

LLP Concept Rules and Forms

Ministry of Corporate Affairs

The LLP Bill, 2006 was introduced in the Rajya Sabha on 15th December, 2006 and was referred to the Parliamentary Standing Committee on Finance. The Hon'ble Standing Committee submitted its report on 27th November, 2007. Taking into consideration the suggestions of the Standing Committee, the revised Bill, namely the Limited Liability Partnership Bill, 2008 was introduced in the Rajya Sabha on 21st October, 2008. Simultaneous to the introduction of LLP Bill, 2008, on 21st October, 2008, the LLP Bill, 2006 was withdrawn from Rajya Sabha. This LLP Bill, 2008 was considered and passed by Rajya Sabha on 24th October, 2008. The LLP Bill, 2008 as passed by Rajya Sabha is available on this Ministry's website at www.mca.gov.in.

2. The LLP Bill, 2008 as passed by Rajya Sabha is due to be considered and passed by the Lok Sabha.

3. In order to enable the comprehensive framework for regulation of LLPs to be viewed by stakeholders, it has been decided that the provisions of the Bill and the draft (Concept) Rules may be viewed together. This would also enable the Government to finalize the relevant

subordinate legislation expeditiously when required. Therefore, based on the provisions of the LLP Bill, 2008, as passed by Rajya Sabha, [LLP Concept Rules and e-Forms](#) have been prepared. These Concept Rules do not constitute a legislative draft but are intended to bring out the procedural aspects of the LLP Bill, 2008 as passed by Rajya Sabha. The Concept Rules may be viewed on the website of M/o Corporate Affairs at www.mca.gov.in for comments. Suggestions/Comments on the Concept Rules alongwith argument in support or justification in brief may be addressed/sent latest by 31st December, 2008 to Shri B.N. Harish, Joint Director (Inspection) or Shri N.K. Dua, Assistant Director, M/o Corporate Affairs, 5th Floor, A Wing, Shastri Bhavan, New Delhi. The suggestions/comments may also be sent through email at bn.harish@mca.gov.in or narendra.dua@mca.gov.in. It will be appreciated if the name and address of the sender is also indicated clearly at the time of sending suggestions/comments.

4. Concept Rules and e-Forms in respect of provisions relating to (i) establishment of a place of business in India by Foreign LLPs and (ii) liquidation & winding up and consequent dissolution of LLPs are under preparation and would be published separately for view and comments.

The Limited Liability Partnership (Concept) Rules and Forms, 2008

In exercise of the powers conferred by sub-sections (1) and (2) of section 79 of the Limited Liability Partnership Act, 200--- (___ of 200----), sub-paragraph (a) of paragraph 4 and proviso to paragraph 5 of the Second Schedule, sub-paragraph (a) of the paragraph 3 and proviso to paragraph 4 of the Third Schedule, sub-paragraph (a) of paragraph 4 and proviso to paragraph 5 of the Fourth Schedule, of that Act and all other powers hereunto, the Central Government hereby makes the following rules, namely :-

CHAPTER – I **PRELIMINARY**

1. Short title and commencement.

- (1) These rules may be called the Limited Liability Partnership Rules and Forms, 2008.
- (2) They shall come into force on such date as the Central Government may, by notification in the Official Gazette, appoint.

2. Definitions.

- (1) In these rules, unless the context otherwise requires,-
 - (i) ‘Act’ means the Limited Liability Partnership Act, 200--- (of 200--);
 - (ii) ‘Annexure’ means an Annexure to these rules;
 - (iii) “Certifying Authority” means a person who has been granted a licence to issue a Digital Signature Certificate under section 24 of the Information Technology Act, 2000 (21 of 2000);
 - (iv) "Designated Partner Identification Number" (DPIN) means an identification number which the Central Government may allot to any individual, intending to be appointed as designated partner of a limited liability partner, for the purpose of his identification as such:

Provided that the Director Identification Number (DIN), if already allotted to an individual under the companies (Director

Identification Number) Rules, 2006 shall be deemed to be the designated partner identification number (DPIN).

- (v) “digital signature” means authentication of any electronic record by a subscriber by means of an electronic method or procedure in accordance with the provisions of section 3 of the Information Technology Act, 2000;
- (vi) “Digital Signature Certificate” means a Digital Signature Certificate issued under sub-section (4) of section 35 of the Information Technology Act, 2000;
- (vii) “electronic record” means electronic record as defined under clause (t) of section 2 of the Information Technology Act, 2000;
- (viii) “electronic registry” means an electronic repository or storage system in which the information or documents are received, stored, protected and preserved in electronic form;
- (ix) “Electronic Mail (E-mail)” means messages sent, received or forwarded in digital form via a computer-based communication mechanism;
- (x) ‘Form’ means a form in [Annexure A](#);
- (xi) "Pre-fill" means and refers to the automated process of data input by the computer system out of the database maintained in electronic registry;
- (xii) "Provisional Designated Partner Identification Number" refers to the provisional identification number generated by the electronic system setup by the Ministry of Corporate Affairs; ‘section’ means a section of the Limited liability Partnership Act, 2000-- (of 2000-----).
- (xiii) “Registrar” means a registrar as defined under clause (s) of sub-section (1) of section 2 of the Limited Liability Partnership Act, 20__;

- (xiv) “Registrar’s Front Office” means an office maintained by the Central Government or an agency authorized by it to facilitate e-filing of documents into the electronic registry and their inspection and viewing;
 - (xv) “web” means the world wide web, as defined in the Information Technology Act, 2000;
 - (xvi) “website” means a location connected to the Internet that maintains one or more web pages;
- (2) Words and expressions used in these rules and not defined shall have the meaning respectively assigned to them in the Limited Liability Act, 20__ and the Information Technology Act, 2000 (21 of 2000).

3. Forms.

- (1) The forms set forth in [Annexure A](#), shall be used in all matters to which the forms relate.
- (2) Every limited liability partnership using the forms set forth in [Annexure A](#) shall specify therein its limited liability partnership registration number and the total amount of contribution received by it from its partners.
- (3) The forms prescribed in [Annexure ‘A’](#) to these rules may be filed through electronic media.
- (4) The electronic form shall be authenticated by authorized signatories using digital signatures, as defined under the Information Technology Act, 2000 (21 of 2000).

4. Prescribed particulars.

The particulars contained in a form are hereby prescribed as the particulars, if any, required under the relevant provision or provisions of the Act.

5. Fees.

- (1) The fees payable in pursuance of the various provisions of the Act and these rules shall be as mentioned in [Annexure B](#)
- (2) Except as otherwise provided elsewhere
Fees payable to the Registrar in pursuance of the Act or any rule made or notification issued thereunder shall be paid either to the Registrar in cash or

into the Public Account of India at any treasury or into the Reserve Bank of India or any office of the Bank authorized in this behalf for credit under the following heads, namely

Major head	Alphanumeric code description	Account code	Serial code	Source category check digit
(1)	(2)	(3)	(4)	(5)

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

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

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

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

CHAPTER II
NATURE OF LIMITED LIABILITY PARTNERSHIP

Section 7(3)

7. For the purposes of sub section (3) of section 7, an individual shall give his prior consent to act as a designated partner to the limited liability partnership in [form 9](#).

Section 7(4)

8. For the purposes of sub section (4) of section 7, the particulars of an individual who has given his consent to act as designated partner shall be filed in [form 5](#) alongwith fee..

Section 7 (5)

- 9(1) A person shall not be capable of being appointed a designated partner of a limited liability partnership, if he -
- (a) is an undischarged insolvent, or has at any time within the preceding five years been adjudged insolvent;
 - (b) suspends, or has at any time within the preceding five years suspended payment to his creditors and has not at any time within the preceding five years made, a composition with them;
or
 - (c) is, or has been convicted by a Court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months.
- (2) The Central Government may by notification in the Official Gazette, remove the disqualification incurred by any person by virtue of clause (a) and (b) of sub-rule (1), either generally or in relation to any limited liability partnership or limited liability partnerships specified in the notification.

CHAPTER III
DESIGNATED PARTNER'S IDENTIFICATION NUMBER

Section 7(6)

- 10(1) Every individual, who is intending to be appointed as designated partner of a limited liability partnership shall make an application electronically to the Central Government for allotment of Designated Partner Identification Number in [Form No 7](#).
- (2) The Central Government shall provide an electronic system to facilitate submission of application for the allotment of Designated Partner Identification Number through a portal on the website of the Ministry.
- (3) The applicant shall access the [Form No.7](#) from the portal, fill-in the required particulars sought therein and use 'submit' function provided therein upon which the system will electronically generate and indicate in the space provided a Provisional Designated Partner Identification Number.
- (4) A provisional Designated Partner Identification Number generated online under sub-rule (3) by the applicant intending to be a designated partner will remain valid for a period of sixty days from the date on which it was generated.

Provided that the Director Identification Number (DIN), if already allotted to an individual under the Companies (Director Identification Number) Rules, 2006 shall be deemed to be the designated partner identification number (DPIN) and the holder of the DIN shall intimate to the Central Government in [Form 25](#) for the purpose of DPIN.

- (5) (i) The applicant shall, after the allotment of provisional DPIN, submit a formal application to the Central Government alongwith the fee as specified in rule 4 for the allotment of regular Designated Partner Identification Number within sixty days from the date on which provisional DPIN was generated on-line, failing which the provisional DPIN will lapse:

(ii) For making an application under sub-rule (i), the applicant shall take a print out of [Form No. 7](#) affix his photograph in the space provided in that Form, enclose true copies of the proof of identity and proof of residence and physically sign the form at the place specified therein. The photograph and the proof of identity and residence shall be certified by any one of the following authorities:

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

(b) Notary Public:

(c) 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.

- (6) The Central Government shall process the applications received for allotment of DPIN under sub-rule (5), decide on the approval or rejection thereof and communicate the same alongwith 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 one month from the receipt of such application:
- (7) The Designated Partner Identification Number so allotted is valid for the life-time of such applicant and shall not be allotted to any other person during his life-time.

- (8) Each application made under sub-rule (5) of rule 3 shall entail a payment of a fee of Rupees one hundred only:
- (9) Every designated partner shall, along with his consent to be a designated partner, intimate his designated partner identification number to the limited liability partnership in [form 26](#).
- (10) (a) Every designated partner, in the event of any change in his particulars as stated in [Form No. 7](#), who has been allotted a Designated Partner Identification Number under these rules, shall intimate such change(s) to the Central Government within a period of 30 days of such change(s) in particulars by using [Form No. 10](#) made available by the Ministry on its website. The concerned designated partner will also intimate such changes to the limited liability partnership or limited liability partnership(s) on which he is a designated partner.

Provided that the holder of DIN who has applied for DPIN in [Form No. 25](#) need not intimate such changes as he/she is required to intimate such changes under Companies (Director Identification Number) Rules, 2006

- (b) The designated partners shall fill-in the relevant changes in prescribed [Form 10](#), enclose a copy of the proof of the changed particulars, affix signature at the place specified, obtain certification of the evidence from any of the authorities specified in clause (ii) of sub-rule (5) and file the same in physical form to the Central Government. There shall be no fee for intimating the changes in particulars in [Form 10](#) under sub-rule (1).
- (11) The Central Government, upon being satisfied, through verification of such changed particulars from the enclosed proofs, shall incorporate the said changes and inform the designated partner by way of a letter issued by post or electronically or in any other mode confirming the effect of such change in the electronic database maintained by the Ministry.

CHAPTER IV
INCORPORATION OF LIMITED LIABILITY PARTNERSHIP AND
MATTERS INCIDENTAL THERETO

Section 11(1)(b)

11 (1) For the purposes of sub-clause (b) of sub-section (1) of section 11, the incorporation document shall be filed with the Registrar having jurisdiction over the registered office of the limited liability partnership in [form 2](#).

(2) The fees to be paid to the registrar in pursuance of section 11 for registering the incorporation document relating to the limited liability partnership shall be as mentioned in [Annexure B](#).

Section 11(1)(c)

12. The statement to be filed along with the incorporation document under clause (c) of sub-section (1) of section 11 shall be in [form 3](#).

Section 11(2)(a)

13. The incorporation document under clause (a) of sub-section (2) of section 11 shall be in [form 2](#).

Section 11(2)(g)

14. The other information to be contained in the incorporation document concerning the proposed limited liability partnership under clause (g) of sub-section (2) of section 11 shall be as specified in [form 2](#).

Section 13(2)

15. A document can be served on a limited liability partnership or a partner or designated partner thereof through the following other modes-

- (i) electronic transmission;
- (ii) courier

For the purposes of this rule,

- (i) “Electronic Transmission” means a communication
 - (a) delivered by
 - (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the partnership or the partner or the designated partner has provided from time to time for sending communications to the partnership or the partner or the designated partner respectively;
 - (2) posting on an electronic message board or network that the partnership or the partner or the designated partner has designated for those communications, and which transmission shall be validly delivered upon the posting, or
 - (3) other means of electronic communication
 - (b) as to which the partnership or the partner or the designated partner has placed in effect reasonable measures to verify that the sender is the person purporting to send the transmission, and
 - (c) that creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible tangible form.
- (ii) courier means a document sent through a courier which provides the proof of delivery.

16(1) A limited liability partnership may give an address for service of documents within the jurisdiction of the Registrar of Companies where its registered office is situate. Such address shall include the postal code and e-mail address.

