitute the words "limited liability partnership".
44.	Section 519 (Application of liquidator to Court for public examination of promoters, directors, etc.)	
	sub-section (1)	In sub-section (1),- (i) for the word "Court", wherever it occurs, substitute the word "Tribunal"; (ii) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and (iii) for the word "liquidator", substitute the words "LLP Liquidator".
	sub-section (2)	Substitute sub-section (2) with the following:- "(2) The provisions of section 478 as applicable to winding up of limited liability partnerships by Tribunal shall apply in relation to any examination directed under sub-section (1)."
	<u>Chapter V:</u> <u>Provisions applicable to every mode of winding up</u>	
45.	Section 528 (Debts of all descriptions to be admitted to proof).	In section 528,- (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and (ii) for the words "insolvent companies", substitute the words "insolvent limited liability partnerships".
46.	Section 529 (Application of insolvency rules in winding up of insolvent companies.)	
	sub-sections (1), (2) and (3) and Illustration	In sub-sections (1), (2) and (3) and Illustration,- (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and (ii) for the word "liquidator", wherever it occurs, substitute the words "liquidator or LLP liquidator".
47.	Section 529A (Overriding preferential payments)	
	sub-section (1)	In sub-section (1), for the word "company", substitute the words "limited liability partnership".
48.	Section 530 (Preferential payments)	

	sub-sections (1), (4), (5), (7) and (8)	In sub-sections (1), (4), (5), (7) and (8),- (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and (ii) in sub-section (1), in clause (g), for the words and figures "section 235 or 237", substitute the word and figure "section 43".
	sub-section(9)	Omit sub-section (9).
49.	Section 531 (Fraudulent preference)	
	sub-section (1)	In sub-section (1), - (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and (ii) omit the proviso to this sub-section.
	sub-section (2)	In sub-section (2), for the word "Court", substitute the word "Tribunal".
50.	section 531A (Avoidance of voluntary transfer)	In section 531A,- (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; (ii) for the word "Court", substitute the word "Tribunal"; and (iii) for the word "liquidator", substitute the words "liquidator or LLP liquidator".
51.	Section 532 (Transfers for benefit of all creditors to be void)	In section 532, for the word "company", substitute the words "limited liability partnership".
52.	Section 533 (Liabilities and rights of certain fraudulently preferred persons)	
	sub-sections (1) and (2)	In sub-sections (1) and (2),- (i) omit the words "after the commencement of this Act"; (ii) for the word "company", substitute the words "limited liability partnership"; and (iii) for the words "company's debt", substitute the words "limited liability partnership's debt".
	sub-section (3)	In sub-section (3), for the word "Court", wherever it occurs, substitute the word "Tribunal".
53.	Section 534 (Effect of floating charge)	In section 534, - (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and (ii) omit the proviso to this section.

54.	Section 535 (Disclaimer of onerous property in case of a company which is being wound-up)	
	sub-sections (1) to (7)	<p>In sub-sections (1) to (7),-</p> <p>(i) for the word "company" wherever it occurs, substitute the words "limited liability partnership";</p> <p>(ii) for the word "Court", wherever it occurs, substitute the word "Tribunal"; and</p> <p>(iii) for the word "liquidator", wherever it occurs, substitute the words "liquidator or LLP liquidator".</p>
55.	Section 536 (Avoidance of transfers, etc., after commencement of winding up)	
	sub-section (1)	<p>In sub-section (1),-</p> <p>(i) for the word "shares", substitute the word "contribution";</p> <p>(ii) for the word "company", wherever it occurs, substitute the words "limited liability partnership";</p> <p>(iii) for the word "members", substitute the word "partners"; and</p> <p>(iv) for the word "liquidator", substitute the words "LLP liquidator".</p>
	sub-section (2)	<p>In sub-section (2),-</p> <p>(i) for the words "or subject to the supervision of the Court", substitute the words "the Court".</p> <p>(ii) for the word "Court", substitute the word "Tribunal";</p> <p>(iii) for the word "company", wherever it occurs, substitute the words "limited liability partnership";</p> <p>(iv) for the word "shares", substitute the word "contribution"; and</p> <p>(v) for the word "members", substitute the word "partners".</p>
56.	Section 537 (Avoidance of certain attachments, executions, etc, in winding up by or subject to supervision of Court.)	
	sub-section (1)	<p>In sub-section (1),-</p> <p>(i) for the word "company", wherever it occurs, substitute the words "limited liability partnership";</p> <p>(ii) omit the words "or subject to the supervision of";</p>

		(iii) for the word "Court", wherever it occurs, substitute the word "Tribunal".
57.	Section 538 (Offences by officers of companies in liquidation)	
	sub-section (1)	In sub-section (1),- (i) for the word "company" wherever it occurs, substitute the words "limited liability partnership"; (ii) omit the words "or subject to supervision of"; (iii) for the word "Court", substitute the word "Tribunal"; and (iv) for the word "liquidator", substitute the words "liquidator or LLP liquidator".
	sub-section (3)	In sub-section (3),- (i) for the word "directors", substitute the words "designated partners"; and (ii) for the word "company", substitute the words "limited liability partnership".
58.	Section 539 (Penalty for falsification of books)	In section 539,- (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and (ii) for the word "contributory", substitute the word "partner".
59.	Section 540 (Penalty for frauds by officers,-)	In section 540,- (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and (ii) for the word "Court", substitute the word "Tribunal".
60.	Section 541 (Liability where proper accounts not kept)	
	sub-sections (1) and (2)	In sub-sections (1) and (2), for the word "company", wherever it occurs, substitute the words "limited liability partnership".
61.	Section 542 (Liability for fraudulent conduct of business)	
	sub-section (1)	In sub-section (1),- (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; (ii) for the word "Court", wherever it occurs, substitute the word "Tribunal";

		(iv) for the words "the Official Liquidator or the liquidator", substitute the words "the liquidator or the LLP liquidator".
	sub-section (2)	In sub-section (2),- (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and (ii) for the word "Court", wherever it occurs, substitute the word "Tribunal".
	sub-section (3)	In sub-section (3), for the word "company", substitute the words "limited liability partnership".
62.	Section 543 (Power of Court of assess damages against delinquent directors, etc.)	
	sub-section (1)	In sub-section (1),- (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; (ii) for the word "Court", wherever it occurs, substitute the word "Tribunal"; (iii) for the words "director, manager", wherever they occur, substitute the words "designated partner"; (iv) for the word "contributory", substitute the word "partner"; (v) for the words "liquidator or officer", wherever they occur, substitute the words, "Liquidator, LLP liquidator or officer"; and (vi) for the words "the Official Liquidator, or the liquidator", occurring in clause (b), substitute the words "the liquidator, or the LLP liquidator".
	sub-section (2)	In sub-section (2), for the words "five years", substitute the words "one year".
63.	Section 544 (Liability under sections 542 and 543 to extend to partners or directors in firm or company)	In section 544,- (i) for the word "Court", substitute the word "Tribunal"; (ii) for the words "a firm or body corporate", substitute the words "a firm, limited liability partnership or body corporate"; and (iii) for the words "a director of that body corporate", substitute the words "a designated partner of that limited liability partnership or a director of that body corporate".
64.	Section 545 (Prosecution of delinquent officers and members of the company)	
	sub-section (1)	In sub-section (1),-

		<p>(i) for the word "company" wherever it occurs, substitute the words "limited liability partnership";</p> <p>(ii) for the word "Court", wherever it occurs, substitute the word "Tribunal"; and</p> <p>(iii) for the word "member", substitute the word "partner".</p>
	sub-section(2)	<p>In sub-section (2),-</p> <p>(i) for the word "company", wherever it occurs, substitute the words "limited liability partnership";</p> <p>(ii) for the word "member", substitute the word "partner"; and</p> <p>(iii) for the word "liquidator", wherever it occurs, substitute the words "LLP liquidator".</p>
	sub-section(3)	<p>In sub-section(3),-</p> <p>(i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and</p> <p>(ii) for the word "Court", wherever it occurs, substitute the word "Tribunal".</p>
	sub-section (4)	<p>In sub-section (4),-</p> <p>(i) for the word "Court", substitute the word "Tribunal"; and</p> <p>(ii) for the word "liquidator", wherever it occurs, substitute the words "LLP liquidator".</p>
	sub-section(5)	<p>In sub-section (5),-</p> <p>(i) for the word "company", substitute the words "limited liability partnership";</p> <p>(ii) for the word "Court", wherever it occurs, substitute the word "Tribunal";</p> <p>(iii) for the word "member", substitute the word "partner"; and</p> <p>(iv) for the word "liquidator", substitute the words "LLP liquidator".</p>
	sub-section(7)	<p>In sub-section (7),-</p> <p>(i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and</p> <p>(ii) for the word "liquidator", wherever it occurs, substitute the words "liquidator or LLP liquidator".</p>
	sub-section (8)	<p>In sub-section (8), for the word "Court", substitute the word "Tribunal".</p>

