



**Formation of and Conversion into LLP**

**A Revolutionary Business Structure**  
**Ease of Doing Business**

Category	Partnership	Company	LLP
<b>Registration</b>	Registration is optional	Registration with Registrar of Companies required.	Registration with Registrar of LLP required.
<b>Distinct entity</b>	Not a separate legal entity	Is a separate legal entity under the Companies Act 2013	Is a separate legal entity under the Limited Liability Partnership Act, 2008.
<b>Name of Entity</b>	Any name as per choice	Name to contain 'Limited' in case of Public Company or 'Private Limited' in case of Private Company as suffix.	Name to contain 'Limited Liability Partnership' or 'LLP' as suffix.
<b>Charter Document</b>	Partnership Deed is a charter of the firm which denotes its scope of operation and rights and duties of the partners	Memorandum and Article of Association is the charter of the company which defines its scope of operation.	LLP Agreement is a charter of the LLP which denotes its scope of operation and rights and duties of the partners vis-à-vis LLP.
<b>Common Seal</b>	There is no concept of common seal in partnership	It denotes the signature of the company and every company shall have its own common seal	It denotes the signature and LLP may have its own common seal, dependant upon the terms of the Agreement
<b>Number of Members</b>	Minimum 2 and Maximum 20	2 to 200 members in case of Private Company and Minimum 7 members in case of Public Company.	Minimum 2 partners and there is no limitation of maximum number of partners.
<b>Rights / Duties / obligation of the Partners / Managing Partners / Directors</b>	Rights / Duties / obligation of the partners are governed by Partnership Deed.	Rights / Duties / obligation of the directors are governed by AOA and resolution passed by shareholders or directors.	Rights / Duties / obligation of the partners are governed by LLP Agreement.
<b>Director Identification Number(DIN)</b>	The partners are not required to obtain any identification number	Each director is required to have a Director Identification Number before being appointed as Director of any company.	Each Designated Partners is required to have a DIN before being appointed as Designated Partner of LLP.
<b>Maintenance of Minutes</b>	There is no concept of any minutes	The proceedings of meeting of the board of directors / shareholders are required to be recorded in minutes.	A LLP by agreement may decide to record the proceedings of meetings of the Partners/Designated Partners

# Basics about LLP Act, 2008

- This Act came into effect as on **March 31, 2009**;
- This Act extends to the whole of India;
- This Act has **Four Schedules, 81 sections**;

## The Structure of the LLP

### Partners

Minimum : 2 Partners

Maximum: No Limit

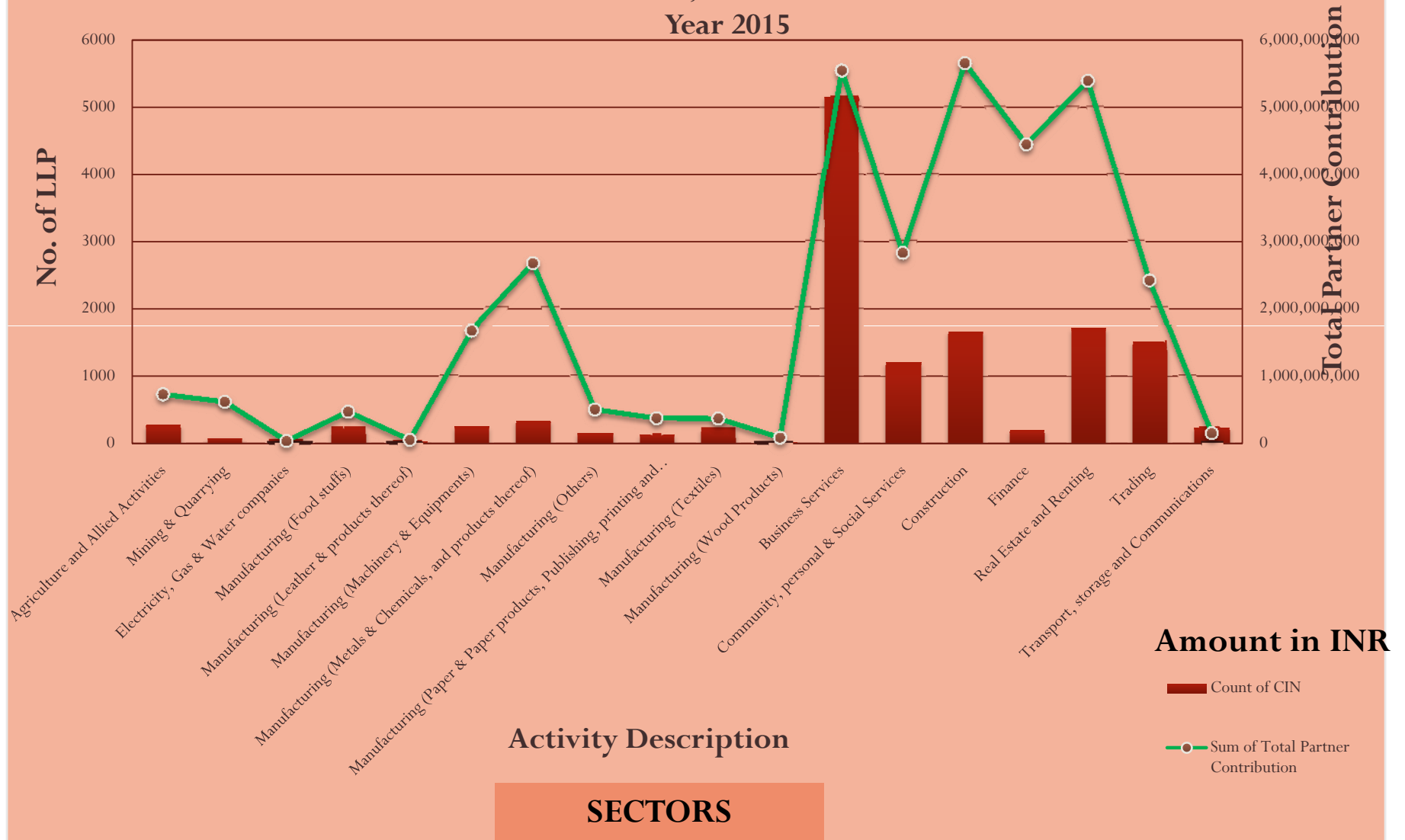
### Designated Partners

Minimum 2

## LLP'S STATISTICS

- The Number of LLP's incorporated/registered during the year 2014 in India are **11,616**;
- The Number of LLP incorporated during 4 July 2016 to 2 August 2016 - **2470**;
- No Foreign Limited Liability Partnership is Incorporated Between 4 July 2016 to 2 August 2016.

**CHART - Activity Description**  
**STATE - All States, MONTH - All Months**  
**Year 2015**



<b>Obligation of Contribution Range (Amount in INR)</b>	<b>No. of LLPs</b>	<b>Aggregate Value (in Crores)</b>
Up to 1 lakh	21,334	166
Above 1 lakh to 5 lakh	3,797	130
Above 5 lakh to 10 lakh	1,961	182
Above 10 lakh to 25 lakh	1,124	208
Above 25 lakh to 50 lakh	701	285
Above 50 lakh to 1 crore	612	532
Above 1 crore to 2 crore	284	439
Above 2 crore to 5 crore	328	1128
Above 5 crore to 10 crore	144	1123
Above 10 crore to 25 crore	92	1564
Above 25 crore to 100 crore	89	4738
Above 100 crore to 500 crore	12	2728
Above 500 crore to 1000 crore		
Above 1000 crore		
<b>Grand Total</b>	<b>30,478</b>	<b>13,223</b>

**Source: MCA**

## Distinctive features of a LLP

- LLP is a Body corporate;
- Perpetual succession;
- Any individual/body corporate can become a partner
- Non- applicability of the Indian Partnership Act, 1932;
- Minimum – 2 Partners;
- Maximum – No Limit;
- Minimum 2 Designated Partners(Individual) one of them shall be resident in India;
- LLP can become partner in another LLP;
- Contributions by Partners may be tangible, intangible, movable or immovable.
- One person cannot be a nominee for two corporates.