- (2) The limited liability partnership, may, in addition to the registered office address, declare any other address as its address for service of documents, under sub-section (2) of section 13, by following the procedure as laid down in the limited liability partnership agreement. Where the limited liability partnership agreement is silent on this matter, consent of all partners shall be required for declaring any other address as the address for service of documents.
- (3) The intimation of other address for service of documents to LLP shall be given to the Registrar in [form 12](#), within 30 days of complying with the requirements of sub-rule (2) above along with the fee as mentioned in [Annexure 'B'](#).
- (4) The effective date for the service of documents to LLP at the other address declared by the LLP cannot be prior to the date of filing of documents under sub rule (3).

Section 13(3)

- 17 (1) The limited liability partnership may change its registered office from one place to another by following the procedure as laid down in the limited liability partnership agreement. Where the limited liability partnership agreement is silent on this matter, consent of all partners shall be required for changing the place of registered office of limited liability partnership to another place.
- (2) Notice of change of place of registered office shall be given to Registrar in [form 15](#), along with a fee mentioned in [Annexure B](#).
- (3) Where there is any conviction, ruling, order or judgment of any Court, tribunal or other authority against the limited liability partnership, the particulars of such prosecutions initiated against or show cause notices received by the limited liability partnership for the alleged offences

under the LLP Act shall be stated in the notice of change of place of registered office to be filed with the Registrar.

- (4) Where the change in place of registered office is from one state to another state, the limited liability partnership shall, not less than one month before filing any notice with Registrar, publish a general notice, at least once, in the district in a daily newspaper published in English and in the principal language of the district in which the registered office of the limited liability partnership is situated and circulating in that district giving notice of change of registered office.
- (5) Where the change in place of registered office is from one place to another place within the state from the jurisdiction of one Registrar to the jurisdiction of another Registrar or from one state to another state, the limited liability partnership shall file the notice in [form 15](#) with the Registrar from where the limited liability partnership proposes to shift its registered office with a copy thereof for the information to the Registrar under whose jurisdiction the registered office is proposed to be shifted.

Section 16(1) & (2)

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

- (2) A name which falls within the categories mentioned below will not generally be reserved:
 - (i) If it includes any word or words which are offensive to any section of the people.
 - (ii) If the proposed name is the exact Hindi translation of the name of an existing limited liability partnership in English or Hindi of an existing limited liability partnership.
 - (iii) If the proposed name has a close phonetic resemblance to the name of a LLP in existence, for example, J.K. LLP., Jay Kay

LLP.

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

and reserved by such firm, LLP or company with the registrar in accordance with these rules.

- (xii) If it is identical with or too nearly resembles the name of the limited liability partnership or a company in liquidation.
 - (xiii) If it includes words like 'Bank', 'Insurance' and 'Banking', “company secretaries” without the approval of the regulatory authority
 - (xiv) If it is intended or likely to produce a misleading impression regarding the scope or scale of its activities which would be beyond the resources at its disposal.
 - (xv) If the proposed name includes words like French, British, German etc., unless the partners satisfy that there is some form of collaboration and connection with the foreigners of that particular country or place, the name of which is incorporated in the name.
 - (xvi) The words "Venture Capital/Venture Capital Fund/Venture Capital Finance" or such similar name, as part of the **changed** name of a limited liability partnership may be only allowed when the limited liability partnership have obtained approval from the Department of Economic Affairs or such authority as may be nominated by the Government, in this behalf.
- (3) If the proposed name of limited liability partnership includes the words company secretary, chartered accountant, advocates or such similar words as indicative of a profession, as part of the proposed name, the same shall be allowed only after obtaining approval from the Council of the governing Institute or such authority as may be nominated by the Government, in this behalf.
- (4) A foreign LLP or firm or company may on payment of fee as mentioned in

[Annexure 'B'](#), apply in [Form 27](#) to the Registrar for reserving its existing name by which it is registered in the country of its regulation or incorporation and not allotting to any LLP in India.

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

- (5) Application for reservation of name with which the proposed limited liability partnership is to be registered or for change of name, as the case may be, shall make an application to the Registrar having jurisdiction over the registered office of the limited liability partnership is to be situate, for information as to whether the name with which the proposed limited liability partnership is to be registered or the changed name, as the case may be, is undesirable within the meaning of section 15 of the Limited Liability Partnership Act, 200---.
- (6) Every such application shall be in [Form 1](#) and be accompanied by a fee as mentioned in [Annexure B](#) and the Registrar shall inform the LLP for reservation/non reservation of the changed name or the name with which the proposed LLP is to be registered ordinarily within seven days of the receipt of application.
- (7) Where the Registrar informs LLP about reservation of name with which the LLP is to be registered or changed name, as the case may be, such name shall be available for reservation for a period of three months from the date of intimation by the Registrar.

Section 18(1)

- 19(1) A limited liability partnership or a body corporate or any other entity which already has a name which is similar to or which too nearly resembles the name of a limited liability partnership incorporated subsequently, may apply to the Registrar in [Form 23](#) to give a direction

to that limited liability partnership incorporated subsequently to change its name.

- (2) The application under sub-rule (1) shall state,
 - i. the LLPIN of limited liability partnership, or the CIN of the company or the registration number of the other entity as the case may be;
 - ii. the name with which the limited liability partnership or the company or any other entity was incorporated or registered;
 - iii. the grounds of objection to the name of the limited liability partnership incorporated subsequently.
- (3) The application shall be verified by the person making it.
- (4) The person making the application shall attach;
 - a. the authority under which he is making such an application;
 - b. a copy of the incorporation certificate of the limited liability partnership or the company or the registration certificate of the entity as the case may be
- (5) The application shall be accompanied by a fee as mentioned in [Annexure B](#).

Section 19

- 20(1)** The limited liability partnership may change its name by following the procedure as laid down in the limited liability partnership agreement. Where the limited liability partnership agreement is silent on this matter, consent of all partners shall be required for changing the name of the limited liability partnership.
- (2) Notice of change of name shall be given to the Registrar in [form 28](#), along with a fee as mentioned in [Annexure B](#).
- (3) The Registrar on being satisfied that the changed name is the one as reserved by him, issue fresh certificate of incorporation in the new name. On the issue of such certificate, the changed name shall be effective.

CHAPTER V

Partners and their relations

Section 23(2)

- 21** (1) For the purposes of sub section (2) of section 23, every limited liability partnership shall file information with regard to the limited liability partnership agreement in [Form 4](#) with the Registrar within 30 days from the date of agreement;
- (2) If the LLP agreement is silent on any of the matters contained in the First Schedule, the relevant provisions of the said schedule shall apply to that extent.
- (3) Every limited liability partnership shall file changes, if any made in the limited liability partnership agreement with the Registrar in [Form 4](#) within 30 days from the date of such changes.
- (4) The fees to be paid to the registrar in pursuance of sub section (2) of section 23 for filing the limited liability partnership agreement and changes, if any, made therein shall be as mentioned in [Annexure B](#).

Section 25(1), (2) & (3)

- 22(1)** For the purposes of sub section (1) of section 25, every partner shall intimate change in his name or address to the limited liability partnership in [Form 6](#)
- (2) For the purposes of sub section (2) of section 25, where a person becomes or ceases to be a partner or where there is any change in the name or address of a partner, the limited liability partnership shall file with the Registrar, a notice in [Form 5](#).
- (3) For the purposes of sub section (3) of section 25, in respect of notice of a person becoming a partner the form shall include a statement signed by the incoming partner that he consents to become a partner.
- (4) The form shall be accompanied by a certificate from a company secretary in practice/Chartered Accountant in practice/Cost Accountant in practice that he has verified the particulars including from the books

and records of the limited liability partnership and found them to be true and correct.

- (5) The fees to be paid to the registrar in pursuance of sub section (3) of section 25 shall be as mentioned in [Annexure B](#).

CHAPTER VI

Form of Contribution

Section 32(1)

23(1) Contribution of a partner consisting of tangible, movable or immovable or intangible property or other benefits brought or contribution by way of an agreement or contract for services shall be valued by the practicing Chartered Accountant or by a practicing Cost Accountant or by approved valuer from the panel maintained by the Central Government

(2) The contribution of each partner shall be accounted for and disclosed in the Accounts of the LLP along with nature of contribution and amount.

CHAPTER VII

Financial Disclosures

Section 34

24(1) Every limited liability partnership shall keep accounting records which are sufficient to show and explain the limited liability partnership's transactions and are such as to—

- (a) disclose with reasonable accuracy, at any time, the financial position of the limited liability partnership at that time, and
 - (b) enable the designated partners to ensure that any Statement of Account and Solvency prepared under rule 23 complies with the requirements of the Limited Liability Partnership Act.
- (2) The accounting records shall in particular contain—
 - (a) entries from day to day of all sums of money received and expended by the limited liability partnership, and the matters in respect of which the receipt and expenditure takes place, and
 - (b) a record of the [assets and liabilities of the limited liability partnership](#).
 - (c) statements of cost of goods purchased, inventories, work-in-progress, finished goods and cost of goods sold
 - (d) any other details which the partner may decide
- (4) Accounting records which a limited liability partnership is required to keep shall be preserved for eight years from the date on which they are made.
- (5) For the purposes of sub section (2) of section 34, every limited liability partnership shall file the Statement of Account and Solvency, within a period of thirty days from the end of six

months of the financial year to which the Statement of Account and Solvency relates, with the Registrar in [Form No. 8](#).

- (6) The fees to be paid to the Registrar in pursuance of sub section (3) of section 34 for filing the Statement of Account and Solvency shall be as mentioned in [Annexure B](#).
- (7) A limited liability partnership's Statement of accounts and Solvency shall be signed on behalf of the limited liability partnership by designated partners of the limited liability partnership.
- (8) Every designated partner of the limited liability partnership at the time the Statement of Accounts and Solvency are approved and signed shall be taken to be a party to their approval unless he shows that he took all reasonable steps to prevent their being approved and signed.
- (9) The accounts of a limited liability partnership for a financial year shall be audited in accordance with this rule unless the limited liability partnership is exempted from audit under sub rule (10).
- (10) A limited liability partnership shall be exempt from the audit of its accounts if its turnover does not exceed, in any financial year, forty lakh rupees; or its contribution does not exceed rupees twenty-five lakh.
- (11) The accounts of a limited liability partnership, which has been exempted from audit as above, for a financial year shall be audited in any other form and manner as may be decided by the partners.
- (12) A limited liability partnership is not entitled to exemption under any of the provisions mentioned in sub rule (10) unless its accounts contain a statement by the partners to the effect that the partners acknowledge their responsibilities for complying with

the requirements of the Rule with respect to accounting records and the preparation of accounts.

- (13) An auditor or auditors of a limited liability partnership shall be appointed for each financial year of the LLP, unless the LLP is exempt from the provisions of audit.
- (14) For each financial year for which an auditor or auditors is or are to be appointed (other than the LLP's first financial year), the appointment must be made within 30 days before the end of the financial year.
- (15) The designated partners may appoint an auditor or auditors—
 - (a) at any time for the first financial year but before the end of the first financial year, or
 - (b) within 30 days before the end of the each financial year; or
 - (c) to fill a casual vacancy in the office of auditor; or
 - (d) to fill up the vacancy caused by removal of an auditor.
- (16) The partners may appoint an auditor or auditors where the designated partners had power to appoint under sub-rule (15) but have failed to make an appointment.
- (17) A person shall not be qualified for appointment as auditor of a limited liability partnership unless he is a chartered accountant in practice.
- (18) An auditor or auditors of an LLP shall hold office in accordance with the terms of their appointment, subject to the requirements that—
 - (a) they do not take office until any previous auditor or auditors cease to hold office, and

- (b) they cease to hold office at the end of the next period for appointing auditors unless re-appointed.
- (19) Where no auditor has been appointed by the end of the next period, any auditor in office immediately before that time is deemed to be re-appointed at that time, unless—
 - (a) the limited liability partnership agreement requires actual re-appointment, or
 - (b) the deemed re-appointment is prevented by the partners by giving notice from such number of partners as specified in the Limited liability partnership agreement, or
 - (c) the partners have determined that he should not be re-appointed, or
 - (d) the designated partners have determined that no auditor or auditors should be appointed for the financial year in question.
- (20) Provisions of sub-rule (19) are without prejudice to the provisions of this rule as to removal and resignation of auditors.
- (21) A notice specified under clause (b) of sub rule 19 under this section—
 - (a) may be in hard copy or electronic form,
 - (b) must be authenticated by the person or persons giving it, and
 - (c) must be received by the LLP before the end of the accounting reference period immediately preceding the time when the deemed reappointment would have effect.

- (22) The remuneration of an auditor appointed by the limited liability partnership may be fixed by the designated partners or by following the procedure as laid down in the Limited liability partnership agreement.
- (23) (a) The partners of a limited liability partnership may remove an auditor from office at any time by following the procedure as laid down in the Limited liability partnership agreement.
- (b) Where the limited liability partnership agreement is silent on this matter, consent of all the partners shall be required for removal of the auditors from his office.
- (c) An auditor of an LLP may resign his office by depositing a notice in writing to that effect at the LLP's registered office.
- (d) The notice is not effective unless it is accompanied by the statement of the circumstances connected with his ceasing to hold office, unless he considers that there are no circumstances in connection with his ceasing to hold office that need to be brought to the attention of partners of the limited liability partnership.
- (e) If he considers that there are no circumstances in connection with his ceasing to hold office that need to be brought to the attention of partners of the LLP, he must deposit at the LLP's registered office a statement to that effect.
- (f) The statement required by the clause (d) must be deposited—

- (i) in the case of resignation, along with the notice of resignation;
 - (ii) in the case of failure to seek re-appointment, not less than 14 days before the end of the time allowed for next appointing an auditor;
 - (iii) in any other case, not later than the end of the period of 14 days beginning with the date on which he ceases to hold office.
- (g) An effective notice of resignation operates to bring the auditor's term of office to an end as of the date on which the notice is deposited or on such later date as may be specified in it.