	sub-section (9)	<p>In sub-section (9),-</p> <p>(i) for the word "company", substitute the words "limited liability partnership";</p> <p>(ii) for the word "Court", substitute the word "Tribunal"; and</p> <p>(iii) for the word "liquidator", wherever it occurs, substitute the words "liquidator or LLP liquidator".</p>
65.	Section 546 (Liquidator to exercise certain powers subject to sanction)	
	sub-section (1)	<p>In sub-section (1),-</p> <p>(i) for the word "liquidator", substitute the words "liquidator or LLP liquidator, in the case of voluntary winding up";</p> <p>(ii) for the word "company", wherever it occurs, substitute the words "limited liability partnership";</p> <p>(iii) for the word "Court", wherever it occurs, substitute the word "Tribunal";</p> <p>(iv) for the words "special resolution", substitute the words "resolution passed by three-fourths of total number of partners";</p> <p>(v) in sub-clause (iii) of clause (b),-</p> <p>(a) for the words "call or liability to call", substitute the words "obligation to contribute or liability against such obligation"; and</p> <p>(b) for the words "any such call", substitute the words "any such obligation"; and</p> <p>(vi) for the word "contributory", wherever it occurs, substitute the word "partner".</p>
	sub-section(1A)	<p>In sub-section (1A),-</p> <p>(i) for the word "Court", wherever it occurs, substitute the word "Tribunal"; and</p> <p>(ii) for the words "the Supreme Court may make rules under section 643", substitute the words "the Central Government may make rules".</p>
	sub-section(2)	<p>In sub-section (2),-</p> <p>(i) for the word "Court", substitute the word "Tribunal"; and</p> <p>(ii) for the word "liquidator", substitute the words, "LLP liquidator".</p>

	sub-section (3)	In sub-section (3),- (i) for the word "Court", substitute the word "Tribunal"; and (ii) for the word "contributory", substitute the word "partner".
66.	Section 547 (Notification that a company is in liquidation)	
	sub-section (1)	In sub-section (1),- (i) for the word "company" wherever it occurs, substitute the words "limited liability partnership"; (ii) for the word "Court", substitute the word "Tribunal"; and (iii) for the word "liquidator", substitute the words, "liquidator or LLP liquidator".
	sub-section (2)	In sub-section (2),- (i) for the word "company" wherever it occurs, substitute the words "limited liability partnership"; and (ii) for the word "liquidator", substitute the words, "liquidator or LLP liquidator".
67.	Section 548 (Books and papers of company to be evidence)	In section 548,- (i) for the word "company" wherever it occurs, substitute the words "limited liability partnership"; (ii) for the word "contributories", substitute the word "partners"; and (iii) for the word "liquidators", substitute the words, "liquidators or LLP liquidators".
68.	Section 549 (Inspection of books and papers by creditors and contributories)	
	sub-section (1)	In sub-section (1),- (i) for the word "company" wherever it occurs, substitute the words "limited liability partnership"; (ii) for the word "Court", substitute the word "Tribunal"; (iii) for the words "Supreme Court", substitute the words "Central Government"; and (iv) for the word "contributory", substitute the word "partner".
69.	Section 550 (Disposal of books and papers of company)	

	sub-section (1)	<p>In sub-section (1),-</p> <p>(i) for the word "company", wherever it occurs, substitute the words "limited liability partnership";</p> <p>(ii) for the word "liquidator", substitute the words "liquidator or LLP liquidator";</p> <p>(iii) in clause (a), omit the words "or subject to the supervision of"; and</p> <p>(iv) for clauses (b) and (c), substitute the following as clause (b):-</p> <p>"(b) in the case of voluntary winding up, in such manner as the limited liability partnership approves by three-fourths of total number of partners with the prior approval of the secured creditors, if any."</p>
	sub-section (2)	<p>In sub-section (2),-</p> <p>(i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; and</p> <p>(ii) for the word "liquidator", substitute the words "liquidator or LLP liquidator".</p>
	sub-section (3)	<p>In sub-section (3),-</p> <p>(i) for the word "company", wherever it occurs, substitute the words "limited liability partnership";</p> <p>(ii) for the word "Court", substitute the word "Tribunal";</p> <p>(iii) for the word "contributory", substitute the word "partner"; and</p> <p>(iv) for the word "liquidator", substitute the words "liquidator or LLP liquidator".</p>
70.	Section 551 (Information as to pending liquidations)	
	sub-section (1)	<p>Substitute sub-section (1) with the following:-</p> <p>"(1) (i) The LLP liquidator in the case of voluntary winding up, and the liquidator, in the case of winding up by Tribunal, shall prepare, every year, a statement of accounts as on 31st March in such form and manner containing such particulars with respect to proceedings in, and position of, the liquidation, as may be prescribed within two months from 31st March, and file after being audited:</p> <p>(a) in case of winding up by the Tribunal, in the Tribunal; and</p> <p>(b) in case of voluntary winding up, with the Registrar</p>

		<p>Provided that where the LLP liquidator or liquidator has not, during the period of account, received or paid any sum of money on account of the assets of the limited liability partnership, he shall file an affidavit of no receipt or payment for the period.</p> <p>(ii) The accounts shall be audited by a person qualified to act as auditor of the limited liability partnership and for the purpose of the audit, the LLP liquidator or liquidator shall furnish the auditor such information as the auditor may require:</p> <p>Provided that no such audit is required where the transaction during the period is for Rs.50, 000/- or less.</p> <p>(iii) Where the audit of the accounts is not required under this section, the statements of accounts shall contain a declaration by the LLP liquidator or liquidator that the books and accounts are properly maintained and funds have been utilized only for the purpose of winding up of the affairs of the limited liability partnership.</p> <p>Explanation;- "Year" in relation to the statement means period from first day of April of the year to the 31st day of March following year.</p>
	sub-section (2)	<p>In sub-section (2),-</p> <p>(i) for the word "company", substitute the words "limited liability partnership"; and</p> <p>(ii) for the word "Court", substitute the word "Tribunal".</p>
	sub-section (2A)	Omit sub-section (2A).
	sub-section (3)	<p>In sub-section (3),-</p> <p>(i) for the word "company", substitute the words "limited liability partnership"; and</p> <p>(ii) for the word "contributory", substitute the word "partner".</p>
	sub-section (4)	<p>In sub-section (4),-</p> <p>(i) for the word "contributory", substitute the word "partner"; and</p> <p>(ii) for the word "liquidator", substitute the words "liquidator or LLP liquidator".</p>
	sub-section (5)	<p>In sub-section (5),-</p> <p>(i) for the word "liquidator", wherever it occurs, substitute the words "LLP liquidator or liquidator"; and</p> <p>(ii) for the word "company", substitute the words "limited liability partnership".</p>

71.	Section 552 (Official Liquidator to make payments into public account of India)	In section 552,- (i) omit the word "Official"; (ii) for the word "company", substitute the words "limited liability partnership; and (iii) omit the words "in the Reserve Bank of India".
72.	Section 553 (Voluntary liquidator to make payments into Scheduled Bank)	
	sub-sections (1) and (2)	Substitute sub-sections (1) and (2) with the following:- '(1) Every LLP liquidator shall pay, in such manner as may be prescribed, the monies received by him in his capacity as such in a Scheduled Bank to the credit of a special bank account opened by him in that behalf and called – "the Liquidation Account of _____ LLP": Provided that if the Tribunal is satisfied that for the purpose of carrying on the business of the limited liability partnership or of obtaining advances or for any other reason, it is to the advantage of the creditors or partners that the LLP liquidator should have an account with any other bank, the Tribunal may authorise the LLP liquidator to make his payments into or out of such other bank as the Tribunal may select; and thereupon those payments shall be made in the prescribed manner and at the prescribed times into or out of such other bank. (2) If any LLP Liquidator at any time retains for more than ten days a sum exceeding fifty thousand rupees or such other amount as the Tribunal may, on the application of the LLP Liquidator, authorize him to retain, then, unless he explains the retention to the satisfaction of the Tribunal, he shall— (a) pay interest on the amount so retained in excess, at the rate of twelve per cent per annum and also pay such penalty as may be determined by the Tribunal; (b) be liable to pay any expenses occasioned by reason of his default; and (c) also be liable to have all or such part of his remuneration, as the Tribunal may consider just, disallowed, or may also be removed from his office by the Tribunal.'
73.	Section 554 (Liquidator not to pay moneys into private banking account)	In section 554, for the words "Neither Official Liquidator nor any other liquidator of a company", substitute the words "Neither the liquidator nor LLP Liquidator of a limited liability partnership".
74.	Section 555 (Unpaid dividends and undistributed assets to be paid into the Companies Liquidation Account)	