# Definition of Partner


- Definition of the term Partner {Section 2(1)(q)}

“**Partner**”, in relation to a limited liability partnership, means **any person** who becomes a partner in the limited liability partnership in accordance with the limited liability partnership agreement.

## To be Noted:

**Any Person** in the definition means an **individual or a body corporate** (can be inferred by combined reading of Section 2(1)(q) with **Section 5**).



- 
- Any individual or body corporate may be a partner in a limited liability partnership: Provided that an individual shall not be capable of becoming a partner of a limited liability partnership, if-
    - (a) he has been found to be of unsound mind by a Court of competent jurisdiction and the finding is in force;
    - (b) he is an undischarged insolvent; or
    - (c) he has applied to be adjudicated as an insolvent and his application is pending.

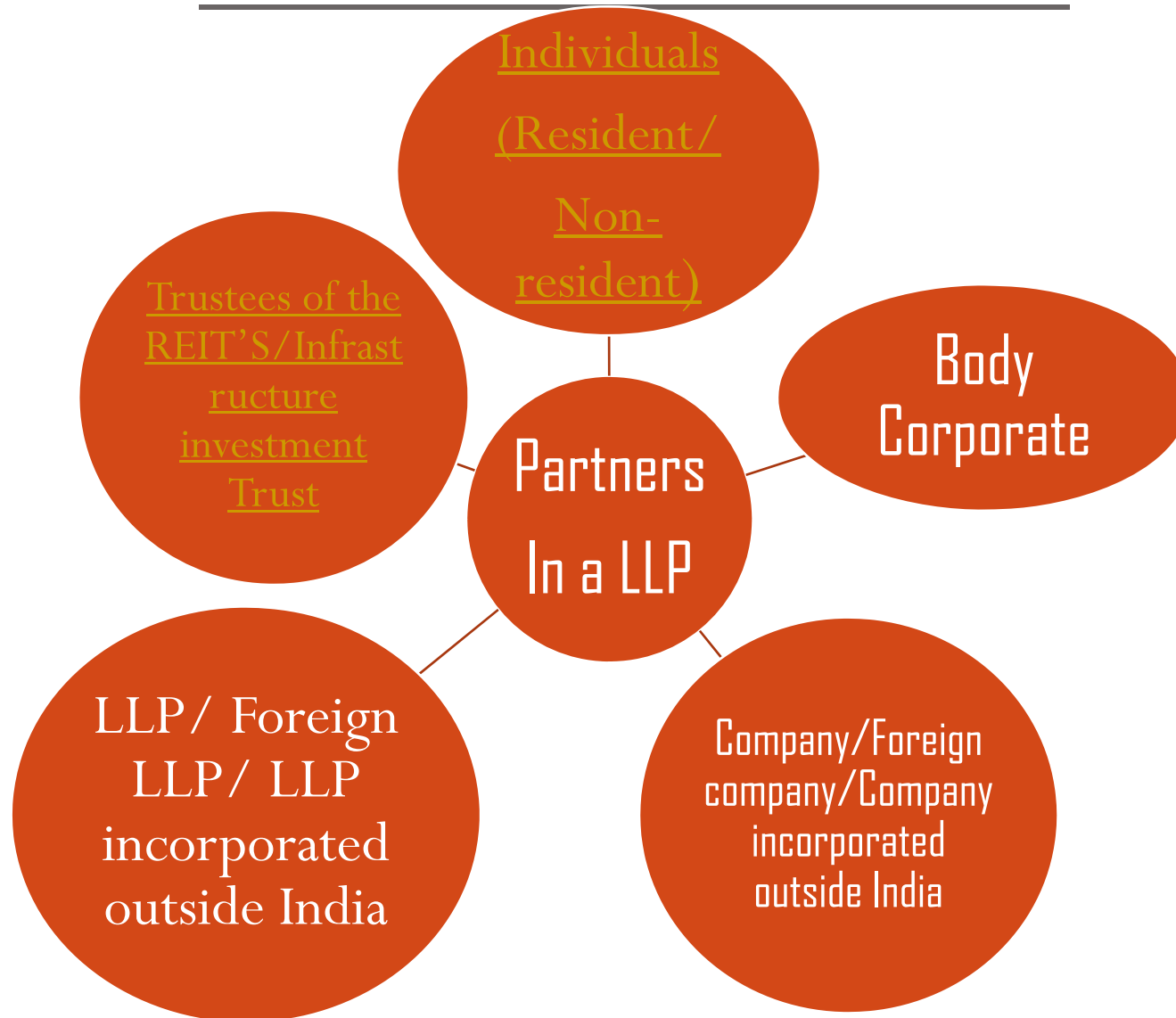
## Statutory Cost of Formation of Business Structures Assuming Capital/contribution INR 1,00,000

Sr. No.	Partnership	Company	LLP
1.	Formation of an unregistered Firm will cost approximately <b>INR 1000/- (Only Stamp Duty)</b>	A Private/Public Company can be incorporated : - Statutory Fees of approximately <b>INR 9,000/-</b> (including the stamp duty on AOA and MOA)	Incorporation of LLP will cost approximately <b>INR 1750/-</b>
	Registration of a Partnership Firm will cost approximately <b>INR 2500/- (Stamp duty along with the Registration Charges)</b>	Incorporation of a OPC/Small company will cost approximately <b>INR 6,000/-</b> (Including the Stamp Duty)	

# Statutory Fees for LLP Formation

Contribution	Up to Rs. 1,00,000	More than 1,00,000 but up to 5,00,000	More than Rs. 5,00,000 but up to Rs. 10,00,000	More than Rs. 10,00,000
<b>Documents</b>	<b>Fee (Rs.)</b>	<b>Fee (Rs.)</b>	<b>Fee (Rs.)</b>	<b>Fee (Rs.)</b>
<b>Form 1</b> Name Availability	200	200	200	200
<b>Form 2</b> Incorporation Document	500	2000	4000	5000
<b>Form 3</b> LLP Agreement	50	100	150	200
<b>Grand Total</b>	850	2500	4600	5800

# Who can be a Partner in a LLP



Note : NBFC cannot be a Partner in a Limited liability Partnership

**File No. 2/3/2014 CL-V**  
Government of India  
Ministry of Corporate Affairs

5<sup>th</sup> Floor 'A' Wing, Shastri Bhawan  
Dr. Rajendraa Prasad Road  
New Delhi – 110001.  
Dated 14<sup>th</sup> October, 2014.

To

All Regional Directors,  
All ROCs  
All Stakeholders


**Subject: Clarification with regard to Trust/ trustee as a partner in the Limited Liability Partnerships (LLPs).**

Sir,

Clarifications have been sought on whether a trust or a trustee representing a trust in the case of "Real Estate Investment Trust" (REIT) or "Infrastructure Investment Trust" (InvITs) or such other trusts set up under the regulations prescribed under the Securities & Exchange Board of India Act, 1992, can become a partner in an LLP.

2. The matter has been examined in consultation with the Law Ministry and it is clarified that for the purposes of these trusts it is not barred for a trustee, being a body corporate, to hold partnership in an LLP in its name without the addition of the statement that it is a trustee.
3. This issues with the approval of Competent Authority.

Yours faithfully,

  
Kamna Sharma

## INDIVIDUALS AS PARTNERS

- **Resident :**

For residents – No prior approval required.

- **Non-Resident:**

- Sector in which LLP is operating – FDI is allowed **100%** under Automatic Route, then no approval required;
- Sector in which LLP is operating –Sectorial Cap under FEMA than, prior approval required.

[BACK](#)

## CAN HUF/KARTA BE THE PARTNERS IN A LLP?

- ❑ No, Neither HUF , Nor Karta in a representative capacity be a partner in a LLP.
- ❑ It was held in **Illachi Devi LR's v/s Jain Society, Protection of Orphans India AIR 2003 SC 3397: (2003) 8 SCC 413** that Hindu Undivided Family (HUF) is not a Body Corporate but a **Body of individuals**.