Section 35(1)

- 25(1)** For the purposes of sub section (1) of section 35, every limited liability partnership shall file an annual return with the Registrar in [Form 11](#).
- (2)** The annual return shall be accompanied by a certificate from a company secretary that he has verified the particulars including from the books and records of the limited liability partnership and found them to be true and correct.
- (3)** The fees to be paid to the registrar in pursuance of sub section (1) of section 35 for filing the annual return shall be as mentioned in [Annexure B](#).

Section 36.

26. The documents kept by the Registrar shall be available in the electronic registry for public access and inspection and obtained certified copy on payment of fee as mentioned in [Annexure 'B'](#).

CHAPTER VIII
DESTRUCTION OF OLD RECORDS

Section 40

27(1) Every LLP shall preserve the documents permanently as specified in [Annexure “C”](#) to these rules.

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

(a) Records to be preserved for 21 years:

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

(b) Records to be preserved for 5 years:

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

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

(3) The registered documents specified in [Annexure ‘D’](#) to these rules relating to any limited liability partnership in operation shall be preserved for the period indicated against them in the said Annexure.

- (4) Registered documents of foreign limited liability partnerships which cease to have any place of business in Indian shall be destroyed after expiry of three years from the date such limited liability partnerships ceases to have any place of business in India in accordance with the procedure laid down in rule 5.
- (5) The Registrar of Companies, Delhi shall intimate to the Registrar concerned his intention to destroy the documents and other records of a particular limited liability partnership by a certain date, two weeks in advance thereof and the Registrar concerned shall, on receipt of such intimation, destroy the said documents at the same time and communicate to the Registrar of Companies, Delhi, the fact of such destruction.

(6) Records to be preserved for three years:-

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

Provided that no record in the office of the Registrar of Companies shall be destroyed without his previous order in writing in that behalf.

(7) **Record of documents destroyed to be maintained** – The Registrar of Companies shall maintain a Register in two parts, in the form set out in the [Annexure ‘E’](#) to these rules, wherein he shall enter brief particulars of the records destroyed and shall certify by his own hand writing therein the date and mode of destruction.

(8) **Application of other rules not barred.** The provisions of these rules, shall be in addition to and not in derogation of the rules for the destruction of office records connected with accounts (containing in Appendix 13 to the Compilation of the General Financial Rules) and the period prescribed under Record Retention Schedule for Records common to all departments and such other rules.

CHAPTER IX
INVESTIGATIONS

Section 43

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

<u>Turnover (Rs.)</u>	<u>Amount. of Security (Rs.)</u>
(i) Upto 1 Crore	2 Lakhs
(ii) 1 Crore or more but less than 5 cr.	5 Lakhs
(iii) 5 Crore or more but less than 10 cr.	10 Lakhs
(iv) 10 Crores or more	25 Lakhs

Explanation: In the absence of Statement of Accounts and Solvency for the preceding financial year, such turnover as may be fixed by the Central Government.

29. For the purposes of section 44, an application by the partners under clause (a) of sub section (1) of section 43 to investigate the affairs of the limited liability partnership, shall be made, and on deposit of security, for an amount not exceeding five lakh rupees as the Tribunal may think fit, for payment of costs of the investigation.
30. The fee payable for furnishing a copy of the Inspector's report in pursuance of Section 49, sub section (2), clause (b), shall be rupees five per page or fractional part thereof.
31. For the purposes of section 54, a copy of the report of any inspector or inspectors, shall be authenticated either:
- (a) by the seal, if any, of the limited liability partnership whose affairs have been investigated; or

- (b) by a certificate of a public officer having the custody of the report, under and in accordance with the provisions of section 76 of the Indian Evidence Act, 1872(1 of 1872).

CHAPTER X

CONVERSION TO LIMITED LIABILITY PARTNERSHIP

Section 58

32. The Registrar shall, on conversion of any other entity into limited liability partnership shall issue a Certificate of Registration under his seal in [form 19](#).
33. For the purposes of the proviso to sub section (1) of section 58, where the firm, private company or unlisted public company has been converted into limited liability partnership, an intimation for such conversion to the concerned Registrar of firms or Registrar of Companies, as the case may be, shall be given in [form 14](#).

CHAPTER XI
COMPROMISE, ARRANGEMENT OR RECONSTRUCTION OF LIMITED
LIABILITY PARTNERSHIPS.

Section 60(1)

- 35 (1) An application under sub section (1) of section 60 for an order convening a meeting of creditors and/ or partners shall be by summons of the Tribunal supported by an affidavit. A copy of the proposed compromise or arrangement shall be annexed to the affidavit as an exhibit thereto. Save as provided in sub rule 2 hereunder, the summons shall be moved *ex parte*. The summons and the affidavit in support thereof shall be in [form 20](#) and [21](#) respectively.
- (2) Where the limited liability partnership is not the applicant, a copy of the summons and of the affidavit shall be served on the limited liability partnership, or, where the limited liability partnership is being wound-up, on its liquidator, not less than 14 days before the date fixed for the hearing of the summons.
- (3) Upon the hearing of the summons or any adjourned hearing thereof, the Tribunal shall, unless it thinks fit for any reason to dismiss the summons, give such directions as it may think necessary in respect of the following matters:
- (i) determining the class or classes of creditors and/or of partners whose meeting or meetings have to be held for considering the proposed compromise or arrangement;
 - (ii) fixing the time and place of such meeting or meetings;
 - (iii) appointing a chairman or chairmen for the meeting or meetings to be held, as the case may be;
 - (iv) fixing the quorum and the procedure to be followed at the meeting or meetings, including voting by proxy;

- (v) determining the values of the creditors and/or the partners, , as the case may be, whose meetings have to be held;
- (vi) notice to be given of the meeting or meetings and the advertisement, if any, of such notice;
- (vii) the time within which the Chairman of the meeting is to report to the Tribunal the result of the meeting; and
- (viii) such other matters as the Tribunal may deem necessary.

The order made on the summons shall be in accordance with the rules as may be laid down by the Tribunal.

- (4). (i) Voting by proxy shall be permitted, provided a proxy in form duly signed by the person entitled to attend and vote at the meeting is filed with the limited liability partnership at its registered office not later than 48 hours before the meeting.
 - (ii) Where a body corporate which is a partner or creditor of a limited liability partnership, authorises any person to act as its representative at the meeting of the partners or creditors of the limited liability partnership, as the case may be, a copy of the authorization of such person to act as its representative at the meeting, and certified to be a true copy by a designated partner or other authorised officer of such body corporate, shall be lodged with the limited liability partnership at its registered office not later than 48 hours before the meeting.
- (5). The notice of the meeting to be given to the creditors and/or partners, shall be in accordance with the rule laid down by the Tribunal, and shall be sent to them individually by the Chairman appointed for the meeting, or, if the Tribunal so directs, by the limited liability partnership (or its Liquidator), or any other person as the Tribunal may direct, by post under certificate of posting to their last known address not less than 21 clear days before the date fixed for the meeting. It shall

be accompanied by a copy of the proposed compromise or arrangement and a form of proxy.

(6) The notice of the meeting shall be advertised, if so decided by the Tribunal, in such newspapers and in such manner as the Tribunal may direct.

(1) Every creditor or partner entitled to attend the meeting shall be furnished by the limited liability partnership, free of charge and within 24 hours of a requisition being made for the same, with a copy of the proposed compromise or arrangement stating any material interests of the designated partners, unless the same had been already furnished to such partner or creditor.

(2) The Chairman appointed for the meeting or the limited liability partnership or other person directed to issue the advertisement and the notices of the meeting shall file an affidavit not less than 7 days before the date fixed for the holding of the meeting or the holding of the first of the meetings, as the case may be, showing that the directions regarding the issue of notices and the advertisement have been duly complied with. In default thereof, the summons shall be posted before the Tribunal for such orders as it may think fit to make.

(3) The Chairman of the meeting, (or where there are separate meetings, the Chairman of each meeting) shall, within the time fixed by the Tribunal, or where no time has been fixed, within seven days after the conclusion of the meeting, report the result thereof to the Tribunal. The report shall state accurately the number of creditors or the partners, as the case may be, who were present and who voted at the meeting either in person or by proxy, their individual values and the way they voted.

(4) Where the proposed compromise or arrangement is agreed to, with or without modification, as provided in sub-section (2) of

section 60, the limited liability partnership, (or its Liquidator, as the case may be), shall, within 7 days of the filing of the report by the Chairman, present a petition to the Tribunal for confirmation of the compromise or arrangement.

- (i) Where a compromise or arrangement is proposed for the purposes of or in connection with, a scheme for the reconstruction of any limited liability partnerships or the amalgamation of any two or more limited liability partnerships, the petition shall pray for appropriate orders and directions under section 62.
 - (ii) Where the limited liability partnership fails to present the petition for confirmation of the compromise or arrangement as aforesaid, it shall be open to any creditor or partner as the case may be, with the leave of the tribunal, to present the petition and the limited liability partnership shall be liable for the costs thereof.
 - (iii) Where no petition for confirmation of the compromise or arrangement is presented, or where the compromise or arrangement has not been approved by the requisite majority under sub section (2) of section 61 and consequently no petition for confirmation could be presented, the report of the Chairman as to the result of the meeting made under the preceding rule shall be placed for consideration before the Tribunal for such orders as may be necessary
- (11) An order made by the Tribunal as mentioned in section 60(3) and 62(3) shall be filed with Registrar in [Form 22](#) along with fee as mentioned in [Annexure 'B'](#).

CHAPTER XII
ELECTRONIC FILING OF DOCUMENTS ETC

Section 68

- 36(1). **Filing and Authentication in the electronic manner** (i) Every e-form or application or document or declaration required to be filed or delivered under the Act and rules made thereunder, shall be filed in computer readable electronic form, in portable document format (pdf) and authenticated by a managing director, director or secretary or person specified in the Act for such purpose by the use of a valid digital signature:

Provided that where documents are required to be filed on Non-Judicial Stamp Paper, the company shall submit such documents accordingly in the physical form, in addition to their submission in electronic form.

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

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

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

- (3). **Maintenance of Electronic Registry.** (i) The Central Government shall set up and maintain a secure electronic registry in which all the documents filed electronically shall be stored. The electronic registry so set up shall enable public access and inspection of such documents as are required to be in

the public domain under the Act on payment of the fees as prescribed under the Act or the rules made thereunder.

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

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

- (4). **Issue of certificate, approval etc. in the electronic manner.** The Registrar or the Central Government shall issue certificate, receipt, approval or communicate endorsement or acknowledgement in the electronic manner:

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

- (5) Every application or e-Form or document required or authorized to be filed by or delivered under the Act and rules made there under, shall be filed with or delivered to, in the electronic form to the Registrar through the portal maintained by the Ministry of Corporate Affairs on its web-site www.mca.gov.in, for approval, registration, taking on record or rectification by the Registrar as the case may be:

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

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

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

- (7) Except as otherwise provided in the Act, the Registrar shall give an opportunity allowing thirty days time to such person or such LLP which has filed such application or e-Form or document, for furnishing further information or for rectification of the defects or incompleteness or for re-submission of such application or e-Form or document:
- (8) In the event, such further information called for has not been provided or has been furnished partially or has not been provided or defects or incompleteness has not been rectified or has been rectified partially or has not been rectified to the satisfaction of the Registrar, despite opportunity provided under sub-rule (7), the Registrar shall either reject or treat and label such application or e-Form or document as the case may be as “invalid” in the electronic record,

and shall not take on record such invalid application or e-Form or document and shall inform such person or company as the case may be accordingly in the mode, as specified in sub-rule (6) .

- (9) Where any document has been recorded as invalid by the Registrar, such document may be rectified by the company only through fresh filing with payment of fee and additional fee as applicable, without prejudice to any other liability under the Act.
- (10) Except as otherwise provided in the Act, the Registrar shall not keep any document pending for approval and registration or for taking on record or for rejection or otherwise for more than one hundred twenty days, from the date of its filing
- (11) The Registrar in case finds any such e-Form or document filed under Straight Through Process (STP), referred in proviso under sub- rule (5), as defective or incomplete in any respect, at any time, he shall treat and label such e-Form or document as “defective” in the electronic registry and shall also issue a notice pointing out such defects or incompleteness in such e-form or document at the last intimated e-mail address (if available) of the person or the company which has filed the document and also in writing by post at the address of such person or address of such LLP or registered office address of LLP, calling upon such person or LLP to file such e-form or document afresh with fee and additional fee as applicable, after rectifying such defects or incompleteness within a period of thirty days from the date of such notice.
- (12) The Registrar shall re-examine, within a period of sixty days, every application or e-Form or document filed electronically and pending in his office for more than thirty days from the date of filing, found as defective or incomplete in any respect, and shall intimate such defects or incompleteness in such application or e-Form or document, by placing them on the web site, and also by e-mail (in case e-mail address is not available then by post) on the last intimated address of the person or address given in [Form 12](#) or registered office address of the LLP which has filed such application or document to

rectify such defects or incompleteness or to re-submit the application or e-Form or document within a period of thirty days from the date of such intimation, failing which such application or e-Form or document shall be treated as invalid and shall not be approved or registered or taken on record as the case may be:

Provided that in case such person or LLP fails to rectify the defects or incompleteness or to re-submit such application or e-Form or document complete in all respect within the time provided in this sub-rule, the Registrar shall either reject the same or treat and label such application or e-Form or document as invalid and shall not take on record such invalid application or e-Form or document, and such person or LLP shall be informed accordingly in the mode in which intimation was given in this sub-rule.