	sub-section (1)	<p>Substitute sub-section (1) with the following:-</p> <p>'(1) If the Liquidator or LLP Liquidator has in its hands or under his control any money representing –</p> <p>(a) any money representing dividend payable to any creditor or creditors, he shall transfer, within five days of such money being due, in a separate special bank account known as the "Dividend Account of M/s _____ LLP (in liquidation)".</p> <p>(b) any money representing assets refundable to any partner or partners, he shall transfer, within five days of such money being due, in a separate special bank account known as the "Distributable Asset Account of M/s _____ LLP (in liquidation)".</p> <p>(2) If the amounts which have been transferred to the "Dividend Account of M/s _____ LLP (in liquidation)" or "Distributable Asset Account of M/s _____ LLP (in liquidation)" but have not been paid or claimed within six months from the date of transfer of such amount, the Liquidator or LLP Liquidator shall, within seven days from the date of expiry of the said period of six months, transfer the said amount into the Public Account of India in a separate account to be known as the "LLP Liquidation Account".</p>
	sub-section (2)	<p>In sub-section (2),-</p> <p>(i) for the word "company", substitute the words "limited liability partnership"; and</p> <p>(ii) for the word "Court", substitute the word "Tribunal".</p>
	sub-section (3)	<p>In sub-section (3), for the word "liquidator", substitute the words "LLP liquidator or liquidator".</p>
	sub-section (4)	<p>In sub-section (4),-</p> <p>(i) for the word "liquidator", wherever it occurs, substitute the words "LLP liquidator or liquidator"; and</p> <p>(ii) for the words "Reserve Bank of India", substitute the words "Scheduled Bank".</p>
	sub-section (5)	<p>In sub-section (5),-</p> <p>(i) for the word "company", substitute the words "limited liability partnership"; and</p> <p>(ii) for the word "Court", substitute the word "Tribunal".</p>
	sub-section (6)	<p>In sub-section (6),-</p> <p>(i) for the word "company", substitute the words "limited liability partnership";</p> <p>(ii) for the word "Court", substitute the word "Tribunal";</p>

		<p>(iii) for the word "liquidator", substitute the words "LLP liquidator or liquidator";</p> <p>(iv) for the words "Reserve Bank of India", substitute the words "Scheduled Bank"; and</p> <p>(v) for the words "Companies Liquidation Account", substitute the words "LLP Liquidation Account".</p>
	sub-section (7)	<p>In sub-section (7),-</p> <p>(i) in clause (a),-</p> <p>(A) for the words "Companies Liquidation Account", substitute the words "LLP Liquidation Account";</p> <p>(B) for the word "Court", wherever it occurs, substitute the word "Tribunal"; and</p> <p>(C) omit the words and bracket "(whether paid in pursuance of this section or under the provisions of any previous companies law); and</p> <p>(ii) omit clause (b).</p>
	sub-section (8)	<p>In sub-section (8),-</p> <p>(i) for the words "Companies Liquidation Account", substitute the words "LLP Liquidation Account"; and</p> <p>(ii) for the words "fifteen years", substitute the words "seven years".</p>
	sub-section (9)	<p>In sub-section (9),-</p> <p>(i) for the word "liquidator", substitute the words "LLP liquidator or liquidator";</p> <p>(ii) for the words "Companies Liquidation Account", substitute the words "LLP Liquidation Account"; and</p> <p>(iii) for the word "Court", wherever it occurs, substitute the word "Tribunal".</p>
75.	Section 556 (Enforcement of duty of liquidator to make returns, etc)	
	sub-section (1)	<p>In sub-section (1),-</p> <p>(i) for the word "company", substitute the words "limited liability partnership";</p> <p>(ii) for the word "Court", wherever it occurs, substitute the word "Tribunal";</p> <p>(iii) for the word "liquidator", wherever it occurs, substitute the words "liquidator or LLP liquidator"; and</p>

		(iv) for the word "contributory", substitute the word "partner".
	sub-section (2) and (3)	In sub-section (2) and (3), for the word "liquidator", wherever it occurs, substitute the words "liquidator or LLP liquidator".
76.	Section 558 (Court or person before whom affidavit may be sworn)	
	sub-section (1)	In sub-section (1), in clause (a), after the words, "before any Court", insert the words "or the Tribunal";
	sub-section (2)	In sub-section (2),- (i) after the words, "All Courts", insert the word "Tribunals"; and (ii) after the words "any such Court", insert the word "Tribunal".
77.	Section 559 (Power of Court to declare dissolution of company void)	
	sub-section (1)	In sub-section (1),- (i) for the word "company", wherever it occurs, substitute the words "limited liability partnership"; (ii) for the word "Court", wherever it occurs, substitute the word "Tribunal"; (iii) for the word and figure "section 394", substitute the word and figure "section 62"; and (iv) for the word "liquidator", substitute the words "liquidator or LLP liquidator".
	sub-section (2)	In sub-section (2), for the word "Court", substitute the word "Tribunal"
78.	560 (Power of Registrar to strike defunct company off register)	
	sub-sections (1) to (5)	Omit sub-sections (1) to (5).

	sub-section (6)	<p>In sub-section (6),-</p> <p>(i) after the words "struck off the register", insert the words "under section 75";</p> <p>(ii) for the word "company", wherever it occurs, substitute the words "limited liability partnership";</p> <p>(iii) for the word "Court", wherever it occurs, substitute the word "Tribunal";</p> <p>(iv) for the word "member", wherever it occurs, substitute the word "partner";</p> <p>(v) for the words "twenty years", substitute the words "five years"; and</p> <p>(vi) for the words "notice aforesaid", substitute the words "notice striking off the name of the limited liability partnership from the register".</p>
	sub-section (7)	In sub-section (7), for the word "company", substitute the words "limited liability partnership".
	sub-sections (8) and (9)	Omit sub-sections (8) and (9).
	<u>Part X: Winding up of Unregistered companies</u>	
79.	Section 584 (Power to wind up foreign companies, although dissolved)	<p>Substitute section 584 with the following:-</p> <p>"584. Where a limited liability partnership registered or incorporated outside India, which has been carrying on business in India, -</p> <p>(a) ceases to carry on business in India;</p> <p>(b) is dissolved or is carrying on business only for the purpose of winding up its affairs;</p> <p>(c) is unable to pay its debts; or</p> <p>(d) the Tribunal is of the opinion that it is just and equitable that the foreign limited liability partnership should be wound up,</p> <p>it may be wound up as a limited liability partnership registered under this Act, notwithstanding that the limited liability partnership registered or incorporated outside India has been dissolved or otherwise ceased to exist as such under or by virtue of the laws of the country under which it was registered or incorporated."</p>

[File No. 2/2/2009-CL-V]

(Renuka Kumar)
Jt Secretary

[PUBLISHED IN THE GAZETTE OF INDIA, EXTRAORDINARY PART – II,
SECTION 3, SUB-SECTION (i)]

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Notification

New Delhi, 11th day of January , 2010.

G.S.R. 24 (E). – In exercise of the powers conferred by sub-section (1) and (2) of section 79 of the Limited Liability Partnership Act, 2008 (6 of 2009), the Central Government hereby makes the following rules further to amend the Limited Liability Partnership Rules, 2009, namely: –

1. (1) These rules may be called the Limited Liability Partnership (Amendment) Rules, 2010.

(2) They shall come into force on the 15th day of January , 2010.

2. In the Limited Liability Partnership Rules, 2009,-

(i) for rule 10, the following shall be substituted, namely:-

“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 submit an application electronically to the Central Government for allotment of Designated Partner Identification Number (DPIN) in the manner as provided in Form 7 along with fee as mentioned in Annexure ‘A’.

(2) (i) For making an application under sub-rule (1), the applicant shall attach the following:-

(a) attested or certified copy of the proof of identity containing self-photograph

(b) attested or certified copy of the proof of residence;

(c) attested recent self photograph pasted on a plain paper and mentioning on that paper his or her name and affixing his or her two signatures thereon;

(ii) In case the applicant is a foreign national, a copy of the valid passport shall be proof of identity.

(iii) In case the applicant is nominee of a body corporate, a copy of resolution or authorization on the letterhead of the body corporate mentioning the name and address of an individual nominated to act as Designated Partner on its behalf shall also be attached:

Provided that 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 either in Hindi or English shall be attached.

(3) The documents referred in sub-rule (2) shall be attested or certified by any one of the following authorities:

(a) Gazetted Officer of the Central or State Government,

(b) Notary Public,

(c) Company Secretary, Chartered Accountant, Cost & Works Accountant holding a certificate of Practice under the Company Secretaries Act, 1980, Chartered Accountants Act, 1949, and the Cost & Works Accountants Act, 1959 respectively:

Provided that in the case of foreign nationals residing outside India or foreign body corporate(s) registered outside India, the documents referred to in sub-rule (2) shall be duly certified and the provisions of sub-rule (2) of

(4) The Central Government shall process the application received for allotment of DPIN under sub-rule (1) and shall decide on the approval or rejection thereof and communicate the same along with the DPIN allotted in the case of approval to the applicant by way of a letter by post or electronically or in any other mode, within a period of thirty days from the receipt of such application.