# DESIGNATED PARTNER

- “**Designated Partner**” means any partner designated as such pursuant to Section 7 of the LLP Act,

## Section 7(1) of the LLP Act:

(1) Every limited liability partnership shall have at least two designated partners who are individuals and at least one of them shall be a resident in India

**Provided** that in case of a limited liability partnership in which all the partners are bodies corporate or in which one or more partners are individuals and bodies corporate, at least two individuals who are partners of such limited liability partnership or nominees of such bodies corporate shall act as designated partners.

- *Explanation.*—For the purposes of this section, the term “resident in India” means a person who has stayed in India for a period of not less than one hundred and eighty-two days during the immediately preceding one year.



# Designated Partners

- A LLP can have all the Designated Partners as body Corporate via a nominee who would be the signing authority.
- In the definition of the term “Designated partner” the term individual includes nominee of the body corporates.

## Section 2(1)(d): Body Corporate

- “**Body Corporate**” means a company as defined in section 3 of the Companies Act, 1956 (1 of 1956) and includes-
  - (i) a limited liability partnership registered under this Act;
  - (ii) a limited liability partnership incorporated outside India; and
  - (iii) a company incorporated outside India, but does not include-
    - (i) a corporation sole;
    - (ii) a co-operative society registered under any law for the time being in force; and
    - (iii) any other body corporate (not being a company as defined in section 3 of the Companies Act, 1956 (1 of 1956) or a limited liability partnership as defined in this Act), which the Central Government may, by notification in the Official Gazette, specify in this behalf;

# INCORPORATION AND CONVERSIONS

# Formation of a LLP

## Pre-requisites:

1. Minimum two Designated Partners are required, having DIN/DPIN. One should be resident in India.
2. Digital Signature Certificate of proposed Designated Partners.
3. DIN of the proposed Designated Partners.
4. Proposed name of the LLP.
5. Decide the amount of contribution.
6. Proposed Registered Office Address.

## List of Information/Documents/Details

- Total Number of Designated Partners / Partners;
- Name and Addresses of the Partners;
- Proof of ID and address of all the Partners/ Designated partners (self attested);
- Declaration of interest in other entity;
- Directors Identification Number / PAN Number of Designated Partners / Partners;
- Occupation of Partners;
- Where the appointed partner is a body corporate, copy of resolution on the letterhead of such body corporate to become a partner in the proposed LLP and a copy of resolution/ authorization of such body corporate also on a letterhead mentioning the name and address of an individual nominated to act as nominee/designated partner on its behalf;
- Amount and Form of Capital Contribution;
- Number of Companies in which Partner is already a Director;
- Number of LLP's in which Partner is already a Partner;
- Main object of the LLP (as per the LLP agreement);

- Significance of key or coined word in the proposed name;
- Proof of Registered Office Address;
- Email Id of the Partners;
- Phone Number of the Partners;
- If an applicant is Nominee of a Body Corporate:
  - Name of the Body Corporate
  - Registration Number
  - Address of the Registered Office of the Body Corporate
  - Email-id.
- Consent to act as Designated Partners from Designated Partners in Form - 9;
- Particulars of the trade mark/ application if the name is based on registered trade mark/ application made;
- Proposed name of the LLP (please give six names in order of preference);
- Subscribers' sheet including consent;
- In principle approval of regulatory authority, if required;
- Residential Status of the Partners;
- Nationality of the Partners.

## List of Information/Documents/Details

- In case one of the Partner is a Foreign Individual residing in a country :—
  - A) which is a signatory party to the Hague Convention of 1961, then his ID Proof and Address Proof are required to be Apostilled in the host country;
  - B) which is not a signatory party to the Hague Convention of 1961, then his ID Proof and Address Proof are required to be Apostilled and Authenticated by the Indian Embassy in the host country.
- ‘Apostille’ is a French word meaning certification. It is a one-page document issued by authorities at the state or Federal level certifying to the authenticity of the document. The document contains an embossed seal by the Secretary of State and/or the US Department of State where applicable.
- Presently there are 81 Members to the Hague Convention of 1961.

# Procedure for Incorporation of LLP

## Step – 1: Check the Name Availability of the Proposed Name of LLP



- A. Check the Name availability status with the Ministry of Corporate Affairs;
- B. Check the Name availability status whether the same is registered under particular Class of Trademark or not;
- C. If Yes, then take the NOC from the respective Trademark Owner.



# To Check Name on the MCA Website



Ministry of Corporate Affairs

Government of India

EMPOWERING BUSINESS, PROTECTING INVESTORS

REGULATOR • INTEGRATOR • FACILITATOR • EDUCATOR



ABOUT MCA

ACTS & RULES

MY WORKSPACE

MCA SERVICES

DATA & REPORTS

CONTACTS

HELP & FAQs

MCA Services

Home > MCA Services > Company Services > Check Company Name

DSC Services



DIN Services



Master Data



LLP Services



LLP Services For Business User



e-Filing



Company Services



## Check Company Name

Company / LLP Name\*

Add more names

Activity Type

Search

Clear All

25

■ Check Company Name

# To Check Name on the Trademark Website



Government of India  
Ministry of Commerce & Industry  
Department of Industrial Policy & Promotion  
Controller General of Patents Design & Trade Marks

Public Search of Trade Marks



[Class Details](#) | [Well Known Marks](#) | [Prohibited Marks](#) | [Vienna Code Classification](#) | [International Non-Proprietary Names\(INN\)](#) | [Help](#)

Search Type :

Key Word	Value	
Wordmark	<input type="text" value="Start With"/>	
Class	<input type="text"/>	<i>*Enter one class at a time</i>
Goods Description	<input type="text"/>	<i>*Will be available soon</i>

Search



[Class Details](#) | [Well Known Marks](#) | [Prohibited Marks](#) | [Vienna Code Classification](#) | [International Non-Proprietary Names\(INN\)](#) | [Help](#)

Search Type :

Key Word	Value	
Wordmark	<input type="text" value="Start With"/> <input type="text" value="Richa"/>	
Class	<input type="text" value="32"/>	<i>*Enter one class at a time</i>
Goods Description	<input type="text"/>	<i>*Will be available soon</i>



[Class Details](#) | [Well Known Marks](#) | [Prohibited Marks](#) | [Vienna Code Classification](#) | [International Non-Proprietary Names\(INN\)](#) | [Help](#)

Total No Of Matching Marks : 6

INP Records Found : 0

Search Type : Wordmark

Click on [Show Details](#) to display

### International Non-Proprietary Names(INN)

No Record found

Details

### Matching Trademark(s)

SL No.	Document	Image
<input type="checkbox"/> 1	Wordmark: <b>RICHA</b> Proprietor: <b>PRAKASH RAMCHANDRA YAWALKAR</b> Application Number: <b>472444</b> Class / Classes: <b>32</b> Status: <b>Registered</b> <a href="#">Show Details</a>	
<input type="checkbox"/> 2	Wordmark: <b>RICH &amp; PURE.</b> Proprietor: <b>RUPAL S. MEHTA.</b> Application Number: <b>1018791</b> Class / Classes: <b>32</b> Status: <b>Abandoned</b> <a href="#">Show Details</a>	
<input type="checkbox"/> 3	Wordmark: <b>RICH AQUARIVERA,</b> Proprietor: <b>K.M.M. RAHMATHULLAH</b> Application Number: <b>1251337</b> Class / Classes: <b>32</b> Status: <b>Abandoned</b> <a href="#">Show Details</a>	

## Procedure for Incorporation of LLP

**Step – 2: File Application for Reservation of Name in Form - 1**

# LLP FORM NO. 1

[Pursuant to section 71 of Limited Liability Partnership Act and rule 18(5) of Limited Liability Partnership Rules, 2009]

Application for reservation or change of name

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

1. \*Application filed for
- Incorporating a new Limited Liability Partnership (LLP)
  - Changing the name of an existing Limited Liability Partnership (LLP)