CHAPTER XIII
STRIKING OFF NAME OF DEFUNCT LLP

Section 75

37(1) Where a limited liability partnership is not carrying on any business or operation for a period of one year or more and the registrar has reasonable cause to believe the same, the registrar may, either on his own motion or on the application of the limited liability partnership for removal of its name from the register, shall send a notice to the limited liability partnership and all its partners, of his intention to remove the name of the limited liability partnership from the register and requesting them to send their representations along with copies of the relevant documents, if any, within a period of one month from the date of the notice.

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

- (2) A notice issued under sub-rule (1) shall also be placed on the website of the Ministry of Corporate Affairs for the information of the general public.
- (3) At the expiry of the time mentioned in the notice, the Registrar may, unless cause to the contrary is shown by the limited liability partnership, or the Registrar is satisfied that the name should not be struck off from the register, strike its name off the register, and shall publish notice thereof in the Official Gazette, and on the publication in the Official Gazette of this notice, the limited liability partnership shall stand dissolved.

- (4) The Registrar, before passing an order under sub-rule (2), shall satisfy himself that sufficient provision has been made for the realization of all amount due to the limited liability partnership and for the payment or discharge of its liabilities and obligations by the limited liability partnership within a reasonable time and, if necessary, obtain necessary undertakings from the designated partner or partner or other persons in charge of the management of the limited liability partnership:

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

- (5) The liability, if any, of every designated partner of the limited liability partnership dissolved under sub-rule (4), shall continue and may be enforced as if the limited liability partnership had not been dissolved.
- (6) Nothing in this rule shall affect the power of the Tribunal to wind up a limited liability partnership the name of which has been struck off the register.
- (7) Application for removal of name of the LLP shall be made in [Form 24](#) to the Registrar along with the fee as mentioned in [Annexure 'B'](#).
- (8) If an LLP, or any partner or creditor thereof, feels aggrieved by the LLP having been struck off the register, the Tribunal, on an application made by the LLP, its partner or creditor before the expiry of five years from the publication in the Official Gazette of the notice aforesaid, may, if satisfied that the LLP was, at the time of the striking off, carrying on business or in operation or otherwise that it is just that the LLP be restored to the register, order the name of the LLP to be restored to the register; and the Tribunal may, by order, give such

directions and make such provisions as seem just for placing the LLP and all other partners in the same position as nearly as may be as if the name of the LLP had not been struck off.

- (9) Upon a certified copy of the order under sub-rule (8) being delivered to the Registrar for registration in [form 22](#) along with fee as mentioned in [Annexure 'B'](#), the LLP shall be deemed to have continued in existence as if its name had not been struck off.

CHAPTER XIV

SECOND SCHEDULE

CONVERSION FROM FIRM TO LIMITED LIABILITY PARTNERSHIP

Para 4(a) of the Second Schedule

- 38(1) For the purposes of para 4(a) of the Second Schedule, each partner of the firm shall give a statement along with the application for its conversion to limited liability partnership in [form 17](#).
- (2) The fees to be paid to the Registrar in pursuance of para 4(a) of the Second Schedule for the conversion of the firm to the limited liability partnership shall be as mentioned in [Annexure B](#).
- (3) The Registrar shall, on conversion of firm into limited liability partnership shall issue a certificate of registration under his seal in [form 19](#).
- (2) For the purposes of para 5 of the Second Schedule, the limited liability partnership shall inform the concerned Registrar of firms about conversion of firm into limited liability partnership in [form 14](#).

CHAPTER XV
THIRD SCHEDULE
CONVERSION FROM PRIVATE COMPANY TO LIMITED LIABILITY
PARTNERSHIP

Para 3(a) of third schedule.

- 39(1) For the purposes of para 3(a) of the Third Schedule, each shareholder of the private company shall give a statement along with the application for its conversion to limited liability partnership in [form 18](#).
- (2) The fees to be paid to the registrar in pursuance of para 3(a) of the Third Schedule for the conversion of the private company to the limited liability partnership shall be as mentioned in [Annexure B](#).
- (3) The Registrar shall, on conversion of any private company into limited liability partnership shall issue a certificate of registration under his seal in [form 19](#).
- (4) For the purposes of para 4 of the Third Schedule, the limited liability partnership shall inform the concerned Registrar of companies about conversion of private company into limited liability partnership in [form 14](#).

CHAPTER XVI
FOURTH SCHEDULE
CONVERSION FROM UNLISTED PUBLIC COMPANY TO LIMITED
LIABILITY PARTNERSHIP

Para 4(a) of the Fourth Schedule.

- 40(1) For the purposes of para 4 (a) of the Fourth Schedule, each shareholder of the unlisted public company shall give a statement along with the application for its conversion to limited liability partnership in [form 18](#).
- (2) The fees to be paid to the registrar in pursuance of para 4 (a) of the Fourth Schedule for the conversion of the unlisted public company to the limited liability partnership shall be as mentioned in [Annexure B](#).
- (3) The Registrar shall, on conversion of any unlisted public company into limited liability partnership shall issue a certificate of registration under his seal in [form 19](#).
- (4) For the purposes of para 5 of the Fourth Schedule, the limited liability partnership shall inform the concerned Registrar of companies about conversion of unlisted public company into limited liability partnership in [form 14](#).

ANNEXURE 'A'

Form 1

Form for application for reservation or change of name

[Pursuant to section 16(1) of the
Limited Liability Partnership Act, 2008]

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(a) *Name of applicant

(b) *Occupation

(c) *Address Line I

Line II

(d) *City

(e) *State

(f) *ISO Country Code

(g) *Pin code

(h) e-mail ID

(i) Phone

(j) Fax

3. Details of proposed partners

***Number of partners (drop down)**

* (i) Name of partner

* (ii) Name of partner

4. * Name of the state in which the proposed limited liability partnership is to be registered

5. * Name of the office of Registrar of Companies in which the proposed limited liability partnership is to be registered

6. Proposed name of the limited liability partnership (please give three names in order of preference)

(a)*

(b)

(c)

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

(a)

(b)

(c)

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

[To discuss] 9. * Whether the proposed name(s) is in consonance with the main business

☐ Yes ☐ No

[To discuss] 10.* Particulars of designated partners (specify information of at least two designated partners one of whom is resident in India)

(i) * Designated Partner Identification Number DPIN

(ii) Name

(iii) * Whether nominee of a body corporate Yes ☐ No ☐

If yes, name of body corporate

LLPIN/CIN/FLLPIN/FCIN/GLN

(iv) * Father's / Husband's Name

(v) *Nationality

(vi)*Occupation

(vii) Date of Birth (DD/MM/YY)

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

Voter Identity card

Passport Number

Others (Specify)

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

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

Names & address of the partnership firm(s)

Name:

Address of principal office:

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

LLPIN and Name and of the limited liability partnership(s)

LLPIN No. Name of Limited Liability Partnership

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

DIN

Name and CIN of the Company(s)

CIN Name of Company

(x) Permanent Residential Address

* Address Line I

Line II

* City * State

* Pin * ISO Country Code

Phone Fax

Email ID

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

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

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

(Please Tick ☒) Yes ☐ No ☐

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

Part B: In case of change of name

12. * LLPIN of limited liability partnership

Pre-fill

13.(a) Name of the limited liability partnership

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

14. * Reasons for change of name

15. SRN. Of earlier form 1 (if any)

Attachments

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

List of attachments

--

Declaration

To the best of our 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, the rules framed thereunder in respect of reservation of name.

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

OR

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

To be digitally signed by applicant

--

[Modify](#)

[Check form](#)

[Pre-scrutiny](#)

[Submit](#)

Form of Incorporation Document

[Pursuant to section 11(2) of the Limited Liability Partnership Act, 2008]

Incorporation Document

1. * Name of the limited liability partnership :
2. * State in which the registered office of the limited liability partnership is to be situated:
3. * Address of registered office of the limited liability partnership
 - Line 1
 - Line 2
 - City District
 - State PIN Code
4. * Business to be carried on by the limited liability partnership:
- 5
 - (a) * Number of partners (including designated partners) :
 - (b) Particulars of partners (including designated partners)
 - (i) Partners who are individuals:**
 - * No. of partners who are individuals dropdown
 - Name :
 - Father's / Husband's Name :
 - Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

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

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

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

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

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

Names & address of the partnership firm(s)

Name:

Address of principal office:

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

LLPIN and name of the limited liability partnership(s)

LLPIN Name of limited liability partnership

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

DIN

Name and CIN of the Company(s)

CIN Name of Company

(ii) Partners which are limited liability partnerships

No. of partners which are limited liability partnerships Dropdown

Name

LLPIN

PAN number of the limited liability partnership

Full address of registered office

Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

Website

Name and particulars of the person signing on behalf of the limited liability partnership

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

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

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

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

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

(iii) Partners which are companies

No. of partners which are companies Dropdown

Name

CIN number

PAN number of the Company

Full address of registered office

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

Name and particulars of the person signing on behalf of the company

Designation & authority of person signing on behalf of the company

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

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

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

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

(iv) Partners which are foreign limited liability partnerships

No. of partners which are foreign limited liability partnerships Dropdown

Name

FLLPIN number

Country where the foreign limited liability partnership is registered

State of principal place of business in India

Date of establishment of principal place of business in India

Full address of registered or principal office

Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

Website

Name and particulars of person authorized to sign on behalf of foreign limited liability partnership

Designation & authority of person signing on behalf of foreign limited liability partnership

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

Address Line I

Line II

City State
Pin ISO Country Code
Phone Fax
Email ID

Whether present residential address is same as the permanent residential address:
(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

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

(v) Partners which are limited liability partnerships incorporated outside India

No. of partners which are limited liability partnerships incorporated outside India Dropdown

Name
Country where the limited liability partnership is incorporated
Body Corporate Number
Full address of the registered office
City State
PIN Code ISO Country Code
Phone Fax
E-mail ID
Website

The statute under which the limited liability partnership is registered

Name and particulars of person authorized to sign on behalf of limited liability partnership incorporated outside India

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

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

(vi) Partners which are Foreign companies

No. of partners which are foreign companies Dropdown

Name

Country where the foreign company is incorporated

FCIN number

State of principal place of business in India

Date of establishment of principal place of business in India

Full address of the registered or principal office

Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

Website

Name and particulars of person authorized to sign on behalf of foreign company

Designation & authority of person signing on behalf of the foreign company

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

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

(vii) Partners which are companies incorporated outside India

No. of partners which companies incorporated outside India Dropdown

Name

Country where the company is incorporated

Body Corporate Number

Full address of the registered or principal office

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

The statute under which the Company is registered

Name and particulars of person authorized to sign on behalf of the company incorporated outside India

Designation & authority of person signing on behalf of the company incorporated outside India

Whether resident in India: (Please Tick ☒) Yes ☐ No ☐

Fathers' / Husband's name :

Designation : Occupation:

Nationality : Date of birth:

Voter Identity Card Number

Income-tax permanent account number (PAN) :

Passport number :

Others (specify)

Residential Address :

Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

6. (a) * Whether each of the partners from time to time is to be designated partner:

(Please Tick ☒) Yes ☐ No ☐

(b) If no, number of designated partners Dropdown

(c) * Names of designated partners

* Name

* Designated Partner Identification Number (DPIN)

* Whether nominee of a body corporate: Yes ☐ No ☐

If yes,

(i) Name of the body corporate

(ii) Authority

7. Total amount of contribution _____

8. * We, the several partners whose names and addresses are subscribed, are desirous of being formed into a limited liability partnership for carrying on a lawful business with a view to profit and have entered into a limited liability partnership agreement in writing. We respectively agree to contribute money or other property or other benefit or to perform services for the limited liability partnership in accordance with the limited liability partnership agreement, the particulars of which are set opposite our respective names.