(5) The Designated Partner Identification Number allotted under sub-rule (4) is valid for the lifetime of the applicant.

(6) Every Designated Partner shall, along with his consent to be a designated partner, intimate his or her DPIN to the Limited Liability Partnership in Form 9.

(7) (i) Every Designated Partner, who has been allotted a DPIN under these rules, in the event of any change in the particulars of such Designated Partner, shall intimate such change(s) to the Central Government within a period of 30 days of such change(s) in Form No. 10.

(ii) The Designated Partners shall attach certified copies of the proof of the changed particulars from any of the authorities specified in sub-rule (3).

(iii) There shall be no fee for intimating the change(s) of particulars in Form 10.

(8) The concerned designated partner, shall also intimate change(s) in particulars in Form 6 to the Limited Liability Partnership or Limited Liability Partnership(s) in which he is a designated partner within 15 days of such change(s).”;

●
(ii) for rule 12, the following shall be substituted, namely:-

“12. Where the intending partner is a body corporate, copy of Resolution on the letterhead of such body corporate to become a partner in the proposed LLP and a copy of resolution or authorization of such body corporate also on letterhead mentioning the name and address of an individual nominated to act as nominee or nominee & Designated Partner on its behalf shall be attached:

Provided that in the case of foreign nationals residing outside India or foreign body corporate(s) registered outside India, seeking to register a LLP in India, the name, address and signature of an individual or nominee or nominee & Designated Partner of a body corporate on the incorporation document, proof of identity, where required and documents referred in this rule, shall be duly certified and the provisions of sub-rule (2) of rule 34 of these rules, shall apply mutatis mutandis for this purpose.”;

(iii) in rule 21, for sub-rule (2), the following shall be substituted, namely:-

“For the purposes of sub-section (3) of section 23, every limited liability partnership shall get the limited liability partnership agreement, referred to in that sub-section, rectified by all the partners immediately after incorporation and shall file information contained therein in Form 3 with the Registrar within thirty days of the incorporation of the limited liability partnership alongwith the fee as provided in Annexure A.”;

(iv) in the Annexure, for Form 1, Form 2, Form 3, Form 4, Form 5, Form 6, and Form 7, the annexed Form 1, Form 2, Form 3, Form 4, Form 5, Form 6, and Form 7 shall be substituted ;

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
☐ 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 ☐ Nominee of a body corporate

(b) * Identification Number (Drop Down)

- (ii) (a) *Name

(b) *Occupation

(c) *Address

*Line 1

Line 2

*City

District

*State

*Pin Code

*Country

*ISO Country Code

Phone (with STD code)

Fax (with STD code)

Mobile

*Email Id

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

Details of 1st Designated Partner

- (i) *Whether designated partner is an ☐ Individual as Partner ☐ Nominee of a body corporate

- (ii) *Name

- (iii) * Identification Number (Drop Down)

- (iv) *Whether resident of India?

☐ Yes ☐ No

In case of nominee of a body corporate:

- (i) *Type of body corporate

- (ii) * Identification Number (Drop Down)

- (iii) *Name of body corporate

- (iv) Date of resolution authorizing the nominee

(DD/MM/YYYY)

Details of 2nd Designated Partner

(i) *Whether designated partner is an ☐ Individual as Partner ☐ Nominee of a body corporate

(ii) *Name

(iii)* Identification Number (Drop Down)

(iv) *Whether resident of India? ☐ Yes ☐ No

In case of nominee of a body corporate:

(i) *Type of body corporate

(ii)* Identification Number (Drop Down)

(iii) *Name of body corporate

(iv) Date of resolution authorizing the nominee (DD/MM/YYYY)

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

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

6. *Whether the application is for conversion of firm or private company or unlisted public company into LLP ☐ Yes ☐ No

If Yes, state purpose ☐ Conversion of firm ☐ Conversion of private company / Unlisted public company

(I) In case of conversion of firm, enter the following details

(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

(d) Registration number

(II) In case of conversion of private company or unlisted public company, enter the following details

(i) CIN

(ii) Name

7 *Proposed business activities of the Limited Liability Partnership (please note that if the business includes banking, insurance, venture capital, mutual fund, stock exchange, chit fund, micro-finance, collective investment schemes and NBFCs, a copy of the in-principle approval of the regulatory authority should be attached with Form 2)

(The under-mentioned business activities will be prefilled in Form 2)

8 *Proposed monetary value of partner's contribution (in Rs) in figure

Jan 15, 2010

Part B: In case of change of name

9. *LLPIN

Pre-fill

10. (a) *Name of the LLP

(b) *Address of registered office of the LLP

*Line 1

Line 2

*City

District

*State

*Pin Code

*Country

*ISO Country Code

Phone
(with STD code)

Fax

(with STD code)

*Email Id

11. *Whether change in name is due to change in business of the LLP ☐ Yes ☐ No

if yes, mention new
/changed business of LLP

if no, give other reasons
for change of name

12. *Whether change in name is ☐ based on the procedure laid down in the LLP agreement
☐ with consent of all partners

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)

Jan 15, 2010

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. ☐ Yes ☐ No

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

Attachments

List of attachments

- 1) In case of change of name of an existing limited liability partnership, certified copy of extracts of relevant LLP agreement/certified copy of decision/consent of all partners
- 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

Attach

Attach

Attach

Attach

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 a proposed subscriber to the Incorporation Document

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

☐ I have been authorized by
(firm/ body corporate) 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:

Modify

Check Form

Pre-scrutiny

Submit

For Office use only

eForm Service Request Number (SRN):

eForm Filing Date:

☐ This e-form is hereby approved

☐ This e-form is hereby rejected

Digital Signature of the

Submit to RO

Form 2**Incorporation Document and Subscriber's Statement**

[See rule 11]

Note - All fields marked in * are to be mandatorily filled**Part A****Incorporation Document**

1. *Service Request Number (SRN) of Form 1	<input type="text"/>	Pre-fill
2. *Name of the LLP	<input type="text"/>	
3. *State in which the registered office of the LLP is to be situated	<input type="text"/>	
4. *Name of the office of Registrar in which the proposed LLP is to be registered	<input type="text"/>	
5. *Address of registered office of the LLP		
*Line 1	<input type="text"/>	
Line 2	<input type="text"/>	
*City	<input type="text"/>	District <input type="text"/>
*State	<input type="text"/>	*Pin Code <input type="text"/>
*Country	<input type="text"/>	*ISO Country Code <input type="text"/>
*Phone (with STD code)	<input type="text"/>	Fax (with STD code) <input type="text"/>
*Email Id	<input type="text"/>	
6. *Business activities to be carried out by the LLP on incorporation	<input type="text"/>	
7. *Based on business activities, enter main division of industrial activity of the LLP as per NIC-2004	<input type="text"/>	
8. *Number of individual(s) as partner	<input type="text"/>	
Note: In case individual(s) as partner are more than ten, 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)		
(i) *Category of partner	<input type="text"/>	
DPIN in case of Designated partner	<input type="text"/>	Pre-fill
(ii) *Whether resident in India	<input type="radio"/> Yes <input type="radio"/> No	
(iii) *Name	<input type="text"/>	
(iv) * <input type="radio"/> Father's <input type="radio"/> Husband's Name	<input type="text"/>	
(v) *Nationality	<input type="text"/>	
(vi) *Date of Birth	<input type="text"/> (DD/MM/YYYY)	
(vii) *Occupation	<input type="text"/>	

(x) *Permanent Residential Address

*Line 1	<input type="text"/>		
Line 2	<input type="text"/>		
*City	<input type="text"/>	District	<input type="text"/>
*State	<input type="text"/>	*Pin Code	<input type="text"/>
*Country	<input type="text"/>	*ISO Country Code	<input type="text"/>
Phone (with STD code)	<input type="text"/>	Fax (with STD code)	<input type="text"/>
Mobile	<input type="text"/>	*Email Id	<input type="text"/>

(xi) *Whether present residential address is same as the permanent residential address: ☐ Yes ☐ No

(xii) If no, present residential address

*Line 1	<input type="text"/>		
Line 2	<input type="text"/>		
*City	<input type="text"/>	District	<input type="text"/>
*State	<input type="text"/>	*Pin Code	<input type="text"/>
*Country	<input type="text"/>	*ISO Country Code	<input type="text"/>
Phone (with STD code)	<input type="text"/>	Fax (with STD code)	<input type="text"/>
Mobile	<input type="text"/>	*Email Id	<input type="text"/>

(xiii) *Form of contribution

(xiv) *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).