## Part A: Reservation of name

### 2. Details of applicant

(a) \*Whether applicant is an  Individual as Partner  Nominee of a body corporate

(b) \*Designated partner identification number (DPIN)

Pre-fill

(c) Name of the applicant

(d) Present residential address

(e) Phone

(f) Mobile

(g) Fax

(h) e-mail ID

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

I. \*Whether designated partner is an  Individual as Partner  Nominee of a body corporate

\*DPIN

Name of the designated partner

Whether resident of India  Yes  No

In case of nominee of a body corporate:

Type of body corporate

Corporate identity number (CIN) or Foreign company registration number (FCRN) or Limited liability partnership identification number (LLPIN) or Foreign limited liability partnership identification number (FLLPIN) or any other identification number

Name of the body corporate

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

II. \*Whether designated partner is an  Individual as Partner  Nominee of a body corporate

\*DPIN

Name of the designated partner

Whether resident of India  Yes  No

In case of nominee of a body corporate:

Type of body corporate

CIN or FCRN or LLPIN or FLLPIN or any other identification number

Name of the body corporate

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

4. \*Name of the state in which the registered office of the proposed LLP is to be situated
5. \*Name of office of the Registrar in which the proposed LLP is to be registered
6. \*Whether the application is for conversion of firm or private company or unlisted public company into LLP  Yes  No  
If Yes, state purpose  Conversion of firm  Conversion of private company / Unlisted public company

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

(i) Name of the firm



If Yes, enter the following details.

Name of the Statute/law under which firm is registered

Name of the state in which firm is registered

Date of registration

(DD/MM/YYYY)

Registration number

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

CIN of the company

Pre-fill

Name of the company

7. \*Description of proposed business activity (The under-mentioned business activities will be pre-filled in Form 2. Also, note that if the business activities consists of banking, insurance, venture capital, mutual fund, stock exchange, asset management, architect, architecture, merchant banking, securitization and reconstruction, chit fund and non banking financial activities, a copy of the in-principle approval of the regulatory authority should be attached with Form 2 )

8. \*Proposed monetary value of partner's contribution (in `) in figure

(in words)

**Part B: In case of change of name**

9. \*LLPIN

Pre-fill

10.(a) Name of the LLP

(b) Address of the registered office of the LLP

(c) \*e-mail ID

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

If Yes, mention new/ changed business of the LLP

If No, give other reasons for change of name

12. \*Whether change in name is

- based on the procedure laid down in the LLP agreement
- with consent of requisite partners
- based on the direction from Central Government

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

13. Proposed name of the LLP (Please give 6 names in order of preference) (Please note that if the name includes banking, insurance, venture capital, mutual fund, stock exchange, Chartered Accountant, Company Secretary, Cost Accountant, Advocate, CA, CS, CWA, asset management, non banking financial, architect, merchant bankers, chit fund, securitization and reconstruction etc, a copy of the in-principle approval of the regulatory authority or council governing concerned profession should be attached with Form 2)

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

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

(a).	
(b).	
(c).	
(d).	

NEXT

15(a). \* Whether the proposed name(s) is/ are based on a registered trade mark or is the subject matter of an application pending for registration under the trade marks Act  Yes  No

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

**Attachments**

1. In case of change of name of an existing limited liability partnership, certified copy of extracts of relevant LLP agreement/certified copy of decision/consent of requisite partners
2. Copy of Trade Mark Registration/ acknowledgement of application for Trade Mark Registration/ authorization to use Trade Mark
3. If change is due to a direction received from the Central Government, then a copy of such direction
4. Copy of approval from the competent authority in case of collaboration and connection with the foreign country or place
5. Copy of Board resolution of the existing company or consent of existing LLP as a proof of no objection
6. Copy of approval from Central Government as a proof of no objection
7. Optional attachment(s) - if any

Attach

Attach

Attach

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

**Verification**

\*  To the best of my knowledge and belief, the information given in this application and its attachments is correct and complete. I further confirm that 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 other of any person under the Trade Marks Act, 1999.

# Format of Name Approval Letter issued by MCA

**GOVERNMENT OF INDIA**  
**MINISTRY OF CORPORATE AFFAIRS**  
**OFFICE OF THE REGISTRAR**

Registrar, Mumbai  
Everest, 100 Marine Drive, Mumbai, Maharashtra, 400002, India

Dated: July 9, 2016

**NOTE** - THIS LETTER IS ONLY AN APPROVAL FOR RESERVATION OF NAME FOR A PROPOSED LLP. THE APPLICANT CANNOT START BUSINESS OR ENTER INTO ANY AGREEMENT, CONTRACT, ETC. IN THE NAME OF THE PROPOSED LLP UNTIL AND UNLESS A CERTIFICATE OF INCORPORATION IS ISSUED BY THE REGISTRAR AS PER THE PROVISIONS OF THE LIMITED LIABILITY PARTNERSHIP ACT, 2008 AND LLP RULES MADE THEREUNDER.

To,

[REDACTED]

[REDACTED]

[REDACTED]

**Subject:** In Reference to Reservation of Name [REDACTED]

**Reference:** Your application dated 06/07/2016 vide SRN [REDACTED]

Sir/Madam,

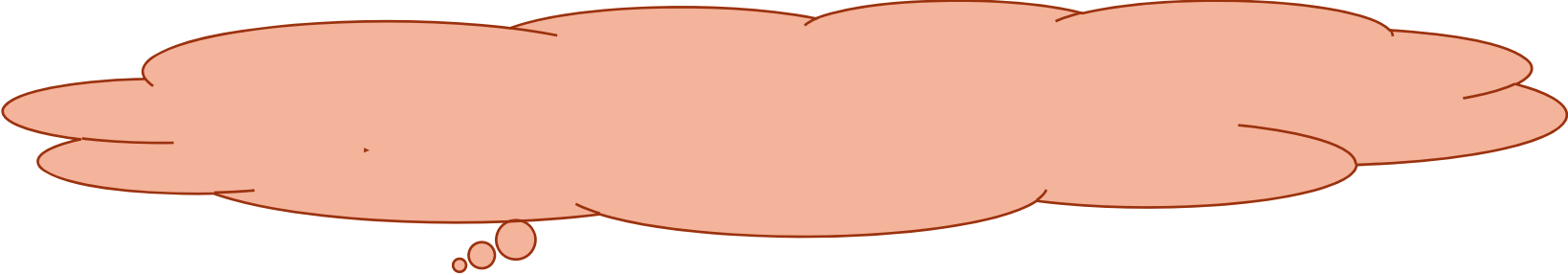
With reference to your application, I am to inform you that the above mentioned name is made available for registration of the LLP with the following details:

1. a. Proposed monetary value of contribution Rs. 10000.00( Rupees Ten Thousand Only ).  
The monetary value of contribution in Form 2 should not be less than this value.  
b. State: Maharashtra
2. The name is valid for a period of 3 months from the date of issue of this letter.
3. The name is liable to be withdrawn if at any time before registration of the LLP, it is found that the name ought not to have been allowed.
4. In case the name includes banking, insurance, venture capital, mutual fund, stock exchange, Chartered Accountant, Company Secretary, Cost Accountant, Advocate, CA, CS, CWA, asset management, non banking financial, architect, merchant bankers, chit fund, securitization and reconstruction etc, name is reserved subject to condition that applicant shall attach a copy of the in-principle approval of the regulatory authority along with Form 2.
5. In case business activities consists of banking, insurance, venture capital, mutual fund, stock exchange, asset management, architect, architecture, merchant banking, securitization and reconstruction, chit fund and non banking financial activities, name is reserved subject to condition that applicant shall attach a copy of the in-principle approval of the regulatory authority along with Form 2.

Ministry of  
Corporate Affairs  
- Govt of India



Registrar, Mumbai

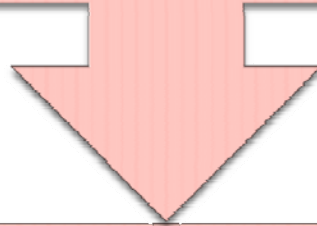


Only Name of a Person in a LLP is not allowed, the name should reflect the Business of the Firm.