Name and address of each partner and his/her signature	Obligation and form of contribution	Name, address, description and occupation of witness and his/her signature

8. * Place

9. * Date

Form of Application & Declaration for Incorporation of a Limited Liability Partnership

[Pursuant to section 11(1) of the Limited Liability Partnership Act, 2008]

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

4. * Indicate Registrar of Companies (ROC) reference number for name reservation:

5. * Name of the limited liability partnership :

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

Line 1

Line 2

City District

State PIN Code

7. * Full address of the police station under whose jurisdiction the Registered Office of the limited liability partnership is situated

Name:

Address

Line1:

Line2

City: State:

Pincode:

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

- 5 (a) * Number of partners (including designated partners):

(b) Particulars of partners (including designated partners)

(i) Partners who are individuals:

* No. of partners who are individuals dropdown

Name :

Father's Name: Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

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

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

Names & address of the partnership firm(s)

Name:

Address of principal office:

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

LLPIN and name of the limited liability partnership(s)

LLPIN Name of limited liability partnership

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

DIN

Name and CIN of the Company(s)

CIN Name of company

(ii) Partners which are limited liability partnerships

No. of partners which are limited liability partnerships Dropdown

Name

LLPIN

PAN number of the limited liability partnership

Full address of registered office

Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

Website

Name and particulars of the person signing on behalf of the limited liability partnership

Designation of person signing on behalf of the limited liability partnership

Father's Name : Husband's Name:

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

(iii) Partners which are companies

No. of partners which are companies Dropdown

Name

CIN number

PAN number of the Company

Full address of registered office

Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

Website

Name and particulars of the person signing on behalf of the company

Designation & authority of person signing on behalf of the company

Father's Name : Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

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

(vi) Partners which are foreign limited liability partnerships

No. of partners which are foreign limited liability partnerships Dropdown

Name

FLLPIN number

Country where the foreign limited liability partnership is registered

State of principal place of business in India

Date of establishment of principal place of business in India

Full address of registered or principal office

Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

Website

The statute under which the foreign limited liability partnership is registered

Name and particulars of person authorized to sign on behalf of foreign limited liability partnership

Designation & authority of person signing on behalf of foreign limited liability partnership

Father's Name :

Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

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

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

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

(vii) Partners which are limited liability partnerships incorporated outside India

No. of partners which are limited liability partnerships incorporated outside India Dropdown

Name

Country where the limited liability partnership is incorporated

Body Corporate Number

Full address of the registered office
City State
PIN Code ISO Country Code
Phone Fax
E-mail ID
Website

The statute under which the limited liability partnership is registered

Name and particulars of person authorized to sign on behalf of limited liability partnership incorporated outside India

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

Father's Name : Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

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

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

(vi) Partners which are Foreign companies

No. of partners which are foreign companies Dropdown

Name

Country where the foreign company is incorporated

FCIN number

State of principal place of business in India

Date of establishment of principal place of business in India

Full address of the registered or principal office

Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

Website

Name and particulars of person authorized to sign on behalf of foreign company

Designation & authority of person signing on behalf of the foreign company

Father's Name : Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

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

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

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

(viii) Partners which are companies incorporated outside India

No. of partners which are companies incorporated outside India Dropdown

Name

Country where the company is incorporated

Body Corporate Number

Full address of the registered or principal office

Line I

Line II

City State

Pin ISO Country Code
Phone Fax
Email ID
Website

The statute under which the Company is registered

Name and particulars of person authorized to sign on behalf of the company
incorporated outside India

Designation & authority of person signing on behalf of the company incorporated
outside India

Whether resident in India: (Please Tick ☒) Yes ☐ No ☐

Fathers' name : Husband's name :

Designation : Occupation:

Nationality : Date of birth:

Income-tax permanent account number (PAN) :

Passport number :

Voter identity card number

Other (specify)

Residential Address :

Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

Address Line I

Line II

City State
Pin ISO Country Code
Phone Fax
Email ID

6. (a) * Whether each of the partners from time to time is to be designated partner:
(Please Tick ☒) Yes ☐ No ☐

(b) If no, number of designated partners Dropdown

(c) Names of designated partners

* Name

* Designated Partner Identification Number (DPIN)

* Whether nominee of a body corporate: Yes ☐ No ☐

If yes,

(i) Name of the body corporate

(ii) Authority

7. * Obligation of contribution of each partner

Name of each partner	Obligation and form of contribution

Declaration by designated partner/partner:*

I _____ Oson/ Odaughter/O wife of _____ do solemnly state as under:

i. I am a person named in the incorporation document as a designated partner/partner of the limited liability partnership;

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 solemn declaration conscientiously believing the same to be true.

Declaration by advocate/company secretary/chartered accountant/cost accountant:

I _____ ☐ son/ ☐ daughter/ ☐ wife of _____ do solemnly declare as under:

(i) that I am

- ☐ an advocate who is engaged in the formation of the limited liability partnership
- ☐ a company secretary who is engaged in the formation of the limited liability partnership
- ☐ a chartered accountant who is engaged in the formation of the limited liability partnership
- ☐ a cost accountant who is engaged in the formation of the limited liability partnership

(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 solemn declaration conscientiously believing the same to be true.

Attachments:

1. Incorporation document.
2. Form 4 (limited liability partnership agreement)
3. Form 5 - Consent of each partner to become a partner alongwith proof of identification and address.
4. Consent of each designated partner to act as designated partner.
5. Copy of authorization where the partner is a limited liability partnership, or company, or a foreign limited liability partnership or a limited liability partnership incorporated outside India or a foreign company or a company incorporated outside India.
6. Proof of address of registered office of limited liability partnership.
7. Optional attachments (if any):

To be digitally signed by

A person named in the incorporation document as a partner

and

Advocate / Company Secretary / Chartered Accountant / Cost Accountant

**Form for filing Limited Liability Partnership
Agreement and changes, if any, made therein**
[Pursuant to section 23(2) of the Limited Liability Partnership Act, 2008]

Part A - For filing LLP Agreement

1. SRN of Form 1
2. Place at which the Limited Liability Partnership Agreement is made
3. Date of the Agreement
4. Name of Limited Liability Partnership
5. Address of Registered Office

Line 1

Line 2

City District

State PIN Code

ISO Country Code

Phone Fax

Email ID

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

7. Designated Partners

1. Names of persons who shall be designated partners on incorporation.[Sec 7(2)(i)(a)]

OR

Whether each of the partners from time to time is to be designated partner. [Sec 7(2)(i)(b)]

Yes ☐ No ☐

2. Acts, matters or things required to be done by a designated partner. [Sec 8(a)].
3. Powers in relation to acts, matters, or things which the designated partner or partners can exercise only with the consent of all the partners/requisite number or percentage of partners.
8. Obligation to contribute
 1. Obligation of each partner to contribute money or property or other benefit or to perform services. [Sec 33(1)].
9. Partners' Duties
 1. Powers, duties and authority of each partner. [Sec 27(1)(a)].
 2. Mutual rights and duties of partners [Sec 23(1)].
 3. Mutual rights and duties of limited liability partnership and partners [Sec 23(1)].
10. Restrictions on Partners' Authority

Restrictions, if any, on the partners' authority.
11. Management and Administration of Limited Liability Partnership
 1. List of acts, matters or things, if any, which can be done only with the consent of all the partners.
 2. List of acts, matters or things, if any, which can be done with the consent of majority of the partners.
 3. List of acts, matters or things, if any, which can be done only with the consent of requisite number or percentage of the partners.
 4. Manner, if any, in which the consent of the partners is to be obtained.

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

12. Whether the LLP has a common seal

Yes ☐ No ☐

If yes, authority to affix the seal

13. Indemnity clause, if any

14. Clauses relating to

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

15. Obligations, rights, entitlements of a partner on retirement, cessation, expulsion or resignation.

16. Clauses, if any, relating to resolution of disputes

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

17. Duration of Limited Liability Partnership, if any.

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

19. Any other information or clause relating to the Limited Liability Agreement not covered above (Optional)

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

20. LLPIN

21. Please indicate the changes in the LLP Agreement pertaining to any of the items 2 to 19 above:

22. Indicate any other change or changes in Limited Liability Partnership Agreement not covered under 20 above
23. (i) Amount of contribution at the time of incorporation or before filing this form.
- (ii) Addition thereto
- (iii) Total

Verification

I _____, son/daughter/wife of _____ do solemnly state as under :

- (i) I am a person named in the Incorporation Document as a designated Partner/I am a designated Partner of the limited liability partnership:
- (ii) that the particulars given above are in accordance with the limited liability partnership agreement/ agreement relating to change in the limited liability partnership agreement, a true copy of which is attached.
- (iii) That I make solemn verification conscientiously believing the same to be true.

Signed _____
DPIN _____

Date:.....

Form 5

Notice of appointment of partners and the changes among them or consent of incoming partner to become a partner / Designated Partner

[Pursuant to sections 25(2)(a), 25(2)(b), 25(3)(c) and 7(4) of the Limited Liability Partnership Act, 2008]

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

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

2. * LLPIN or Form 3 reference number

3. Name of the limited liability partnership

Address of the registered office of the limited liability partnership

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

4. * Number of partners (including designated partners)

5. Number of partners who are:

(i) Individuals

(ii) Limited Liability Partnerships

(iii) Companies

(iv) Foreign limited liability partnerships

(v) Limited liability partnerships incorporated outside India

(vi) Foreign Companies

(vii) Companies incorporated outside India

6. Particulars of partners

Designation (Partner/Designated Partner)

Information of the type of partner appointed should come automatically on selection

☐ Appointment ☐ Cessation ☐ Change in name of partner / designated partner

☐ Change in address of partner / designated partner

(i) Partners who are individuals:

Name :

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

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

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

Names & address of the partnership firm(s)

Name:

Address of principal office:

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

LLPIN and name of the limited liability partnership(s)

LLPIN Name of limited liability partnership

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

DIN

Name and CIN of the Company(s)

CIN Name of Company

(ii) Partners which are limited liability partnerships

Name

LLPIN

PAN number of the limited liability partnership

Full address of registered office

Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

Website

Name and particulars of the person signing on behalf of the limited liability partnership

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

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

Address Line I

 Line II

 City State

 Pin ISO Country Code

 Phone Fax

 Email ID

Whether present residential address is same as the permanent residential address:
(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

Address Line I

 Line II

 City State

 Pin ISO Country Code

 Phone Fax

 Email ID

(iii) Partners which are companies

Name

CIN number

PAN number of the Company

Full address of registered office

Line I	<input type="text"/>		
Line II	<input type="text"/>		
City	<input type="text"/>	State	<input type="text"/>
Pin	<input type="text"/>	ISO Country Code	<input type="text"/>
Phone	<input type="text"/>	Fax	<input type="text"/>
Email ID	<input type="text"/>		
Website	<input type="text"/>		

Name and particulars of the person signing on behalf of the company

Designation & authority of person signing on behalf of the company

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

Address	Line I	<input type="text"/>	
	Line II	<input type="text"/>	
	City	<input type="text"/>	State <input type="text"/>
	Pin	<input type="text"/>	ISO Country Code <input type="text"/>
	Phone	<input type="text"/>	Fax <input type="text"/>
	Email ID	<input type="text"/>	

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

Address	Line I	<input type="text"/>
		<input type="text"/>

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

(viii) Partners which are foreign limited liability partnerships

Name

FLLPIN number

Country where the foreign limited liability partnership is registered

State of principal place of business in India

Date of establishment of principal place of business in India

Full address of registered or principal office

Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

Website

Name and particulars of person authorized to sign on behalf of foreign limited liability partnership

Designation & authority of person signing on behalf of foreign limited liability partnership

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

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

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

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

(ix) Partners which are limited liability partnerships incorporated outside India

Name
Country where the limited liability partnership is incorporated
Body Corporate Number
Full address of the registered office
City State
PIN Code ISO Country Code
Phone Fax
E-mail ID

Website

The statute under which the limited liability partnership is registered

Name and particulars of person authorized to sign on behalf of limited liability partnership incorporated outside India

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

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number :

Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes

☐

No

☐

Permanent residential address

Address

Line I

Line II

City

State

Pin

ISO Country Code

Phone

Fax

Email ID

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

(Please Tick ☒)

Yes

☐

No

☐

If no, present residential address

Address

Line I

Line II

City

State

Pin

ISO Country Code

Phone

Fax

Email ID

(vi) Partners which are Foreign companies

Name
Country where the foreign company is incorporated
FCIN number
State of principal place of business in India

Date of establishment of principal place of business in India

Full address of the registered or principal office

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

Name and particulars of person authorized to sign on behalf of foreign company

Designation & authority of person signing on behalf of the foreign company

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Permanent residential address

Address Line I

Line II	<input type="text"/>		
City	<input type="text"/>	State	<input type="text"/>
Pin	<input type="text"/>	ISO Country Code	<input type="text"/>
Phone	<input type="text"/>	Fax	<input type="text"/>
Email ID	<input type="text"/>		

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

Address	Line I	<input type="text"/>		
	Line II	<input type="text"/>		
	City	<input type="text"/>	State	<input type="text"/>
	Pin	<input type="text"/>	ISO Country Code	<input type="text"/>
	Phone	<input type="text"/>	Fax	<input type="text"/>
	Email ID	<input type="text"/>		

(ix) Partners which are companies incorporated outside India

Name	<input type="text"/>
Country where the company is incorporated	<input type="text"/>
Body Corporate Number	<input type="text"/>
Full address of the registered or principal office	

Line I	<input type="text"/>		
Line II	<input type="text"/>		
City	<input type="text"/>	State	<input type="text"/>
Pin	<input type="text"/>	ISO Country Code	<input type="text"/>
Phone	<input type="text"/>	Fax	<input type="text"/>
Email ID	<input type="text"/>		
Website	<input type="text"/>		
The statute under which the Company is registered			
<input type="text"/>			

Name and particulars of person authorized to sign on behalf of the company incorporated outside India

Designation & authority of person signing on behalf of the company incorporated outside India

Whether resident in India: (Please Tick ☒) Yes ☐ No ☐

Fathers' / Husband's name :

Designation : Occupation:

Nationality : Date of birth:

Voter Identity Card Number

Income-tax permanent account number (PAN) :

Passport number :

Others (specify)

Residential Address :

Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

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

(Please Tick ☒) Yes ☐ No ☐

If no, present residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

7. In case of cessation – Date on which he ceased to be partner

8. Whether there is change in residential address

☐ Yes ☐ No

New Address

9. Whether there is change in name

☐ Yes ☐ No

Changed name

10. Consent to become a partner / designated partner

I, _____ hereby testify my consent to become a ☐ partner ☐ designated partner of the _____ Limited Liability Partnership pursuant to Section 25(3)(c) / 7(4) of the Limited Liability Partnership Act, 2008.

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

Signed Designation

Attachments:

1. Evidence of cessation.
2. Affidavit or any other proof of change of name
3. Proof of change of address
4. Optional Attachments
5. Where the appointing partner is a body corporate, charter of such body corporate.
6. Authority of the person signing on behalf of body corporate.

Declaration

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

I am authorised to sign and submit this form.

To be digitally signed by designated partner (Sec. 25(3)(b))

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

Verification:

Certificate

It is hereby certified that I have verified the above particulars from the books and records of _____ Limited Liability Partnership and found them to be true & correct.