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

SNo	LLPIN	Name of LLP

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

SNo	CIN	Name of Company

9. *Number of bodies corporate as partner(s)

Note: In case bodies corporate as partner(s) 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)

(i) *Type of body corporate	<input type="text"/>
(ii) * Identification Number (Drop Down)	<input type="text"/>
(iii) *Name of body corporate	<input type="text"/>
(iv) *Country where registered	<input type="text"/>
(v) *Full address of registered office	
*Line 1	<input type="text"/>
Line 2	<input type="text"/>
*City	<input type="text"/>
*State	<input type="text"/>
*Country	<input type="text"/>
Phone (with STD code)	<input type="text"/>
*Email Id	<input type="text"/>
District	<input type="text"/>
*Pin Code	<input type="text"/>
*ISO Country Code	<input type="text"/>
Fax (with STD code)	<input type="text"/>
(vi) *Form of contribution	<input type="text"/>
(vii) *Monetary value of contribution (in Rs.) in figure	<input type="text"/>
in words	<input type="text"/>
(viii) *Name and particulars of the person signing on behalf of the body corporate as nominee	
(a) *Name	<input type="text"/>
(b) *Designation & Authority	<input type="text"/>
(c) * <input type="radio"/> Father's <input type="radio"/> Husband's Name	<input type="text"/>
(d) *Nationality	<input type="text"/>
(e) *Date of Birth	<input type="text"/> (DD/MM/YYYY)
(f) *Occupation	<input type="text"/>
(g) Income-tax permanent account number (PAN)	<input type="text"/>
(h) Passport Number	<input type="text"/>
(i) Category of partner	<input type="text"/>
DPIN in case of Designated partner	<input type="text"/>
(j) *Whether resident in India	<input type="radio"/> Yes <input type="radio"/> No
(k) *Permanent Residential Address	
*Line 1	<input type="text"/>
Line 2	<input type="text"/>
*City	<input type="text"/>
*State	<input type="text"/>
*Country	<input type="text"/>
District	<input type="text"/>
*Pin Code	<input type="text"/>
*ISO Country Code	<input type="text"/>

(l) *Whether present residential address is same as the permanent residential address:

☐ Yes ☐ No

(m) If no, present residential address

*Line 1

Line 2

*City District

*State *Pin Code

*Country *ISO Country Code

Phone (with STD code) Fax (with STD code)

Mobile *Email Id

10. *Summary of Partners/Designated partners as on date of filing Form

SNo	Category	Number of Partners	Number of Designated Partners		Total
			Resident in India	Others	
(i)	Individuals				
(ii)	LLPs				
(iii)	Companies				
(iv)	LLPs incorporated outside India				
(v)	Companies incorporated outside India				
	Total				

11. *Total monetary value of contribution by partners in the LLP (in Rs.)

(in figures)

(in words)

12. *We, the several partners whose names are subscribed below, are desirous of being formed into a LLP for carrying on a lawful business with a view to profit and have entered or agreed to enter into a LLP agreement in writing. We respectively agree to contribute money or other property or other benefit or to perform services for the LLP in accordance with the LLP agreement, the particulars of which are stated at serial number 8 or 9 against our respective names.

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

Name of each partner	Designation (Designated Partner / Partner)	Signature of Designated Partner / Partner/ Nominee of body corporate	Name, address and profession (along with professional membership number) of witness	Signature of witness

Jan 15, 2010

Attachments

1. Where the appointed partner is a body corporate, copy of Resolution on the letterhead of such body corporate to become a partner in the proposed LLP and a copy of resolution/authorization of such body corporate also on letterhead mentioning the name and address of an individual nominated to act as nominee/designated partner on its behalf.
2. Proof of address of Registered Office of Limited Liability Partnership.
3. Subscriber Sheet in the format given in column 12.
4. Attachments in respect of details of individuals as partner(s) / bodies corporate as partner(s) where the number exceeds ten/five respectively.
5. In principle approval of regulatory authority, if required.
6. Optional attachment.

Attach

Attach

Attach

Attach

Attach

Attach

List of attachments

Remove 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 partner(s) / partner(s) have given their prior consent to act as designated partner(s) / partner(s);
- (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:

Jan 15, 2010

***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 in whole time practice
☐ a Chartered Accountant in whole time practice
☐ a Cost Accountant in whole time practice

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

Date:

Place:

Modify

Check Form

Pre-scrutiny

Submit

For office use only

eForm Service Request Number (SRN):

eForm Filing Date:

This e-form is hereby registered

**Digital Signature of the
authorizing officer**

Submit to BO

Date of signing:

Form 3 Information with regard to Limited Liability Partnership Agreement and changes, if any, made therein

[See rule 21(1)&(2)]

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

1. *LLPIN Pre-fill
2. *Name of the LLP
3. *Address of registered office of the LLP

*Line 1
Line 2
*City District
*State *Pin Code
*Country *ISO Country Code
*Phone (with STD code) Fax (with STD code)
*Email Id

Part A - For filing information with regard to LLP Agreement

4. (i) *Place at which the initial Agreement is made
(ii) *Date of Agreement (DD/MM/YYYY)
(iii) *Date of Ratification, in case initial Agreement was made prior to incorporation (DD/MM/YYYY)

5. *Business activities to be carried on by the LLP, on incorporation

6. *Obligation to contribute

- (i) Total Number of partners as on the date of filing the Form

(ii) Details of each partner to contribute money or property or other benefit or to perform services and their profit sharing ratio

SNo	Name of partner	Designation (Partner / Designated Partner)	Nature and specification of contribution	Monetary value of contribution	% of profit sharing

(ii) *Total monetary value of partner's contribution in the LLP (in Rs.)

(in figures)

(in words)

For fields 7 to 16, if the information to be provided is more than the space provided, then attach the information in a separate sheet

7.*Mutual Rights and Duties of Partners

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

9. *Management and Administration of LLP

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

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

10.*Details of indemnity clause, if any

11.*Details of 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

12.*Clause relating to resolution of disputes
(a) between the partners

(b) between the partner and the LLP

13.Information relating to duration of LLP, if any

14.*Information relating to voluntary winding up

15.*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)

16. Any other information or clause relating to LLP Agreement not covered above (optional)

Part B - For Filing information with regard to changes (addition, omission or alteration) in the LLP Agreement

17.*Date of modification of the agreement (DD/MM/YYYY)

18.*Whether change in agreement is on account of

- ☐ Change in business activities
☐ Change in partner's contribution and % of profit sharing
☐ Change in details pertaining to each field at serial number 7 to 16

19(a).*Description of existing business activities

(b).*Description of business activities, after change

(c)* Based on new/changed business activities, enter main division of industrial activity of the LLP as per NIC-2004

20(a)Details of changes of each partner's obligation to contribute money or property or other benefit or to perform services and their profit sharing ratio

SNo	Name of partner	Designation (Partner / Designated Partner)	Nature and specification of contribution	Monetary value of contribution (in Rs)	% of profit sharing

(b) Details of each partner's obligation to contribute money or property or other benefit or to perform services and their profit sharing ratio, after above change

SNo	Name of partner	Designation (Partner / Designated Partner)	Nature and specification of contribution	Monetary value of contribution (in Rs)	% of profit sharing

(c). *Total monetary value of contribution, after changes (in Rs) (in figures)

(a) Existing

(b) Addition

(c) Reduction

(d) Total (a+b-c)

(e) Total (in words)

21. Change in details pertaining to each field at serial number 7 to 16 seperately

--

Attachments

1. Initial LLP Agreement
2. Supplementary LLP Agreement containing changes
3. Optional Attachment

Attach

Attach

Attach

List of attachments

--

Remove Attachment

Statement

I ☐ Son ☐ Daughter ☐ Wife of
 do state as under:

- (i) I am a person named in the Incorporation Document as a designated Partner/I am a designated Partner of the LLP;
- (ii) that the particulars given above are in accordance with the initial LLP agreement/subsequent agreement relating to change in the LLP agreement;
- (iii) the original copy of LLP 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.

*To be digitally signed by a Designated Partner

--

*DPIN

--

Date:

Place:

Jan 15, 2010

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.

I further certify that all required attachment(s) have been completely attached to this form.