For e.g. The name 'Kishan LLP' will not be accepted by the MCA.

# Procedure for Incorporation of LLP

## **Step – 3: File Form 2 - Incorporation Document and Subscriber's Statement**



Form – 2 is required to be filed within 90 days from the date of issue of Name Approval Letter.



# LLP FORM NO. 2

[Pursuant to rule 8 and rule 11 of Limited Liability Partnership Rules, 2009]

Incorporation Document and  
Subscriber's Statement

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

## Part A: Incorporation document

1. \*Indicate Registrar's reference number for name approval  
(Service Request Number (SRN) of Form 1)

Pre-Fill

2. Name of Limited Liability  
Partnership (LLP)

3. State in which the registered office of the LLP is to be situated

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

5. \*Address of registered office of the LLP

\*Line I

Line II

\*City

\*District

State

\*PIN Code

Country

ISO country code

\*Phone

Fax

\*e-mail ID

6. Business activities to be carried out by the LLP on incorporation

(Note: In case business activities consists of banking, insurance, venture capital, mutual fund, stock exchange, asset management, architect, architecture, merchant banking, securitization and reconstruction, chit fund and non banking financial activities, a copy of the in-principle approval of the regulatory authority should be attached)

7. \* Based on business activities, main division of industrial activity of the LLP as per NIC-2004

Description of main division of industrial activity

8 (a). \* Total number of designated partners

(b). \* Total number of partners

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

### Details in respect of individuals as designated partners

(a) \*Designated partner

identification number (DPIN)

Pre-Fill

(b) Name

(c) Father's Name

(d) Nationality

(e) Whether resident of India

Yes

No

(f) Date of Birth

(DD/MM/YYYY)

(g) \*Occupation

(h) Present residential  
address

(i) In case of company seeking conversion

(i) Number of shares held

(ii) Paid up value of shares held (in Rs.)

(j) \*Form of contribution

(k) \*Monetary value of  
contribution (in Rs.)

(in words)

(l) \*Number of LLP(s) in which he/ she is a partner

(m) \*Number of company(s) in which he/ she is a director

10. \*Number of bodies corporate as designated partner(s) for which this form is being filed

1

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

(a) \*Type of body corporate

(b) \*Corporate identity number (CIN) or Foreign company registration number (FCRN) or Limited liability partnership identification number (LLPIN) or Foreign limited liability partnership identification number (FLLPIN) or any other identification number

Pre-Fill

(c) \*Name of body corporate

(d) \*Country where registered

(e) \*Full address of the registered office or principal place of business in India

ISO country code

Phone

Fax

\* e-mail ID

(f) In case of company seeking conversion

(i) Number of shares held

(ii) Paid up value of shares held (in Rs.)

(g) \*Form of contribution

(h) \*Monetary value of contribution (in Rs.)

(in words)

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

(i) \*DPIN

Pre-Fill

(ii) Name

(iii) Father's Name

(iii) Father's Name

(iv) Present residential  
address

(v) Nationality

(vi) Whether resident of India  Yes  No

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

(viii) \*Occupation

(ix) \*Designation & Authority  
in body corporate



11. \*Number of individual partner(s) for which this form is being filed

**Details in respect of individuals as partners**

(a) \*  Income tax permanent account number  
(Income-tax PAN) or  Passport number or  DPIN

Verify Income-tax PAN/ Pre-Fill

(b) \*Name of partner

(c) \*Father's Name

(d) \*Nationality

(e) \*Whether resident in India  Yes  No

(f) \*Date of Birth

(DD/MM/YYYY)

(g) \*Occupation

(h) \*Permanent Residential Address

\*Line I

Line II

\*City  \*District   
\*State  \*Pin code  ISO country code   
\*Country

(i) \*Whether present residential address is same as the permanent residential address  Yes  No

(j) \*If no, present residential address:

\*Line I   
Line II   
\*City  \*District   
\*State  \*Pin code   
\*Country   
ISO country code  Phone  Fax   
Mobile   
\*e-mail ID

(k) In case of company seeking conversion

Mobile

\* e-mail ID

(k) In case of company seeking conversion

(i) Number of shares held

(ii) Paid up value of shares held (in Rs.)

(l) \*Form of contribution

(m) \*Monetary value of contribution(in Rs.)

(in words)

(n) \*Number of LLP(s) in which he/ she is a partner

(o) \*Number of company(s) in which he/ she is a director

12. \*Number of bodies corporate as partner(s) for which this form is being filed

1

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

(a) \*Type of body corporate

(b) \*CIN or FCRN or LLPIN or FLLPIN or any other identification number

Pre-Fill

(c) \*Name of body corporate

(d) \*Country where registered

(e) \*Full address of registered office or principal place of business in India

ISO country code

Phone

Fax

\*e-mail ID

(f) In case of company seeking conversion

(a) Number of shares held

(b) Paid up value of shares held (in Rs.)

(g) \*Form of contribution

(h) \*Monetary value of contribution (in Rs.)

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

(i) \*  Income-tax PAN or  Passport number or  DPIN

Verify Income-tax PAN/ Pre-Fill

(ii) \*Name of Nominee

(iii) \*Father's Name

(iv) \*Nationality

(v) \*Whether resident in India  Yes  No

(vi) \*Date of Birth

(DD/MM/YYYY)

(vii) \*Occupation

(viii) \*Designation & Authority in body corporate

(ix) \*Permanent residential address \*Line I

Line II

\*City

\*District

\*State

\*Pin code

ISO country code

\*Country

\*City

\*District

\*State

\*Pin code

ISO country code

\*Country

(x) \*Whether present residential address is same as the permanent residential address  Yes  No

(xi) \*If no, present address \*Line I

Line II

\*City

\*District

\*State

\*Pin code

ISO country code

\*Country

Phone

Fax

Mobile

\*e-mail ID

13. \*Total monetary value of contribution by partners in the LLP

(in Rs.) (in figures)

(in words)

14. \*Whether addendum to eForm 2 is required to be filed (refer instruction kit for details)

Yes  No

15. We, the several partners whose names are subscribed below, are desirous of being formed into a LLP for carrying on a lawful business with a view to earn profit and have entered or agreed to enter into a LLP agreement in writing.  
We respectively agree to contribute money or other property or other benefit or to perform services for the LLP in accordance with the LLP agreement, the particulars of which are stated against our respective names.  
We hereby give our consent to become a partner/ designated partner/ nominee/ nominee & designated partner of the LLP pursuant to section 7(4) / 25(3)(c) of the Limited Liability Partnership Act, 2008.

(Attach details in respect of names of partners/ nominees/ witnesses and their signatures in the below format as Subscribers' sheet attachment)

Name of each partner/ designated partner/ nominee/ nominee & designated partner	Designation (Designated Partner / Partner/ nominee/ nominee & designated partner)	Signature of partner/ designated partner/ nominee/ nominee & designated partner	Name, address and profession (along with professional membership number) of witness	Signature of witness
---	---	---	---	----------------------

the LLP agreement, the particulars of which are stated against our respective names.

We hereby give our consent to become a partner/ designated partner/ nominee/ nominee & designated partner of the LLP pursuant to section 7(4) / 25(3)(c) of the Limited Liability Partnership Act, 2008.