☐ **Company Secretary**

Whether associate or fellow ☐ Associate ☐ Fellow

Certificate of Practice Number

Modify

Check Form

Prescrutiny

Submit

For office use only:

This e-Form is hereby registered

Digital Signature of the authorizing officer _____ Submit to BO _____

Form 6

Intimation of particulars / change in particulars to the Limited Liability Partnership by the Partner

(Pursuant to section 25(1) of the Limited Liability Partnership Act, 2008).

1. This form is for intimating Limited Liability Partnership

O particulars

O change in particulars by the partner.

Type of partner:

I. Individual

☐

II. Limited liability partnership

☐

III. Company

☐

IV. Foreign limited liability partnership

☐

V. Limited liability partnership incorporated outside India

☐

VI. Foreign company

☐

VII. Company incorporated outside India

☐

Part A

I. Intimation of particulars - Individual

2(a) First Name:

2(b) Last Name:

2(c) Middle Name:

2(d) Name as written:

3. Father's Name/Husband's Name

4. Whether its citizen of India O Yes O No

5. Nationality:

6. Whether Resident in India: O Yes O No

7. Date of Birth:

8. Gender: O M O F

9. Income tax permanent account number

10. Voter's identity card

11. Passport number

12. Others (specify)

13. Permanent Residential Address

Line I

Line II

City
State
Country
Pin Code
Phone
Fax
E-mail

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

O Yes O No

15. Present residential address

Line I
Line II
City
State
Country
Pin Code
Phone
Fax

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

O Yes O No

17. Names and addresses of the partnership firm(s)

Name Address of principal office

18. LLPIN and name of the limited liability partnership(s)

LLPIN Name of limited liability partnership

19. CIN and names of the companies in which a director

CIN DIN Name

II. Intimation of particulars – Limited liability partnership

LLPIN:

Name :

PAN number of the limited liability partnership

Full address of registered office

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

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

Please give particulars of the person authorized in the format as given above in respect of individual partner.

III. Intimation of particulars – Company

CIN

Name

PAN number of the company

Full address of registered office

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

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

Please give particulars of the person authorized in the format as given above in respect of individual partner.

IV. Intimation of particulars – Foreign limited liability partnership

FLLPIN:

Name :

Country where the foreign limited liability partnership is registered.

Date of establishment of principal place of business in India

Full address of principal place of business in India

The statute under which the foreign limited liability partnership is registered

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

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

Please give particulars of the person authorized in the format as given above in respect of individual partner

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

Name :

Country where the limited liability partnership is incorporated

Body corporate number

Full address of the registered office

The statute under which the limited liability partnership is registered

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

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

Please give particulars of the person authorized in the format as given above in respect of individual partner

VI. Intimation of particulars – Foreign company

FCIN:

Name :

Country where the foreign company is registered.

Date of establishment of principal place of business in India

Full address of principal place of business in India

The statute under which the foreign company is registered

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

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

Please give particulars of the person authorized in the format as given above in respect of individual partner

VII. Intimation of particulars – Company incorporated outside India

Name :

Country where the company is incorporated

Body corporate number

Full address of the registered office

The statute under which the company is registered

Name of the person who will be signing on behalf of the company incorporated outside India

Designation and authority of the person signing on behalf of company incorporated outside India

Please give particulars of the person authorized in the format as given above in respect of individual partner

PART B – Intimation of change in particulars

Please give below the particulars sought to be changed

The following documents in support of the above are attached

I _____ son/daughter of _____

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

Signature

Date

Place

Form 7

Application for allotment of Designated Partner Identification Number

[Pursuant to Section 7(6) of the Limited Liability Partnership Act, 2008 read with Sections 266A to 266G of the Companies Act, 1956]

Please make a payment of Rs.100 by accessing DPIN application fee option under Pay Miscellaneous Fee on the portal. You are required to send the DIN application to the DIN cell only after payment has been made.

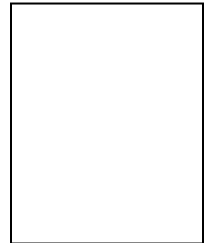
Service Request Number (SRN) of fee paid :

(To be filled by the applicant after making payment with respect to provisional DPIN)

Provisional Designated Partner Identification Number (DPIN) :

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

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



1. DIN (if allotted)

2(a). First name :

2(b). Last name :

2(c). Middle name :

Father's /Husband's name

3(a). First name :

3(b). Last name :

3(c). Middle name :

4. Whether a citizen of India : ☐ Yes ☐ No

5. Nationality:

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

7. Gender :

8. Place of birth

9. Income tax permanent account number

10. Voter's identity card number :

11. Passport number :

12. Driving license number:

13. Other (specify):

Permanent Residential Address

14(a) Line I*

Line II

14 (b). City* :

14 (c). State* :

14 (d). Country* :

14(e). Pin code* :

14 (f). Phone :

14(g). Fax :

14(h). Email ID* :

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

Present Residential Address

16(a) Line I*

Line II

16(b). City* :

16(c). State* :

16(d). Country* :

16(e). Pin code* :

16 (f). Phone :

16(g). Fax :

17. Whether resident of India ☐ Yes ☐ No

*Mandatory Field

[Instruction Kit](#)

Following documents are being enclosed :

Proof of Identity (Tick against the document being enclosed)

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

5. Others-Please Specify

Proof of residence (Tick against the document being enclosed)

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

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

Signature of the applicant (to be signed for submission of physical copy of the form with MCA)

Dated _____

Place _____

General Guidelines for DIN Application

1. **Obtain Provisional DPIN** - The applicant should first fill in the application on-line, generate a provisional DPIN and then take a print out for dispatch to the DIN Processing Cell. All application without a provisional DPIN cannot be accepted for further process and would merit straight rejection.
2. **Attestation/certification of photograph, proof identity and proof of residence** – A Public Notary or a Gazetted Officer of a Government or a practising professional (Chartered Accountant/ Company Secretary/Cost Accountant) or a Company Secretary in full time employment of the company.
3. **Particulars of the attesting/certifying authority** – The attesting authority must indicate the following while attesting the documents : (i) Signatures; (ii) Name in full in Capitals; (iii) Registration No; and (iv) Seal/ Stamp.
4. **Language of proofs for identity and residence** – In case the proof of identity and proof of residence is in a language other than Hindi or English, a certified copy of translation of the same in Hindi or English should be enclosed and the translation be also certified by the professional who has otherwise certified the said proofs.
5. **Date of Birth** – The proof of identify enclosed with DPIN Form should also contain the Date of Birth of the applicant and the same should match the Date of Birth filled in the application form. In case the proof of identify does not indicate the Date of Birth then additional proof of Date of Birth, duly certified/attested, should be attached.

6. **Father's Name** - The proof of identify enclosed with DPIN Form should also contain the Father's Name of the applicant and the same should match the Father's Name filled in the application form. In case the proof of identify does not indicate the Father's Name then additional proof of Father's Name, duly certified /attested, should be attached.
7. **Process for applications who are (i) Indian citizens residing abroad; (ii) foreign nationals residing in India; and (iii) foreign nationals residing outside India** - While general conditions as mentioned at Sr.No.1,3,4 and 5 would be applicable in these categories also, the certification of attached documents and the photograph may be done by a notary in the home country of the applicant or the Managing Director/CEO of the Company on which he is a Director or the Company Secretary in full time employment of the Company. Further, in the case of a Foreign National, certified copy of the valid passport should be enclosed.

For office use only:

Signature of the Authorizing Officer

Dated _____

Place _____

Form for filing Statement of Account & Solvency

[Pursuant to section 34(2) of the Limited Liability Partnership Act, 2008]

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

Statement of Account and Solvency for the Financial Year ended

LLPIN

Name of the Limited Liability Partnership

Submitted by: (Designated partner)

Declaration of Solvency

We _____ being the designated partners of _____ Limited Liability Partnership do solemnly affirm and sincerely declare that we have made a full enquiry into the affairs of this Limited Liability Partnership, and that, having done so, have formed the opinion that the Limited Liability Partnership is able to pay its debts in full as they become due in the normal course of business.

We append a statement of the Limited Liability Partnership's assets and liabilities as at being the latest practicable date before the making of this declaration.

We make this solemn declaration, conscientiously believing it to be true, and by virtue of the provisions of the Limited Liability Partnership Act, 2008.

Declared at

this day of

Statement of Assets and Liabilities		
ASSETS:-		
Balance at Bank	...	...
Cash in Hand	...	...
Marketable securities	...	...
Bills Receivable	...	...
Trade Debtors	...	...
Loans and Advances	...	...
Stock in Trade	...	...
Work in Progress	...	...
Freehold Property	...	...
Leasehold Property	...	...
Plant and Machinery	...	...
Furniture, Fittings, Utensils, etc.	...	...
Patents, Trade Marks, etc.	...	...
Investments other than Marketable securities	...	...
Other Property	...	...

	Total Assets	...
LIABILITIES:-		
Contribution		
Secured Loans	...	...
Unsecured Loans	...	...
Creditors	...	...
Trade Accounts	...	...
Bills Payable	...	...
Accrued Expenses	...	...
Contingent liabilities	...	...
	Total Liabilities	...

Signature:

Name:

DPIN:

Signature:

Name:

DPIN:

Signature:

Name:

DPIN:

Signature:

Name:

DPIN:

Form 9

Consent to act as Designated Partner

[Pursuant to Section 7(3) of the Limited Liability Partnership Act, 2008]

To

Limited Liability Partnership
(Name and address of the limited
liability partnership)

Date

Subject : Consent to act as Designated Partner

I, hereby testify my consent to act as designated partner of the

Limited Liability Partnership
Pursuant to Section 7(3) of the Limited Liability Partnership Act, 2008.

Sr.No.	Subject	Particulars
---------------	----------------	--------------------

1.	Designated Partner Identification Number (DPIN)	<input type="text"/>
----	---	----------------------

2.	Name	<input type="text"/>
----	------	----------------------

3.	Father's /Husband's Name	<input type="text"/>
----	--------------------------	----------------------

4.	Present residential address	<input type="text"/>
----	-----------------------------	----------------------

5.	e-mail ID	<input type="text"/>
----	-----------	----------------------

6.	Name of the Partnership Firm	<input type="text"/>
----	------------------------------	----------------------

Or

LLPIN & Name of Limited Liability Partnership

Or

CIN & Name of the Company

whose nominee the designated partner is.

I hereby declare that I satisfy the conditions and requirements for being eligible to be a designated partner.

A copy of the DPIN Allotment Letter is enclosed.

Signed:

Date:

Intimation of changes in particulars of Designated Partners' to be given to the Central Government

[Pursuant to Section 7(3) of the Limited Liability Partnership Act, 2008 read with Sections 266A to 266G of the Companies Act, 1956]

1. Designated Partner Identification Number (DPIN)

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

Applicant Name

Nationality

Date of birth

Income tax permanent account number

Voter's identity card number :

Passport number :

Driving license number:

Permanent Residential Address	
-------------------------------	--

Present Residential Address _____

Other (specify)

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

First name :

Last name :

Middle name :

4 . Whether a resident of India ☐ Yes ☐ No

5. Nationality:

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

7. Income tax permanent account number

8. Voter's identity card number :

9. Passport number :

10. Driving license number:

11. Permanent Residential Address

Line I

Line II

(a) City :

(b) State :

(c) Country :

(d) Pin code :

(e). Phone :

(f). Fax :

12. Present Residential Address

Line I

Line II

(a) City :

(b) State :

(c) Country :

(d) Pin code :

(e). Phone :

(f). Fax :

NOTE I: Enclose necessary documents verified by a public notary or gazetted officer or certified professional

Company secretary evidencing change in particulars mentioned above.

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

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

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

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

I _____ son/daughter of _____ resident
of _____ hereby
declare and verify that the information given in this form and the documents enclosed is correct
and complete.