- ☐ a Company Secretary in whole time practice
☐ a Chartered Accountant in whole time practice
☐ a Cost Accountant in whole time practice

Whether associate or fellow ☐ Associate ☐ Fellow

Membership Number or Certificate of Practice Number []

***To be digitally signed by a Company Secretary /
Chartered Accountant / Cost Accountant in
practice.**

Date: []

Place: []

Modify

Check Form

Pre-scrutiny

Submit

For office use only

eForm Service Request Number (SRN): []

eForm Filing Date: []

This e-form is hereby registered

**Digital Signature of the
authorizing officer**

Submit to BO

Date of signing: []

Form 4

[See rule 8, 10(8),
22(2) and 22(3),
25(3)(c)]

Notice of appointment, cessation, change in name / address / designation of a partner / designated partner, intimation of DPIN and consent to become a partner/designated partner

Note - All fields marked in * are to be mandatorily filled

Part A - Notice of appointment, cessation, change in name / address / designation of a partner / designated partner, intimation of DPIN

1. *LLPIN Pre-fill

2. *Name of the LLP

3. *Address of registered office of the LLP

*Line 1

Line 2

*City District

*State *Pin Code

*Country *ISO Country Code

*Phone (with STD code) Fax (with STD code)

*Email Id

4. *Number of individual designated partner(s)/partner(s) for which this form is being filed

In case the number is more than ten, attach details in respect of the remaining in a separate sheet as an attachment (First, enter details in respect of designated partners)

(i) The form is being filed for
☐ Appointment ☐ Cessation ☐ Change in name of the partner/designated partner
☐ Change in designation ☐ Change in address

(ii) Date of Event: (DD/MM/YYYY)

(iii) *Name

(iv) *Category of partner

(v) DPIN in case of Designated partner

(vi) *Whether resident in India ☐ Yes ☐ No

(vii) *Nationality

(viii) * ☐ Father's ☐ Husband's Name

(ix) Changed name

(x) Changed designation (Category)

(xi) DPIN in case changed to Designated partner

5.*Details in respect of bodies corporate as partners and their nominees

In case the number is more than five, attach details in respect of the remaining in a separate sheet as an attachment (First, enter details in respect of designated partners)

- (i)*The form is being filed for
☐ Appointment ☐ Cessation ☐ Change in name of body corporate
☐ Change in designation ☐ Change in address ☐ Change in nominee

(ii)*Date of Event: (DD/MM/YYYY)

(iii)*Type of body corporate

(iv)*Identification Number (Drop Down)

(v)*Name of body corporate

(vi) Changed Name of body corporate

(vii)*Country where registered

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

(viii)*Name

(ix)*Category

(x) DPIN in case of Designated partner

(xi)*Whether resident in India ☐ Yes ☐ No

(xii)*Nationality

(xiii)* ☐ Father's ☐ Husband's Name

(xiv)Changed name

(xv)Changed designation (Category)

(xvi) DPIN in case changed to Designated partner

(xvii) SRN of Form 10

(Please give address and other details of the designated partner(s)/partner(s) in case of appointment, change in address and change in nominee in the addendum to this Form)

6.*Summary of designated partner(s)/partner(s) as on the date of filing the form

SNo	Category	Number of Partners	Number of Designated Partners		Total
			Resident in India	Others	
(i)	Individuals				
(ii)	LLPs				
(iii)	Companies				
(iv)	LLPs incorporated outside India				

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:

(a) in the case where the partner is an individual

I _____ hereby give my consent to become a

☐ partner ☐ designated partner of the

(name of the LLP) pursuant to section 7(4) / 25(3)(c) of the Limited Liability Partnership Act, 2008.

I also hereby undertake to contribute money or other property or other benefit or to perform services for LLP as per my obligations described in the LLP agreement.

(b) in the case where the partner is a body corporate

I _____ hereby give my consent to act as a ☐ nominee

☐ nominee & designated partner on behalf of the _____

(name of the body corporate) which has passed a resolution dated _____

to become a partner in the (name of the LLP) pursuant


to section 7(4)/25(3)(c) of the Limited Liability Partnership Act, 2008.

The above mentioned body coproate also hereby undertake to contribute money or other property or other benefit or to perform services for LLP as per the obligations described in the LLP agreement.

Attachments

- | | |
|--|--------|
| 1.Consent to act as partner/designated partner | Attach |
| 2.Evidence of cessation. | |
| 3.Affidavit or any other proof of change of name | Attach |
| 4.Where the appointed partner is a body corporate, copy of Resolution on the letterhead of such body corporate to become a partner in the proposed LLP and a copy of resolution/authorization of such body corporate also on letterhead mentioning the name and address of an individual nominated to act as nominee/designated partner on its behalf. | Attach |
| 5.Attachments in respect of details of individuals/bodies corporate where the number exceeds ten/five. | Attach |
| 6.Optional Attachment | Attach |

List of attachments



Remove 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 a Designated Partner**

*DPIN

(The person signing the form should be different from the person in whose record the form is being signed.)

Jan 15, 2010

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.

I further certify that all required attachment(s) have been completely attached to this form.

- ☐ Company Secretary in whole time practice
☐ Chartered Accountant in whole time practice
☐ Cost Accountant in whole time practice

Whether associate or fellow ☐ Associate ☐ Fellow

Membership Number or Certificate of Practice Number

***To be digitally signed by a Company Secretary / Chartered Accountant / Cost Accountant in practice.**

Date:

Place:

For office use only

eForm Service Request Number (SRN):

eForm Filing Date:

This e-form is hereby registered

**Digital Signature of the
authorizing officer**

Date of signing:

Addendum to Form 4

Particulars of addresses and other details of partners/designated partners

1. *Number of individual designated partners/partners for which this form is being filed

In case the number is more than ten, attach details in respect of the remaining in a separate sheet as an attachment (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.)

(i) The addendum is being filed in the case of ☐ Appointment ☐ Change in address

(ii) Date of Event: (DD/MM/YYYY)

(iii) *Name

(iv) *Category

(v) DPIN in case of Designated partner

(vi) *Whether resident in India ☐ Yes ☐ No

(vii) *Nationality

(viii) * ☐ Father's ☐ Husband's Name

(ix) *Date of Birth (DD/MM/YYYY)

(x) *Occupation

(xi) *Income-tax permanent account number (PAN)

(xii) Passport Number

(xiii) *Permanent Residential Address

*Line 1

Line 2

*City District

*State *Pin Code

*Country *ISO Country Code

Phone (with STD code) Fax (with STD code)

Mobile *Email Id

(xiv) *Whether present residential address is same as the permanent residential address: ☐ Yes ☐ No

(xv) If no, present residential address

*Line 1

Line 2

*City District

*State *Pin Code

*Country *ISO Country Code

Phone (with STD code) Fax (with STD code)

Mobile *Email Id

2.*Details in respect of bodies corporate as partners and their nominees

In case the number is more than five, attach details in respect of the remaining in a separate sheet as an attachment (First, enter details in respect of designated partners)

(i)*The addendum is being file in case of

☐ Appointment ☐ Change in address ☐ Change in nominee

(ii)*Date of Event:

(DD/MM/YYYY)

(iii)*Type of body corporate

(iv) * Identification Number (Drop Down)

(v)*Name of body corporate

(vi)*Country where registered

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

(vii)*Name

(viii)*Category

(ix) DPIN in case of Designated Partner

(x) *Whether resident in India

☐ Yes ☐ No

(xi)*Nationality

(xii)* ☐ Father's ☐ Husband's Name

(xiii) *Date of Birth

(DD/MM/YYYY)

(xiv) *Occupation

(xv) Income-tax permanent account number (PAN)

(xvi) Passport Number

(xvii) *Permanent Residential Address

*Line 1

Line 2

*City

District

*State

*Pin Code

*Country

*ISO Country Code

Phone (with STD code)

Fax (with STD code)

Mobile

*Email Id

(xviii) *Whether present residential address is same as the permanent residential address: ☐ Yes ☐ No

(xix) If no, present residential address

*Line 1

Line 2

*City

District

*State

*Pin Code

*Country

*ISO Country Code

Attachments

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

List of attachments

Attach	
Attach	
Attach	

Remove 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 a 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 and correct.

I further certify that all required attachment(s) have been completely attached to this form.

- ☐ Company Secretary in whole time practice
☐ Chartered Accountant in whole time practice
☐ Cost Accountant in whole time practice

Whether associate or fellow ☐ Associate ☐ Fellow

Membership Number or Certificate of Practice Number

***To be digitally signed by a Company Secretary / Chartered Accountant / Cost Accountant in practice.**

Date:

Place:

Modify

Check Form

Pre-scrutiny

Submit

For office use only

eForm Service Request Number (SRN):

eForm Filing Date:

This e-form is hereby registered

Digital Signature of the authorizing officer

Submit to BO

Date of signing:

Form 5

[See rule 20(2)]

Notice for change of name

Note - All fields marked in * are to be mandatorily filled

1. *LLPIN Pre-fill

2. (a) *Name of the LLP

(b) *Address of registered office of the LLP

*Line 1

*Line 2

*City District

*State *Pin Code

*Country *ISO Country Code

Phone (with STD code) Fax (with STD code)

*Email Id

3. *Whether change in name is due to change in business of the LLP ☐ Yes ☐ No

if yes, mention new/changed business of LLP

if no, give other reasons for change of name

4. *Whether change in name is ☐ based on the procedure laid down in the LLP agreement ☐ with consent of all partners

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

6. *Approved name

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

Attachments

1. Copy of the minutes of decision/resolution/consent of partners,
2. The extracts of the relevant provision of the Limited Liability Partnership Agreement, if any,
3. If change is due to a direction received from the Central Government/ Registrar, then a copy of such direction,
4. Optional attachment.

Attach
Attach
Attach
Attach

List of attachments

Remove Attachment

Jan 15, 2010

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 a 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 and correct.