(Attach details in respect of names of partners/ nominees/ witnesses and their signatures in the below format as Subscribers' sheet attachment)

Name of each partner/ designated partner/ nominee/ nominee & designated partner	Designation (Designated Partner / Partner/ nominee/ nominee & designated partner)	Signature of partner/ designated partner/ nominee/ nominee & designated partner	Name, address and profession (along with professional membership number) of witness	Signature of witness

**Note:** Attach the details of company(s)/ LLP(s) in which partner/ designated partner is a director/ partner, as the case may be in the below format as an attachment

S.No.	CIN/ LLPIN	Name of Company/ LLP



## Attachments

1. Where the appointed partner is a body corporate, copy of resolution on the letterhead of such body corporate to become a partner in the proposed LLP and a copy of resolution/ authorization of such body corporate also on a letterhead mentioning the name and address of an individual nominated to act as nominee/designated partner on its behalf
2. \*Proof of address of registered office of LLP
3. \*Subscribers' sheet including consent
4. In principle approval of regulatory authority, if required
5. Detail of LLP(s) and/ or company(s) in which partner/ designated partner is a director/ partner
6. Optional attachment(s) - if any

Attach

Attach

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

---

## Part B: Statement

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

I, the designated partner of the LLP do state that

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

To be digitally signed  
by a designated partner



\*DPIN of the designated partner



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

I

Son  Daughter of

do state that

- (i) I am  Advocate  
 Company Secretary in whole time practice  
 Chartered Accountant in whole time practice  
 Cost Accountant in whole time practice

engaged in the formation of the limited liability partnership and my membership number or certificate of practice number with

(name of regulatory body) is

(certificate of practice number in case of company secretary/ membership number in all other cases)

(ii) 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) I make this statement conscientiously believing the same to be true.

Whether associate or fellow

Associate

Fellow

---

**For office use only:**

eForm Service request number (SRN)

eForm filing date

(DD/MM/YYYY)

**Digital signature of the authorising officer**

This e-Form is hereby approved

This e-Form is hereby rejected

Date of signing

(DD/MM/YYYY)



**GOVERNMENT OF INDIA**  
**MINISTRY OF CORPORATE AFFAIRS**

Registrar, Mumbai  
Everest, 100 Marine Drive, Mumbai, Maharashtra, 400002, India

**FORM 16**  
**[Refer Section 12(1)(b) of the LLP Act, 2008]**  
**CERTIFICATE OF INCORPORATION**

LLP Identification Number: [REDACTED]

It is hereby certified that [REDACTED] is incorporated pursuant to section 12(1) of the Limited Liability Partnership Act, 2008.

Given at Maharashtra this Twenty first day of July Two thousand sixteen.

Ministry of  
Corporate Affairs  
Govt of India



Registrar, Mumbai

Note: The corresponding form has been approved by [REDACTED] Authorizing Officer RoC and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 36(3)(ii) of the Limited Liability Partnership Rules, 2009.

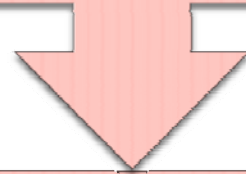
The digitally signed certificate can be verified at the Ministry website ([www.mca.gov.in](http://www.mca.gov.in)).

Mailing Address as per record available in Registrar office:

[REDACTED]

# Procedure for Incorporation of LLP

## Step – 4: File Form 3 - Information with regard to limited liability partnership agreement and changes



1. Form – 3 is required to be filed within 30 days from the date of issue of Incorporation Certificate.
2. Initial LLP Agreement is required to be attached in Form – 3.
3. Appropriate Stamp Duty is required to be paid on the LLP Agreement.

# LLP FORM NO. 3

[Pursuant to rule 21(1) & (2) of Limited Liability Partnership Rules, 2009]

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

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

1. \* Form filed for
- Filing information with regard to LLP Agreement
- For information with regard to changes in LLP Agreement

2. \* Limited Liability Partnership Identification Number (LLPIN)

3. Name of the Limited Liability Partnership (LLP)

4. (a) Address of registered office of the LLP

(b) \* e-mail ID

## Part A- For filing information with regard to LLP Agreement

5. (i) \*Place at which the initial Agreement is made

(ii) \*Date of Agreement  (DD/MM/YYYY)

(iii) Date of Ratification, in case initial Agreement was made prior to incorporation  (DD/MM/YYYY)

6. Business activities to be carried on by LLP on incorporation

7. \*Obligation to contribute

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

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

DPIN/ Income-tax	Designation			
------------------	-------------	--	--	--

7. \*Obligation to contribute

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

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

S.No.	DPIN/ Income-tax PAN/ Passport Number	Name of Partner	Designation (Partner / Designated Partner)	Form of contribution	Monetary value of contribution	% of profit sharing
1						

(iii) Total Monetary value of partner's contribution in the LLP (in `) (in figures)

(iv) Service request number (SRN) of details updated through the screen (if applicable)

8. \*Mutual Rights and Duties of Partners

9. \*Restrictions, if any, on the partners authority.

10. \*Management and Administration of LLP

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



10. \*Management and Administration of LLP

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

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

11. \*Details of indemnity clause, if any

12. \*Details of agreement relating to

(a) admission of a new partner

(b) retirement of a partner

(c) cessation of a partner

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

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

19. \*Whether change in agreement is on account of

- Change in business activities
- Change in partner(s)
- Change in partner's contribution and % of profit sharing
- Change in details pertaining to each field at serial number 8 to 17

20. (a) \*Description of business activities, after change

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

(c) Description of main division of industrial activity

21. (a) Details of each partner's obligation to contribute money or property or other benefit or to perform services and their profit sharing ratio, after change in LLP agreement

Total number of existing designated partners and partners   Total number of designated partners and partners appointed

Type of change	DPIN/ Income-tax PAN/ Passport Number	Name of Partner	Designation (DP/P)	Form of contribution	Monetary value of contribution	% of profit sharing
<input type="radio"/> Deletion <input type="radio"/> Change			<input type="radio"/> DP			
<input type="radio"/> No Change			<input type="radio"/> P			

21. (a) Details of each partner's obligation to contribute money or property or other benefit or to perform services and their profit sharing ratio, after change in LLP agreement

Total number of existing designated partners and partners

Pre-Fill

Total number of designated partners and partners appointed

Type of change	DPIN/ Income-tax PAN/ Passport Number	Name of Partner	Designation (DP/P)	Form of contribution	Monetary value of contribution	% of profit sharing
<input type="radio"/> Deletion <input type="radio"/> Change  <input type="radio"/> No Change			<input type="radio"/> DP  <input type="radio"/> P			

(b) Details of designated partners and partners appointed

Pre-Fill All

Designation (DP/P)	DPIN/ Income-tax PAN/ Passport Number	Name of Partner	Form of contribution	Monetary value of contribution	% of profit sharing
<input type="radio"/> DP  <input type="radio"/> P					

**Note:** In designation column, specify 'DP' in case of designated partner or 'P' in case of partner.

(c) SRN of details updated through the screen (if applicable)

(d) \*Total monetary value of contribution, after changes (in )(in figures)

(i) Existing

(ii) Addition

(iii) Reduction

(iv) Total (i+ii-iii)

(v) Total (in words)

22. Change in details pertaining to each field at serial number 8 to 17 separately

## Attachments

1. Initial LLP Agreement

Attach

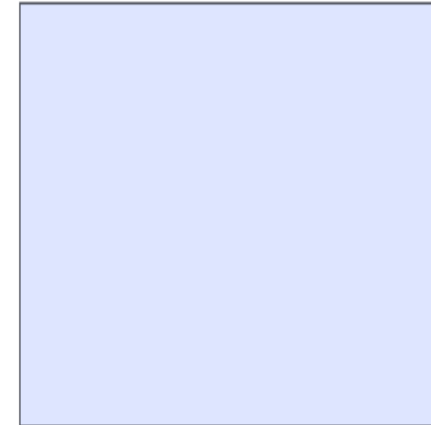
2. Supplementary/ amended LLP agreement containing changes

Attach

3. Optional attachment(s) - if any

Attach

List of attachments



Remove attachment

## Statement

I, the designated partner of the LLP do state that

(i) I am a person named in the Incorporation Document as a designated Partner / I am a designated Partner of the LLP

(ii) the particulars given above are in accordance with the initial LLP agreement /subsequent agreement relating to change in the LLP agreement;

(iii) the original copy of LLP Agreement will be produced whenever called for;

(iv) in case of change in contribution, the fees payable to Registrar has been/being paid;

(v) I make this statement conscientiously believing the same to be true.

(vi) I am authorised to sign this form.