Signature of the applicant

Dated _____ (DD/MM/YYYY)

Place _____

For office use only:

Signature of the Authorizing Officer

Dated _____ (DD/MM/YYYY)

Place _____

Form 11

Annual Return of a Limited Liability Partnership

[Pursuant to section 35(1) of the Limited Liability Partnership Act, 2008]

1. LLPIN
2. Name of Limited liability partnership
3. Address of Registered Office

Line I

Line II

City :

State :

ISO Country Code :

Pin code :

Phone (with STD Code):

Fax :

Email:

Website:

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

Line I

Line II

City :

State :

ISO Country Code :

Pin code :

Phone (with STD Code):

Fax :

Email:

Website:

5. Financial Year end Date to which the Annual Return relates
Day Month Year

6. Business classification

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

7. Principal business activities of the Limited Liability Partnership

8. (a) Number of partners in the Limited Liability Partnership
(including designated partners)

(b) Particulars of partners (including designated partners)

(i) Partners who are individuals:

No. of partners who are individuals dropdown

Name :

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Date of Appointment ____/____/____ Year ____

Date of Ceasing ____/____/____ Year ____

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Usual Residential address

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

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

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

Names & address of the partnership firm(s)

Name:

Address of principal office:

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

LLPIN and name of the limited liability partnership(s)

LLPIN Name of limited liability partnership

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

DIN

Name and CIN of the Company(s)

CIN Name of Company

(ii) Partners which are limited liability partnerships

No. of partners which are limited liability partnerships Dropdown

Name

LLPIN

Date of Appointment ____/____ Year ____

Date of Ceasing ____/____ Year ____

PAN number of the limited liability partnership

Full address of registered office

Line I	<input type="text"/>		
Line II	<input type="text"/>		
City	<input type="text"/>	State	<input type="text"/>
Pin	<input type="text"/>	ISO Country Code	<input type="text"/>
Phone with STD	<input type="text"/>	Fax	<input type="text"/>
Email ID	<input type="text"/>		
Website	<input type="text"/>		

Name and particulars of the person signing on behalf of the limited liability partnership

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

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Date of Appointment ____/____ Year ____

Date of Ceasing ____/____ Year ____

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Usual residential address

Address	Line I	<input type="text"/>		
	Line II	<input type="text"/>		
	City	<input type="text"/>	State	<input type="text"/>
	Pin	<input type="text"/>	ISO Country Code	<input type="text"/>
	Phone with STD	<input type="text"/>	Fax	<input type="text"/>
	Email ID	<input type="text"/>		

(iii) Partners which are companies

No. of partners which are companies Dropdown

Name

Date of Appointment / Year

Date of Ceasing / Year

CIN number

PAN number of the Company

Full address of registered office

Line I

Line II

City State

Pin ISO Country Code

Phone with STD Fax

Email ID

Website

Name and particulars of the person signing on behalf of the company

Designation & authority of person signing on behalf of the company

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Date of Appointment / Year

Date of Ceasing / Year

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Usual residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone with STD Fax

Email ID

(x) Partners which are foreign limited liability partnerships

No. of partners which are foreign limited liability partnerships Dropdown

Name

FLLPIN number

Date of Appointment ____/____ Year ____

Date of Ceasing ____/____ Year ____

Country where the foreign limited liability partnership is registered

State of principal place of business in India

Date of establishment of principal place of business in India

Full address of registered or principal office

Line I

Line II

City State

Pin ISO Country Code

Phone with STD Fax

Email ID

Website

Name and particulars of person authorized to sign on behalf of foreign limited liability partnership

Designation & authority of person signing on behalf of foreign limited liability partnership

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Date of Appointment ____/____ Year ____

Date of Ceasing ____/____ Year ____

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Usual residential address

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

(xi) Partners which are limited liability partnerships incorporated outside India

No. of partners which are limited liability partnerships incorporated outside India Dropdown

Name

Country where the limited liability partnership is incorporated

Body Corporate Number

Date of Appointment ____/____ Year ____

Date of Ceasing ____/____ Year ____

Full address of the registered office

City State

PIN Code ISO Country Code

Phone with STD Fax

E-mail ID

Website

The statute under which the limited liability partnership is registered

Name and particulars of person authorized to sign on behalf of limited liability partnership incorporated outside India

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

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Date of Appointment ____/____ Year ____

Date of Ceasing ____/____ Year ____

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Usual residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone Fax

Email ID

(vi) Partners which are Foreign companies

No. of partners which are foreign companies Dropdown

Name

Country where the foreign company is incorporated

FCIN number

Date of Appointment ____/____ Year ____

Date of Ceasing ____/____ Year ____

State of principal place of business in India

Date of establishment of principal place of business in India

Full address of the registered or principal office

Line I

Line II

City State

Pin ISO Country Code

Phone with STD Fax

Email ID

Website

Name and particulars of person authorized to sign on behalf of foreign company

Designation & authority of person signing on behalf of the foreign company

Father's / Husband's Name :

Nationality :

Date of birth :

Occupation :

Income-tax permanent account number (PAN) :

Voter identity card number : Passport Number :

Others (specify)

Date of Appointment ____/____ Year ____

Date of Ceasing ____/____ Year ____

Whether resident in India (Please Tick ☒) Yes ☐ No ☐

Usual residential address

Address Line I

Line II

City State

Pin ISO Country Code

Phone with STD Fax

Email ID

(x) Partners which are companies incorporated outside India

No. of partners which companies incorporated outside India Dropdown

Name

Country where the company is incorporated

Body Corporate Number

Date of Appointment ____/____ Year ____

Date of Ceasing ____/____ Year ____

Full address of the registered or principal office

Line I

Line II

City State

Pin ISO Country Code

Phone with STD

Email ID

Website

The statute under which the Company is registered

Name and particulars of person authorized to sign on behalf of the company incorporated outside India

Designation & authority of person signing on behalf of the company incorporated outside India

Whether resident in India: (Please Tick ☒) Yes ☐ No ☐

Fathers' / Husband's name :

Designation : Occupation:

Nationality : Date of birth:

Voter Identity Card Number

Income-tax permanent account number (PAN) :

Passport number :

Others (specify)

Date of Appointment ____/____ Year ____

Date of Ceasing ____/____ Year ____

Usual residential Address :

Line I

Line II

City State

Pin ISO Country Code

Phone with STD Fax

Email ID

10. (a) Whether each of the partners from time to time is to be designated partner:
(Please Tick ☒) ____ Yes ____ No

(b) If no, number of designated partners Dropdown

(c) Particulars of Designated Partners

DPIN

Name

Address

Line I

Line II

City :

State :

ISO Country Code:

Pin code :

Phone with STD

Fax :

Email:

Date of Appointment ____/____ Year ____

Date of Ceasing ____/____ Year ____

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

☐ Yes ☐ No

Names and addresses of the partnership firm(s)

Name

Address of principal office

LLPIN and name of the limited liability partnership(s)

LLPIN

Name of limited liability partnership

CIN and names of the companies in which a director

CIN

DIN

Name

Whether nominee of a body corporate

☐ Yes ☐ No

i. If the body corporate is a Limited Liability Partnership

Name of Limited liability partnership

LLPIN:

PAN number of the limited liability partnership

Full address of registered office

ii. If the body corporate is a Company

Name of the company

CIN

PAN number of the company

Full address of registered office

.

iii. If the body corporate is a Foreign limited liability partnership

Name of Foreign limited liability partnership

FLLPIN:

Country where the foreign limited liability partnership is registered.

Date of establishment of principal place of business in India

Full address of principal place of business in India

The statute under which the foreign limited liability partnership is registered

iv. If the body corporate is a Limited liability partnership incorporated outside India

Name of Limited liability partnership incorporated outside India
:

Country where the limited liability partnership is incorporated

Body corporate number

Full address of the registered office

The statute under which the limited liability partnership is registered

v. If the body corporate is a Foreign company

Name of Foreign Company

FCIN:

Country where the foreign company is registered.

Date of establishment of principal place of business in India

Full address of principal place of business in India

The statute under which the foreign company is registered

vi. If the body corporate is a Company incorporated outside India

Name of the company incorporate outside India

Country where the company is incorporated

Body corporate number

Full address of the registered office

The statute under which the company is registered

11. Obligations of the Partners to contribute

Sr. No.	Name of Partner	Obligation and form of contribution	Contributions received and accounted for

12. Particulars of Penalties imposed on the :

i. Limited liability partnership

Section No.	offence	Penalty imposed

(ii) Partners/ Designated partners

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

(iii) Particulars of compounding of offences

Section No.	Offence	Date of Compounding of offence

Attachments

(i) Where the number of partners exceeds 100, then attach details of the 100 partners here; and submit the details of all other partners in a CD separately.

(ii) Optional Attachments, if any

Verification

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

To be digitally signed by

Designated Partner

Authentication

I confirm that all the particulars mentioned above are true as per the books and records of _____ Limited Liability Partnership and found them to be true & correct.

☐ **Company Secretary**

Whether associate or fellow ☐ Associate ☐ Fellow

Certificate of Practice Number

Form for intimating other address for service of documents

[Pursuant to Section 13(2) of the Limited Liability Partnership Act, 2008]

1. LLPIN

2. Name of the Limited Liability Partnership

3. Address of Registered Office

Line I

Line II

City :

State :

ISO Country Code :

Pin code :

Phone (with STD Code):

Fax :

Email:

Website:

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

Line I

Line II

City :

State :

ISO Country Code :

Pin code :

Phone (with STD Code)

Fax :

Email:

Date from which the other address is to be effective:

(Effective Date cannot be prior to the date of filing nor more than 30 days after the date of filing)

Attachments

1. Copy of the minutes of decision/resolution/consent of partners along with the extracts of the relevant provision of the Limited Liability Partnership Agreement.
2. Proof of address
3. Optional Attachments (if any)

Certificate:

This is to certify that the decision relating to the address other than the address of the Registered office of the above mentioned Limited Liability Partnership, for the service of documents as stated in section 13(2) of the Limited Liability Partnership Act, 2008, has been taken with the consent of all the partners/requisite number or percentage of partners required for the purpose in terms of the Limited Liability Partnership Agreement.

To be digitally signed by:

Designated Partner

Form 13

Notice by Partner to resign as a Partner to the other Partners.

[Pursuant to section 24(1) of the Limited Liability Partnership Act, 2008]

To

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

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

Date

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

In accordance with the provisions of section 24(1) of the Limited Liability Partnership Act, 2008, _____(Name of Partner) doth hereby give notice of his/its intention to resign as a partner of the _____Limited Liability Partnership with effect from _____.

Name of the partner _____

Address _____

* Name of the Authorised Signatory _____

Signatures _____

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

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

[Pursuant to proviso to Section 58(1) of the Limited Liability Partnership Act, 2008]

This form is for intimating

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

A. Conversion of firm into limited liability partnership

1. Name of the firm
2. Principal address of the firm
3. Whether the firm is registered under the Partnership Act, 1932
____ Yes ____ No

If yes, Date of registration

Registration No.

If No, whether the firm is registered under any other written law
☐ Yes ☐ No

If Yes, the name of the Statute

Date of registration

Registration No.

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

1. Name of the company
2. CIN
4. Address of registered office of the company

Line 1
Line 2
City District

State PIN Code

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

4. LLPIN
5. Name of the limited liability partnership
6. Date of incorporation ____/____/____
7. Registered address
- Line I
- Line II

City :

State :

ISO Country Code :

Pin code :

Phone (with STD Code)

Fax :

Email:

Website:

Certificate

I, _____, designated partner of the _____ limited liability partnership hereby give notice of conversion of the _____ (firm/ company) into the said limited liability partnership on _____ day of _____.

Dated

Designated Partner

Attachments:

8. Copy of the certificate of incorporation of Limited Liability Partnership.
9. Copy of the Incorporation Document(Form 2) of Limited Liability Partnership.
10. Optional Attachment (if any).

To be digitally signed by
Designated Partner _____

FORM 15

Notice of change of place of registered office

[Pursuant to section 13(3) of the Limited Liability Partnership Act, 2008]

1. Limited Liability Partnership Identity Number (LLPIN) _____
2. Name of the Limited Liability Partnership _____
3. Present Address of the registered office of the limited liability partnership

4. New address of the registered office of the limited liability partnership

Address	Line I	_____
	Line II	_____
City		_____
District		_____
State		_____
Country		_____
Pin code		_____
e-mail ID		_____

5. The full address of the police station under whose jurisdiction the new registered office address of the Limited Liability Partnership is situated

Name	_____
Address	Line I _____
	Line II _____
City	_____
State	_____
Pin code	_____

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

--

7. Change of place of registered office is:

- ☐ within the same city/town/village.
- ☐ from one place to another place within the same state.

☐ within the state from the jurisdiction of one Registrar to the jurisdiction of another Registrar.

☐ Change of place of the registered office from one state to another state.

8. Dates of publication of public notice in the newspaper

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

Attachments

- 1) Proof of changed address of registered office.
- 2) Copy of the consent of all the partners/requisite number or percentage of partners required for the purpose in terms of the Limited Liability Partnership Agreement.
- 3) Relevant extracts of the LLP agreement.
- 4) Copy of public notice.
- 5) Optional Attachment (if any).

Certificate:

It is to certify that the decision relating to the change of place of registered office has been taken with the consent of all the partners/requisite number or percentage of partners required for the purpose in terms of the Limited Liability Partnership Agreement.

To be digitally signed by

Designated partner _____

Certificate

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

Company secretary _____

Whether associate or fellow ☐ Associate ☐ Fellow

Certificate of Practice Number

Certificate of Incorporation

LLPIN _____ of 20__ - __

I hereby certify that _____ limited liability partnership is
this day incorporated under the Limited Liability Partnership Act, 2008.

Given under my hand at _____ this _____ - day of _____,

Two thousand _____.

Registrar of Companies

FORM 17

Application by a firm for its conversion into limited liability partnership.

[Pursuant to para 4(a) of the second schedule to the Limited Liability Partnership Act 2008 read with sections 55 and 58(1) thereof]

We, the partners of firm wish to apply for conversion of the said firm into Limited Liability Partnership.

A. The requisite details of the firm are given below:

1. Name of the firm

5. Principal address of the firm

Line 1

Line 2

City District

State PIN Code

ISO Country Code

Phone Fax

Email ID

Website

6. Whether the firm is registered under the Partnership Act, 1932
___ Yes ___ No

If yes, Date of registration

Registration No.

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

☐ Yes ☐ No

If yes, the name of the Statute under which registered

Date of registration

Registration No.

4. Total number of partners in the firm [drop down]

5. Names and addresses of the partners

Name.....

Address

.....

.....

Name.....

Address

.....

.....

Name.....

Address

.....

.....

Particulars of Limited Liability Partnership

6 SRN of Form 1

7 Name of the limited liability partnership

8. Address of registered office of the limited liability partnership

Line 1

Line 2

City

District

State

PIN Code

ISO Country Code

Phone

Fax

Email ID

9. Total number of partners in the LLP

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

Yes ☐ No ☐

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

Yes ☐ No ☐

12. Whether clearance/no objection certificate obtained from Tax Authorities under the Income-tax Act, 1961

Yes ☐ No ☐

13. Particulars of proceedings by or against the firm which are pending in any Court or Tribunal or before any Authority

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

Yes ☐ No ☐

If yes, give particulars of the earlier application and the reasons for refusal

15. Particulars of convictions, rulings, orders, judgments of Courts, Tribunal or other authority in favour of or against the firm which are subsisting.