- ☐ a Company Secretary in whole time practice
☐ a Chartered Accountant in whole time practice
☐ a Cost Accountant in whole time practice

Whether associate or fellow ☐ Associate ☐ Fellow

Membership Number or Certificate of Practice Number

***To be digitally signed by a Company Secretary / Chartered Accountant / Cost Accountant in practice.**

Date:

Place:

Modify

Check Form

Pre-scrutiny

Submit

For office use only

eForm Service Request Number (SRN):

eForm Filing Date:

This e-form is hereby registered

Digital Signature of the authorizing officer

Submit to BO

Date of signing:

Form 6

[See rule 22(1)]

Intimation of particulars of name and address of a partner / change in such particulars by a partner to the LLP

Note - All fields marked in * are to be mandatorily filled

- 1.*This form is being filed for intimating to the LLP ☐ Particulars ☐ Change in particulars
2.Type of partner: ☐ Individual ☐ Body Corporate

Part A

3. In case of partner is an individual

(i)Applicant's name

(ii) ☐ Father's ☐ Husband's Name

(iii)*Whether citizen of India ☐ Yes ☐ No

(iv)*Nationality

(v)*Whether resident in India ☐ Yes ☐ No

(vi)*Date of Birth (DD/MM/YYYY)

(vii)*Gender ☐ Male ☐ Female

(viii)*Income-tax permanent account number (PAN)

(ix)Voter's identity card number

(x)Passport Number

(xi)Others (Please specify)

(xii)*Permanent Residential Address

*Line 1

Line 2

*City District

*State *Pin Code

*Country

Phone (with STD code) Fax (with STD code)

Mobile *Email Id

- (xiii)*Whether present residential address is same as the permanent residential address: ☐ Yes ☐ No

If no, present residential address

*Line 1

Line 2

*City District

*State *Pin Code

*Country

Jan 15, 2010

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).

(xiv)(a)*Number of LLPs in which he is a partner

(a) Name:

(b) LLPIN:

(c) Address of the LLP

(b)*Number of companies in which he is a director

(a) Name:

(b) CIN:

(c) Address of the company

Part B

4. In case partner is a body corporate

(i) *Type of body corporate

(ii) * Identification Number (Drop Down)

(iii) *Country where registered

(iv) *Full address of registered office

*Line 1

Line 2

*City

District

*State

*Pin Code

*Country

*ISO Country Code

Phone

(with STD code)

Fax

(with STD code)

Mobile

If the body corporate is already a partner of limited liability partnership (LLP), specify the following. (In case partner in more than five LLP(s), attach separate sheet as an attachment).

(v)(a)*Number of LLPs in which the body corporate is a partner

(a) Name:

(b) LLPIN:

(c) Address of the LLP

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

- (a) *Name
- (b) *Designation & Authority
- (c) * ☐ Father's ☐ Husband's Name
- (d) *Nationality
- (e) *Date of Birth (DD/MM/YYYY)
- (f) *Occupation
- (g) *Income-tax permanent account number (PAN)
- (h) Passport Number
- (i) *Whether resident in India ☐ Yes ☐ No

(j) *Permanent Residential Address

*Line 1

Line 2

*City District

*State *Pin Code

*Country *ISO Country Code

Phone (with STD code) Fax (with STD code)

Mobile *Email Id

(k) *Whether present residential address is same as the permanent residential address: ☐ Yes ☐ No

(l) If no, present residential address

*Line 1

Line 2

*City District

*State *Pin Code

*Country *ISO Country Code

Phone (with STD code) Fax (with STD code)

Mobile *Email Id

Jan 15, 2010

Part C

5. Intimation of change in particulars relating to name and/or address of the partner

(i) SRN of Form 10

(ii) Particulars in respect of change of name

Changed Name

(iii) Particulars in respect of change of address

(a) *Permanent Residential Address

*Line 1

Line 2

*City District

*State *Pin Code

*Country *ISO Country Code

Phone (with STD code) Fax (with STD code)

Mobile *Email Id

(b) *Whether present residential address is same as the permanent residential address: ☐ Yes ☐ No

(1) If no, present residential address

*Line 1

Line 2

*City District

*State *Pin Code

*Country *ISO Country Code

Phone (with STD code) Fax (with STD code)

Mobile *Email Id

The following documents in support of the above are enclosed

I **Statement**
son/daughter of

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

Signature of the applicant

Form 7

[See rule 10]

**Application for allotment of Designated
Partner Identification Number**

Note - All fields marked in * are to be mandatorily filled

1. DIN (if allotted)
2*. Applicant's name (enter full name and do not use abbreviations)

Affix a latest passport
size photograph.

- 3 *Whether nominee of a body corporate ☐ Yes ☐ No

If Yes, the details of the body corporate

(i) Type of body corporate

(ii) Identification Number (Drop Down)

(iii) *Name of body corporate

(iv) Address of the registered office of the body corporate

*Line 1

*Line 2

*City

District

*State

*Pin Code

*Country

*ISO Country Code

Phone
(with STD code)

Fax

*Email Id

4. *Whether resident in India ☐ Yes ☐ No

5. *Nationality

6. *Occupation

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

8. *Gender

9. *Place of birth

10* ☐ Father's ☐ Husband's Name

11.* Provide valid number of atleast one of the following (refer column 14 & general guidelines):

(i) Income-tax permanent account number (PAN)

(ii) Voter's identity card number

(iii) Passport Number

(iv) Driving licence number

12. *Permanent Residential Address

*Line 1	<input type="text"/>		
Line 2	<input type="text"/>		
*City	<input type="text"/>	District	<input type="text"/>
*State	<input type="text"/>	*Pin Code	<input type="text"/>
*Country	<input type="text"/>	*ISO Country Code	<input type="text"/>
Phone (with STD code)	<input type="text"/>	Fax (with STD code)	<input type="text"/>
Mobile	<input type="text"/>	*Email Id	<input type="text"/>

13. *Whether present residential address is same as the permanent residential address: ☐ Yes ☐ No

If no, present residential address

*Line 1	<input type="text"/>		
Line 2	<input type="text"/>		
*City	<input type="text"/>	District	<input type="text"/>
*State	<input type="text"/>	*Pin Code	<input type="text"/>
*Country	<input type="text"/>	*ISO Country Code	<input type="text"/>
Phone (with STD code)	<input type="text"/>	Fax (with STD code)	<input type="text"/>
Mobile	<input type="text"/>	*Email Id	<input type="text"/>

14. *Proof of identity & Residence

Proof of Identity along with photo and signature

Tick against the document being attached
(details of which given in column 11)

- ☐ Passport
- ☐ Election (voter identity) card
- ☐ Driving licence
- ☐ Income-tax PAN card

Proof of residence

Tick against the document being attached
(furnish any of the following)

- ☐ Passport
- ☐ Election (voter identity) card
- ☐ Ration card
- ☐ Driving licence
- ☐ Electricity bill
- ☐ Telephone bill
- ☐ Bank account statement
- ☐ Others-Please specify

Attachments

- 1) Proof of Identity
- 2) Proof of residence
- 3) Attested Photo & Signatures
- 4) Optional Attachment

Attach
Attach
Attach
Attach

List of attachments

Remove Attachment

Jan 15, 2010

Statement

I ☐ Son ☐ Daughter of
resident of

hereby declare and verify that the information given in this application and the documents attached 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 submitted by me is pending for allotment of Designated Partner Identification Number

To be digitally signed by Applicant

Date:

Place:

Modify

Check Form

Pre-scrutiny

Submit

General Guidelines for DPIN Applications

1. Filing of DPIN application

Every individual or nominee of a body corporate who is intending to be appointed as designated partner of a Limited Liability Partnership shall submit an application electronically to the Central Government for allotment of Designated Partner Identification Number.

2. Attestation/Certification of proof of identity, residence, photograph and signature of the applicant

- (i) For making an application, the applicant shall attach (a) attested or certified copy of the proof of identity containing self-photograph, date of birth and father's name; (b) attested or certified copy of the proof of residence; (c) attested recent self photograph pasted on a plain paper and mentioning on that paper his or her name and affixing his or hers two signatures thereon.
- (ii) In case the applicant is a foreign national, a copy of the valid passport shall be proof of identity.
- (iii) In case the applicant is nominee of a body corporate, a copy of resolution/authorization on the letterhead of the body corporate mentioning the name and address of an individual nominated to act as designated partner on its behalf shall also be attached.

3. Authorities for attestation/certification

- (i) (a) Gazetted officer of the Central or State Government
- (b) Notary Public
- (c) Company Secretary, Chartered Accountant, Cost & Works Accountant holding a certificate of practice under the Company Secretaries Act, 1980, Chartered Accountants Act, 1949, and the Cost & Works Accountants Act, 1959.
- (ii) In the case of foreign nationals residing outside India or foreign body corporate(s) registered outside India, the documents referred in para 2 above, shall be duly certified and the provisions of sub-rule(2) of rule 34 of LLP rules shall apply mutatis mutandis for this purpose. (copy of sub-rule(2) of rule 34 is available in the instruction kit)

4. Particulars of the attesting/certifying authority

The attesting authority must indicate the following while attesting the documents: (i) Name in full in capitals of the attesting authority, (ii) Registration Number and (iii) Name of the ministry/department where the Gazetted officer is employed, (iv) Seal/Stamp

5. 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 shall be attached.