To be digitally signed by a designated partner

\*DPIN of the designated partner

### Certificate

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

and found them to be true and correct.

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

Company Secretary in whole time practice

Cost Accountant in whole time practice

Chartered Accountant in whole time practice

\*Whether associate or fellow

Associate  Fellow

\*Membership number or certificate of practice number

Company Secretary in whole time practice       Cost Accountant in whole time practice

Chartered Accountant in whole time practice

\*Whether associate or fellow       Associate       Fellow

\*Membership number or certificate of practice number

Modify

Check Form

Prescrutiny

---

**For office use only:**

eForm Service request number (SRN)

eForm filing date  (DD/MM/YYYY)

**Digital signature of the authorising officer**

This e-Form is hereby registered

Confirm submission

Date of signing

(DD/MM/YYYY)

**SPECIMEN OF LIMITED LIABILITY PARTNERSHIP AGREEMENT**

**OF**

**ABC LLP**

**THIS AGREEMENT** of Limited Liability Partnership (LLP) is made at .....this ..... day of \_\_\_\_\_, 20....

**BETWEEN**

1. Mr. PQR, son of Mr. DEF, being the **DESIGNATED PARTNER**, residing at \_\_\_\_\_, hereinafter referred to as the "First Partner" which expression shall, unless it be repugnant to the subject or context thereof, include their legal heirs, successors, nominees and permitted assignees of the First Part and
2. Ms. XYZ, daughter of Mr. GHI, residing at \_\_\_\_\_, hereinafter referred to as the "Second Partner" which expression shall, unless it be repugnant to the subject or context thereof, include their legal heirs, successors, nominees and permitted assignees of the second part

(The First and Second Partners hereinafter collectively called or referred to as 'DESIGNATED PARTNERS' and which expressions unless it be repugnant to the subject or context thereof, be deemed to mean and include his/ her/ its legal heirs, successors, nominees, executors, administrators and assignees of the Partners.)

NOW the First Partner and the Second Partner are interested in forming a Limited Liability Partnership (LLP) under the Limited Liability Partnership Act, 2008 and intend to write down the terms and conditions of the said LLP as below.

**IT IS HEREBY AGREED BY AND BETWEEN THE PARTIES/PARTNERS HERETO AS FOLLOWS:**

### **I PRELIMINARY**

1. Subject as hereinafter provided, the Regulations contained in the First Schedule to the Limited Liability Partnership Act, 2008 shall apply to the Limited Liability Partnership.

### **II INTERPRETATION**

2. (i) In this Agreement:
  - a. "The Act" means the Limited Liability Partnership Act, 2008;
  - b. "Designated Partner/s" means the Designated Partner/s of the LLP and includes persons occupying the position of Designated Partner/s by whatever name called;
  - c. "The LLP" or "This LLP" means **AMP FITNESS LLP**.
- (ii) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof in force.



IN WITNESS WHEREOF the Partners/ Parties have put their respective hands the day and year first hereinabove written.

Signed by name within named First

Designated Partner

Mr. PQR

Address: \_\_\_\_\_

In the presence of:

Name:

Address:

Signature

Signed by name within named Second

Designated Partner

Ms. XYZ

Address: \_\_\_\_\_

In the presence of:

Name:

Address:

Signature

# Practical Difficulties

- Forms of LLP get rejected because of:
  - Non-payment / wrong payment of Stamp duty;
  - NBFC, converting into LLP;
  - Proof of Registered address/Utility Bills not valid;
  - Subscribers Sheet heading not matching with the LLP Agreement;
  - Mistakes like date, place not mentioned properly.

# Conversion of Partnership Firm into LLP

## Pre-requisites:

1. All the partners of the partnership firm to become partners in LLP.
2. The Proposed Partnership Firm has closed at least one financial year after incorporation.

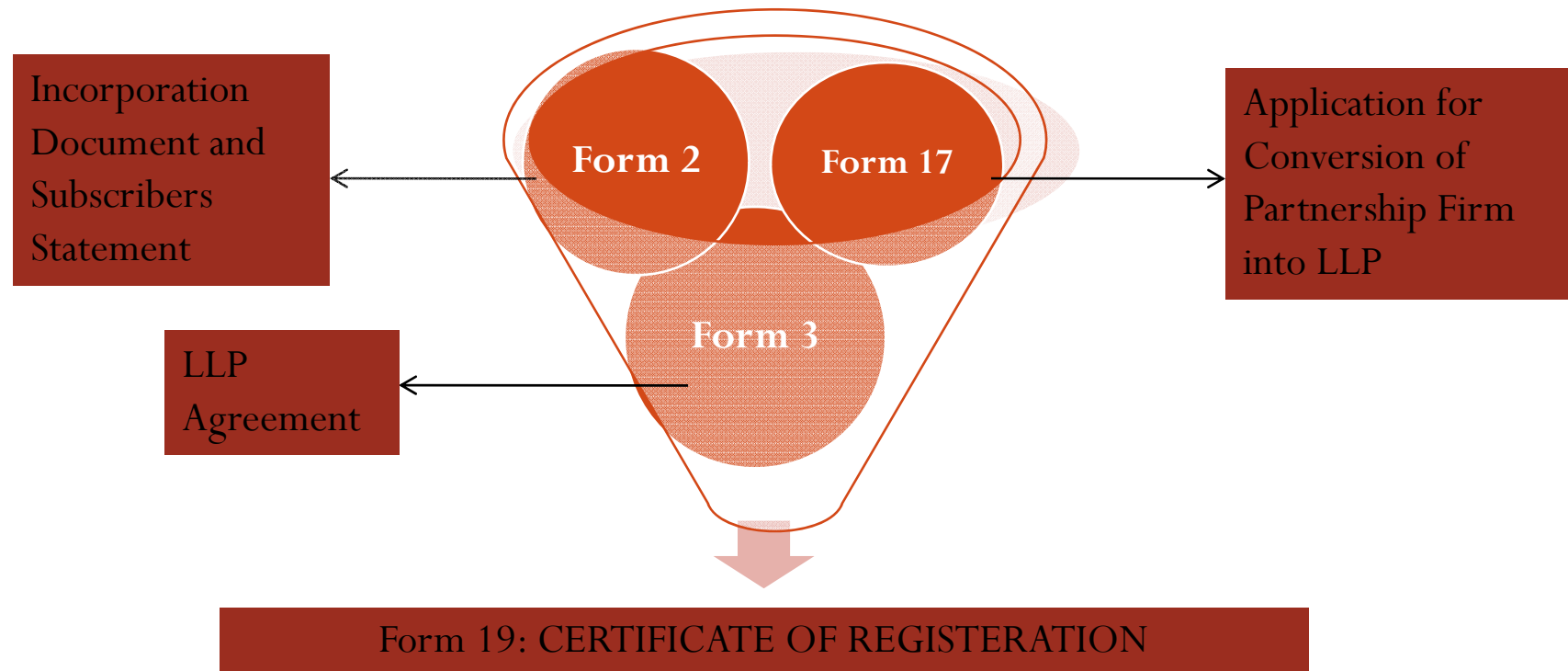
## List of Information/Documents/Details required:

As discussed in Slide No.21 to 23 and in addition to that -

- Name of the Firm;
- Name of the Statute under which it is registered;
- Date of Registration
- Registration Number;
- The address of the LLP shall be same as that of the registered office of the Partnership Firm;
- Statement of the Consent of the Partners of the Firm;
- Statement of assets and liabilities of the firm duly certified as true and correct by the Chartered Accountant in practice;
- Copy of acknowledgement of latest income tax return;

- List of all the secured creditors along with their consent to the conversion, if any;
- Declaration from all the Partners;
- Partnership Deed;
- Approval from any regulatory body/authority;
- Approval of the governing council (In case of Professional Firms).