16. Whether consent of all the creditors for conversion of the firm into limited liability partnership has been obtained. *[Consent is required as there will be substantial change in the nature and extent of liability of partners on conversion of the firm to LLP]*

Yes ☐ No ☐

17. Whether any clearance, approval or permission for conversion of the firm into limited liability partnership is required from any other body/authority. *[For eg: approval from regulatory body is required in case of firm of professionals]*

Yes ☐ No ☐

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

Yes ☐ No ☐

Attachments

1. Consent of each of the partners of the firm for conversion of the firm into limited liability partnership in the format given below.
2. Incorporation document in Form 2
3. Form 3- Form for application and declaration for incorporation of a limited liability partnership, along with its attachments.
4. Clearance/No Objection Certificate from Tax Authorities
5. Statement of Assets and Liabilities of the firm.
6. List of all the creditors along with their consent.
7. Approval from any other authority.
8. Authorisation to make declaration.
9. Optional attachments (if any)

Declaration

I _____ partner of the _____ firm and also named in the incorporation document of the _____ limited liability partnership as a designated partner, have been authorized by all the partners to sign this declaration.

I do solemnly state as under:

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

ii. that all the partners of the limited liability partnership comprise all the partners of the firm and no one else.

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

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

Name_____

Signature_____

Designated Partner

Date_____

To be digitally signed by

Designated Partner

Certificate

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

Company secretary _____

Whether associate or fellow ☐ Associate ☐ Fellow

Certificate of Practice Number

Format for consent of all partners

I _____, partner of _____firm hereby testify my consent for the conversion of said firm into limited liability partnership pursuant to sections 55 and 58(1) read with Para 4(a) of Second schedule of the Limited Liability Partnership Act, 2008.

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

Signature_____

Name_____

Date_____

Witness_____

FORM 18

Application by a private company/unlisted public company for its conversion into limited liability partnership.

[Pursuant to para 3(a) of the third schedule and para 4(a) of the fourth schedule to the Limited Liability Partnership Act, 2008 read with sections 56, 57 and 58(1) thereof]

We, the shareholders of Private Company/
.. Unlisted Public Company wish to apply for conversion of
the said Company into Limited Liability Partnership.

A. The requisite details of the company are given below:

1. CIN
2. Name of the Company
3. Date of incorporation
4. Address of registered office of the company

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

5. Total number of shareholders in the company [drop down]

6. Names and addresses of the shareholders

Name.....

Address

.....

.....

Name.....
Address
.....
.....

Name.....
Address
.....
.....

Particulars of Limited Liability Partnership

7. SRN of Form 1

8. Name of the limited liability partnership

9. Address of registered office of the limited liability partnership

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

10. Total number of partners in the LLP

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

Yes ☐ No ☐

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

Yes ☐ No ☐

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

Yes ☐ No ☐

If yes, give details

14. Whether clearance/ no objection certificate obtained from Tax Authorities under the Income-tax Act, 1961

Yes ☐ No ☐

15. Particulars of prosecutions initiated against or show cause notices received by the company for alleged offences under the Companies Act, 1956.

16. Particulars of proceedings by or against the company which are pending in any Court or Tribunal or before any Authority

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

Yes ☐ No ☐

If yes, give particulars of the earlier application and the reasons for refusal

18. Particulars of convictions, rulings, orders, judgments of Courts, Tribunal or other authority in favour of or against the company which are subsisting.

19. Whether consent of all the creditors for conversion of the company into limited liability partnership has been obtained. *[Consent may be required where the*

private company is an unlimited company and not having any limit on the liability of its members, as there will be substantial change in the nature and extent of liability of members on conversion of such a company to LLP]

Yes ☐ No ☐

20. Whether any clearance, approval or permission for conversion of the company into limited liability partnership is required from any other body/ authority. [For eg: approval from regulatory body is required in case of NBFC/ mutual fund etc]

Yes ☐ No ☐

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

Yes ☐ No ☐

Attachments

- 10.Consent of each of the shareholder of the company for conversion of the company into limited liability partnership in the format given below.
- 11.Incorporation document in Form 2
- 12.Form 3- Form for application and declaration for incorporation of a limited liability partnership, along with its attachments.
- 13.Clearance/ No Objection Certificate from Tax Authorities
- 14.Statement of Assets and Liabilities of the company.
- 15.List of all the creditors along with their consent.
- 16.Approval from any other authority.
- 17.Authorisation to make declaration.
- 18.Optional attachments (if any)

Declaration

I _____ member of the _____ company and also named in the incorporation document of the _____ limited liability partnership as a designated partner, have been authorized by all the shareholders to sign this declaration.

I do solemnly state as under:

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

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

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

iv. that the consent of all the creditors for conversion of the company into limited liability partnership has been obtained.

Name_____

Signature_____

Designated Partner

Date_____

To be digitally signed by

Designated Partner

Certificate

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

Company secretary _____

Whether associate or fellow ☐ Associate ☐ Fellow

Certificate of Practice Number

Format for consent of all shareholders

I _____, shareholder of _____Private Company/ _____ Unlisted Public Company hereby testify my consent for the conversion of said company into limited liability partnership pursuant to section 55, 56, 57 and 58(1) read with Para 3(a) of the third schedule / para 4(a) of the fourth schedule of the Limited Liability Partnership Act, 2008.

Signature_____

Name_____

Date_____

Witness_____

FORM 19

**Certificate of Registration on
Conversion
Of**

.....
[Firm/ company]

To

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

Under Sections 55, 56, 57 and 58(1) of the Limited Liability Partnership Act, 2008

LLPIN _____ of 20__-__

I hereby certify that _____ limited liability partnership is
this day incorporated under the Limited Liability Partnership Act, 2008.

Given under my hand at _____ this _____ - day of _____,

Two thousand _____.

Registrar of Companies

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

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

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

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

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

Authorized Representative for the applicant(s)

Bench Officer

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

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

Affidavit in support of Summons

Limited liability partnership Application No..... of 20...

..... Applicants

I,.....; of etc., solemnly affirm and say as follows:

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

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

2. The limited liability partnership was incorporated on20.. The document now produced and shown to me is a copy of the incorporation document of the said limited liability partnership.

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

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

5. (Here set out in separate paragraphs the circumstances that have necessitated the proposed compromise or arrangement, the objects sought to be achieved by it, and the terms of the compromise or arrangement. A copy of the proposed compromise or arrangement should be marked as an exhibit and annexed to the affidavit).

8. (Here set out the class of creditors or partners with whom the compromise or arrangement is to be made; where the arrangement is

between the limited liability partnership and its partners, it should be stated whether any creditors or class of creditors are likely to be affected by it.)

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

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

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

12. It is prayed that necessary directions may be given as to the issue and publication of notices and the convening, holding and conducting of the meeting(s) proposed above.

Solemnly affirmed, etc.

Sd/- A.B.

Before me

Sd/-

Commissioner for Oaths

Notice of intimation of Order of Court/ Tribunal to the Registrar

1. **LLPIN**
2. **Name of the Limited Liability Partnership**
3. **Address of Registered Office**
4. **Order of** **Court/ Tribunal**
5. **Date of Order**
6. **Date of receipt of certified copy**
7. **Section or rule reference**
8. **Description of Order**
9. **Signature**

Attachments

Certified copy of the Order

Dated:_____

Place:_____

Application for direction to change the Name

(Pursuant to Section 18 of the Limited Liability Partnership Act)

- | | | |
|-----------|--|---------------|
| 1. | Name of the Applicant | SR No. |
| 2. | Address of the Applicant | |
| 3. | LL PIN of Limited Liability Partnership
or the CIN of the Company or Registration
No. of other entity, if any | |
| 4. | The name with which the Limited Liability Partnership
or the company or any other entity was incorporated
or registered | |
| 5. | Grounds of Objection | |
| 6. | Signature | |

VERIFICATION

Attachments

1. Copy of the authority to make application.
2. Copy of Incorporation Certificate of Limited Liability Partnership or the company or the registration certificate of the entity

Dated:_____

Place:_____

Application to the Registrar or Central Government

1. **LLPIN**
2. **Name of the Limited Liability Partnership**
3. **Registered Office Address**
4. **Name and address of the Designated Partners**
5. **Name and address of other partners**
6. **Purpose of application**
7. **Section or rule reference**
8. **Signature of Authorized representative**

VERIFICATION

Attachments

- 1.Copy of detailed application
- 2.Copy of Authority to make the application

Dated:_____

Place:_____

Notice of intimation of DIN for the purpose of DPIN

1. Director Identification No.
2. Applicant Name and address (as given in DIN Application)
3. Nationality
4. Present Residential Address
5. Signature

Verification:

Attachment

1. Copy of DIN Certificate

Dated:_____

Place:_____

Intimation of allotment of Designated Partner Identification Number (DPIN) to the Limited Liability Partnership by the Designated Partner

To

Date

Subject: Intimation of allotment of Designated Partner Identification Number (DPIN) to the Limited Liability Partnership by the Designated Partner

Sir,

Reference Rule _____made thereunder, I am submitting the information regarding DPIN allotted to me along with additional information as prescribed :

Sr. No.	Subject	Particulars
1	Designated Partner Identification No. (DPIN) or Director's Identification Number, if applicable	
2	Name	
3	Father's name	
4	Present residential address	
5	e-mail ID	
6	Name of the body corporate whose nominee the designated partner is	
7	Date of appointment	

A copy of the DPIN Allotment Letter is enclosed. Please acknowledge the receipt.

Yours Faithfully

Application for reservation/renewal of reservation of name

[Pursuant to sub-rule (4) of rule 18]

**(Reservation/ Renewal of Reservation)
[SRN of Reservation __]**

- 1. Name of the Applicant**
- 2. Address of the Applicant**
- 3. Name of the Foreign Limited Liability Partnership or firm or company**
- 4. Registered office address or Principal place of business address of Foreign Limited Liability Partnership or firm or company**
- 5. Date of Incorporation/ Registration**
- 6. Incorporation or Registration No.**
- 7. Country of Incorporation or registration**
- 8. Signature of the authorized representative**

VERIFICATION

Attachment

- 1.Certified copy of the Incorporation or Registration Certificate**
- 2.Certified copy authority to submit the application**

Dated:_____

Place:_____

Form 28

Notice of change of name

[Pursuant to section 19(1) of the
Limited Liability Partnership Act, 2008]

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

1. * LLPIN of limited liability partnership Pre-fill

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

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

3. * Reasons for change of name

4. *SRN. of form 1

5. Changed Name

Attachments

5. Certified copy of the decision

6. If change is due to a direction received, then a copy of such direction

7. Optional Attachment(s) – if any

List of attachments

Remove attachment

Declaration

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

I have gone through the provisions of the Limited Liability Partnership Act, 2008, the rules framed thereunder in respect of change of name. ☐

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

To be digitally signed by applicant

FORM OF PROXY

I

Name of limited liability partnership

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

Signed this day of 20....

ANNEXURE 'B'

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

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

2. The difference between the fees payable on the increased slab of contribution and the fees paid on the preceding slab of contribution shall be paid through Form 4

3. For filing, registering or recording any document, form, statement, notice, Statement of Accounts and Solvency, annual returns, etc. by this Act or by this Rule required or authorized to be filed, registered or recorded in respect of Limited Liability Partnership:

- | | | |
|-----|---|-----------|
| (a) | Limited Liability Partnership whose contribution does not exceed Rs. 1 lakh | Rs. 50/- |
| (b) | Limited Liability Partnership whose contribution exceeds Rs. 1 lakh but does not exceed Rs. 5 lakhs | Rs. 100/- |
| (c) | Limited Liability Partnership whose contribution exceeds Rs. 5 lakhs but does not exceed Rs. 10 lakhs | Rs. 150/- |
| (d) | Limited Liability Partnership whose contribution exceeds Rs. 10 lakh | Rs. 200/- |

4. Fee for application or Inspection of documents or for obtaining certified copy thereof shall be as under:-

- | | | |
|----|---|---|
| 1. | An application for reservation of name u/s 16 | Rs. 200/- |
| 2. | An application for direction to change the name u/s 18 | Rs. 10000/- |
| 3. | Application for striking off the name from the Register | Rs. 500/- |
| 4. | Application for reservation of name by Foreign Limited Liability Partnership under Rule 18(4) | Rs. 10,000/- |
| 5. | Application for renewal of name under rule 18(4) | Rs. 5000/- |
| 6. | Fees for inspection of documents kept by Registrar | Rs. 50/- |
| 7. | Fees for obtaining certified copy of: | |
| | (a) Certificate of Incorporation or Certificate of registration of conversion of any LLP | Rs. 50 |
| | (b) Copy or extract of any document or any attachment thereof to be certified by Registrar | Rs. 5/- per page or fractional part thereof |
| 8. | Any other application | Rs 500/- |

ANNEXURE 'C'

No. (1)	NAME OF DOCUMENT (2)	PERIOD OF PRESERVATION (3)
1.	Incorporation document [Section 11(1)(b)]	Permanent
2.	Notice of situation of registered office [Section 13]	Permanent
3.	Limited Liability Partnership Agreement [Section 23(2)]	Permanent
4.	Notice of other address at which documents to be served [Section 13(2)]	Permanent
5.	Copy of order of Tribunal regarding compromises and arrangements with creditors and members and copy of orders in appeal	Permanent
6.	Copy of orders of Tribunal relating to reconstruction and amalgamation of limited liability partnership	Permanent

ANNEXURE 'D'

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

ANNEXURE 'E'

Particulars of documents relating to limited liability partnership

PART I

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

Particulars of documents other than those specified in Part I

PART II

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

* * * * *