6. Father's Name

In case the proof of identity does not indicate the father's name then additional proof of father's name, duly certified /attested, should be attached.

7. Proof of residence

Jan 15, 2010

For Office use only

eForm Service Request Number (SRN):

eForm Filing Date:

Designated Partner's Identification
Number (DPIN):

- ☐ This e-form is hereby approved
☐ This e-form is hereby rejected

Digital Signature of the
authorizing officer

Submit to BO

Date of signing:

[F No 2/13 /2009 CL.V]

Renuka Kumar,
Joint Secretary.

Note: The principal rules were published vide number G.S.R. 229 (E), dated 1st April, 2009 and was last amended vide number G.S.R 385(E) dated 4th June, 2009.

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RBI Updates

- Prevention of Money-laundering (Maintenance of Records of the Nature and Value of Transactions, the Procedure and Manner of Maintaining and Time for Furnishing Information and Verification and Maintenance of Records of the Identity of the Clients of the Banking Companies, Financial Institutions and Intermediaries) Amendment Rules, 2009 - Obligation of banks/Financial institutions
- Purchase of Immovable Property in India by Persons of Indian Origin (PIOs) – Amendment of the definition
- Retail Issue of Subordinated Debt for Raising Tier II Capital

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RESERVE BANK OF INDIA

Date: Jan 12, 2010

Prevention of Money-laundering Rules - Amendment – Obligation of Banks/FIs

RBI/2009-10/285

DBOD. AML.BC. No. 68 /14.01.001/2009-10

January 12, 2010

**The Chairmen and Chief Executive Officers
(All Scheduled Commercial Banks excluding RRBs)
/ Financial Institutions/ Local Area Banks**

Dear Sir,

Prevention of Money-laundering (Maintenance of Records of the Nature and Value of Transactions, the Procedure and Manner of Maintaining and Time for Furnishing Information and Verification and Maintenance of Records of the Identity of the Clients of the Banking Companies, Financial Institutions and Intermediaries) Amendment Rules, 2009 - Obligation of banks/Financial institutions

As you are aware Government of India vide its Notification No.13/2009/F.No.6/8/2009-ES dated November 12, 2009, has amended the Prevention of Money-laundering (Maintenance of Records of the Nature and Value of Transactions, the Procedure and Manner of Maintaining and Time for Furnishing Information and Verification and Maintenance of Records of the Identity of the Clients of the Banking Companies, Financial Institutions and Intermediaries) Rules, 2005. [A copy of the Notification is enclosed](#) for ready reference.

2. Some of the salient features of the amendment, relevant to banks and financial institutions, are as under:

- Clause (ca) inserted in sub-rule (1) of Rule 2 defines "non-profit organization"
- Clause (BA) inserted in sub-rule (1) of Rule 3 requires banks/financial institutions to maintain proper record of all transactions involving receipts by non-profit organizations of value more than rupees ten lakh or its equivalent in foreign currency.
- The amended Rule 6 provides that the records referred to in rule 3 should be maintained for a period of ten years from the date of transactions between the client and the banking company/financial institution.
- A proviso has been inserted in sub-rule (3) of Rule 8, which requires that banks /financial institutions and its employees should keep the fact of furnishing suspicious transaction information strictly confidential.
- Rule 9, now requires banks/financial institutions to verify identity of the non-account based customer while carrying out transaction of an amount equal to or exceeding rupees fifty thousand, whether conducted as a single transaction or several transactions that appear to be connected.

- The amended sub-rule (1) of Rule 9, in terms of clause (b) (ii) requires verification of identity of the customer for all international money transfer operations.
- Proviso to Rule 9 (1) regarding the verification of identity of the client within a reasonable time after opening the account/execution of the transaction has been deleted.

3. Accordingly, in view of amendments to the above Rules, banks / financial institutions are required to :

- Maintain proper record of all transactions involving receipts by non- profit organizations of value more than rupees ten lakh or its equivalent in foreign currency and to forward a report to FIU-IND of all such transactions in the prescribed format every month by the 15th of the succeeding month.
- In case of transactions carried out by a non-account based customer, that is a walk-in customer, where the amount of transaction is equal to or exceeds rupees fifty thousand, whether conducted as a single transaction or several transactions that appear to be connected, the customer's identity and address should be verified. Further, if a bank has reason to believe that a customer is intentionally structuring a transaction into a series of transactions below the threshold of Rs.50,000/- the bank should verify identity and address of the customer and also consider filing a suspicious transaction report (STR) to FIU-IND.

4. Banks/ financial institutions are advised to strictly follow the amended provisions of PMLA Rules and ensure meticulous compliance to these Rules.

Yours faithfully,

(Vinay Baijal)
Chief General Manager

Encl: As above

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RESERVE BANK OF INDIA

Date: Jan 13, 2010

**Purchase of Immovable Property in India by Persons of Indian Origin (PIOs) –
Amendment of the definition**

**RBI/2009-10/ 286
A.P. (DIR Series) Circular No.25**

January 13, 2010

To

All Authorised Dealers in Foreign Exchange

Madam / Sir,

**Purchase of Immovable Property in India by
Persons of Indian Origin (PIOs) – Amendment of the definition**

Attention of Authorised Dealer Category-I banks is invited to clause (c) of Regulation 2 of [Notification No. FEMA 21/2000-RB](#) dated May 3, 2000 viz. Foreign Exchange Management (Acquisition and Transfer of Immovable Property in India), Regulations, 2000, as amended from time to time, in terms of which 'a Person of Indian Origin' means an individual (not being a citizen of Pakistan or Bangladesh or Sri Lanka or Afghanistan or China or Iran or Nepal or Bhutan) who (i) at any time, held an Indian Passport or (ii) who or either of whose father or whose grandfather was a citizen of India by virtue of the Constitution of India or the Citizenship Act, 1955 (57 of 1955).

2. Government of India, has notified vide G.S.R.813 (E) in the Gazette of India dated November 12, 2009 [Notification No.FEMA.200/2009-RB dated October 5, 2009] an amendment to clause (c) of Regulation 2 of the Notification referred to above. Accordingly, 'a Person of Indian Origin' means an individual (not being a citizen of Pakistan or Bangladesh or Sri Lanka or Afghanistan or China or Iran or Nepal or Bhutan) who (i) at any time, held an Indian Passport or (ii) who or either of whose father or mother or whose grandfather or grandmother was a citizen of India by virtue of the Constitution of India or the Citizenship Act, 1955 (57 of 1955). A copy of the [Notification](#) is annexed.

3. Authorised Dealer Category-I banks may bring the contents of this circular to the notice of their constituents and customers concerned.

4. The Directions contained in this circular have been issued under sections 10(4) and 11(1) of the Foreign Exchange Management Act (FEMA), 1999 (42 of 1999) and are without prejudice to permissions / approvals, if any, required under any other law.

Yours faithfully,

(Salim Gangadharan)
Chief General Manager in Charge

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RESERVE BANK OF INDIA

Date: Jan 13, 2010

Retail Issue of Subordinated Debt for Raising Tier II Capital

RBI/2009-10/287

DBOD.BP.BC.No. 69 / 21.01.002/ 2009-10

January 13, 2010

All Commercial Banks
(excluding RRBs)

Dear Sir,

Retail Issue of Subordinated Debt for Raising Tier II Capital

Please refer to our circular [DBOD.No.BP.BC. 38 /21.01.002/2009-10](#) September 7, 2009 on 'Issue of Subordinated Debt for Raising Tier II Capital'.

2. Some banks have indicated that they would like to issue subordinated debt to retail investors. With a view to enhancing investor education relating to risk characteristics of regulatory capital instruments, banks issuing subordinated debt to retail investors are advised to adhere to the following conditions:

a) The requirement for specific sign-off as quoted below, from the investors for having understood the features and risks of the instrument may be incorporated in the common application form of the proposed debt issue.

" By making this application, I/We acknowledge that I/We have understood the terms and conditions of the Issue of [insert the name of the instruments being issued] of [Name of The Bank] as disclosed in the Draft Shelf Prospectus, Shelf Prospectus and Tranche Document ".

b) For floating rate instruments, banks should not use its Fixed Deposit rate as benchmark.

c) All the publicity material, application form and other communication with the investor should clearly state in bold letters (with font size 14) how a subordinated bond is different from fixed deposit particularly that it is not covered by deposit insurance.

3. The guidelines contained in this circular would be applicable with immediate effect.

Yours faithfully

(B. Mahapatra)
Chief General Manager

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