# Form 1: Application for Reservation of Name



# Conversion of Partnership Firm into LLP

Form 14 (Form for intimating to Registrar of Firms about conversion of the firm into limited liability partnership (LLP).  
(To be filed with Registrar of Firms in physical form)



This Form is required to be filed within fifteen days from the date of registration with the concerned Registrar of Firms with which the Partnership Firm was registered under the provisions of the Indian Partnership Act, 1932

# Conversion of Private/ Unlisted Company into LLP

## Pre-requisites:

1. There should be no security interest in its assets subsisting or in force at the time of application of Conversion of Private Limited Company into LLP;
2. All the shareholders of the Company are going to be the Partners of the LLP;
3. The entire paid-up share capital of the private company proposed to be converted shall be the total Contribution amount of the Proposed LLP.



## List of Information/Documents/Details required:

As discussed in Slide No. 21 to 23 and in addition to that -

- Statement of the Consent of each Shareholder of the Company for conversion of the Company into LLP;
- Statement of Assets and Liabilities of the Company duly certified as true and correct by the Chartered Accountant in practice;
- Copy of acknowledgement of latest income tax return;
- List of all the secured creditors along with their consent to the conversion, if any;
- Declaration from all the Partners;
- In principle approval of regulatory authority, if required;
- Board resolution passed by the Company approving the conversion into LLP shall be attached with the form;
- Approval of the governing council (In case of professional private limited companies);

- Whether any prosecution initiated against or show cause notice received by the company for alleged offences under the Companies Act, 1956?
- Whether any proceeding by or against the company is pending in any Court or Tribunal or any other Authority?
- Whether any earlier application for conversion of the said company into limited liability partnership was refused by the Registrar?
- Whether any conviction, ruling, order, judgment of any Court, Tribunal or other authority in favour of or against the company is subsisting?
- Whether upto date documents including latest balance sheet and annual returns under the Companies Act, 1956 have been filed?

# Procedure for Conversion of Private / Unlisted Company into LLP

## 1. Filing of MGT-14

- A Special Resolution passed by the members of the Company with requisite majority to be filed within 30 days of passing.

## 2. Name Availability of the Proposed LLP pursuant to conversion

- Check the Name availability status with the Ministry of Corporate Affairs;
- Check the Name availability status whether the same is registered under particular Class of Trademark or not.
- If Yes, then take the NOC from the respective Trademark Owner.

## Procedure for Conversion of Private/ Unlisted Company into LLP

### 3. File Form 1: Application for Reservation of Name

- Proposed Name of the LLP and Main Object of the LLP;
- Proposed Amount of Contribution;
- NOC, if any.

### 4. File Form 2: Incorporation Document and Subscriber's Statement

- Same documents needs to be attached with Form – 2 as attached at the time of fresh incorporation of LLP.

## Procedure for Conversion of Private/ Unlisted Company into LLP

### 5. File Form 18: Application for Conversion of Private Company into LLP

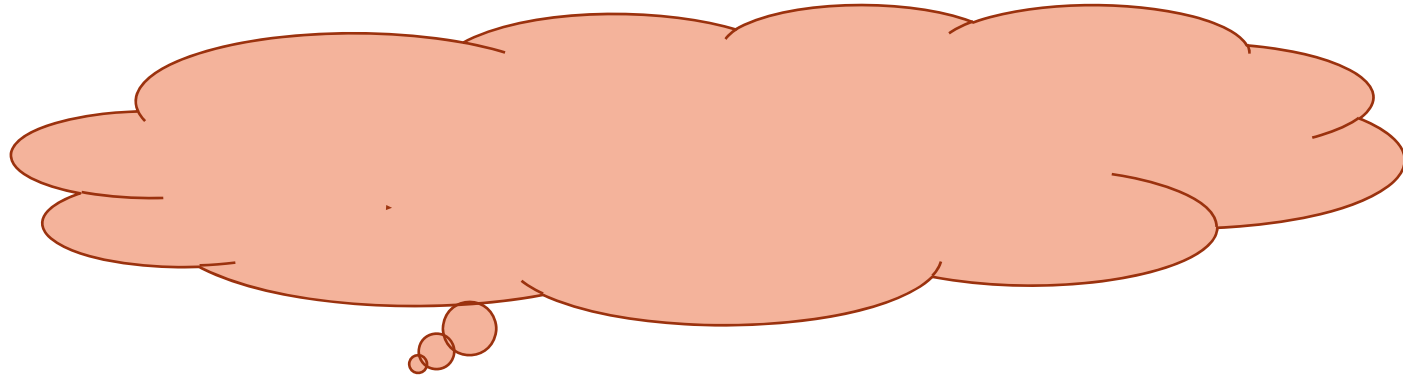
- It is required to be filed along with Form – 2.

### 6. File Form 3: Incorporation Document and Subscriber's Statement

- Duly executed LLP Agreement;
- This Form is required to be filed within 30 days from the date of registration of LLP.

## Points to be considered while filing Form - 18

- No e-Forms should be pending for payment or processing in respect of the company;
- No open (unsatisfied) charges should be pending against the company;
- Company should be having share capital;
- At least one balance sheet and annual return should have been filed by the company after its incorporation.




If a Private Company wants to convert 'ABC Infotech Private Limited' into LLP but with different name 'DEF Infotech LLP', Can the LLP be registered with new name?

Any private company or unlisted public company can be converted into LLP. However, in this case LLP **shall retain the same name as that of the company at the time of conversion.**



- Listed Company cannot be converted into LLP.



- Section – 8 Company cannot be converted into LLP.



# Amendments to LLP Agreements

## Case 1 : Change in Registered Address of the LLP

### Details Required:

1. Utility Bill/Proof of registered Address;
2. . Extract of relevant provisions of LLP Agreement if change is as per LLP Agreement or a Resolution/ Consent from the all Partners if nothing mentioned in LLP Agreement;
3. In case, Change from one State to another, Public Notices (21 days before the filing any notice with Registrar) in daily newspaper published in English and principal language of the District and Consent from Secured Creditors (if any);
4. Duly executed Supplementary Agreement.

### STEP - 1

Filing of Form 3: (Information with regard to limited liability partnership agreement and changes, if any, made therein)

To be filed within 30 days from the date of change in Registered Office.

### STEP - 2

Filing of Form 15: (Notice For Change Of Place Of Registered Office)

To be filed within 30 days of complying with the requirements of Rule 17(1) of LLP Rules, 2009.

If change is from one state to another state, file it within 30 days of complying with Rule 17(4) of LLP Rules, 2009.

## Rule 17(1) of LLP Rules, 2009

- The LLP may change its registered office from one place from another place by following the procedure as laid down in the LLP Agreement. Where the LLP Agreement does not provide for such procedure, consent of all partners shall be required .
- Where the change in place of registered office is from one state to another state, the LLP having secured creditors shall also obtain consent of such secured creditors.

## Rule 17(4) of LLP Rules, 2009

- The LLP shall publish a general notice not less than 21 days before filing any notice with Registrar, in a daily newspaper published in English and in the principal language of the district in which the registered office of the LLP is situated and circulating in that district giving notice of change of registered office.

## **Note:**

- 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 LLP shall file the notice in Form – 15 with the Registrar from where the LLP 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.

# Amendments to LLP Agreements

## Case 2: Change in Name of the LLP

### Details Required:

1. Authority to file an Application for Change in Name on behalf of the LLP;
2. Extract of relevant provisions of LLP Agreement if change is as per LLP Agreement or a Resolution/ Consent from the all Partners if nothing mentioned in LLP Agreement;
3. Copy of Certificate of Registration;
4. If change is due to a direction received from the Central Government/ Registrar, then a copy of such direction is mandatory to be attached;
5. Duly executed Supplementary Agreement.

### STEP - 1

Filing of Form 1: Application for Reservation of Name

### STEP - 2

Filing of Form 5 within 30 days of complying with requirements of Rule 20(1) of the LLP Rules, 2009.

### STEP - 3

Filing of Form 3: (Information with regard to limited liability partnership agreement and changes, if any, made therein)

Within 30 days from the date of change of name.

## Rule 20(1) of LLP Rules, 2009

- The LLP may change its name by following the procedure as laid down in the LLP Partnership Agreement. Where the LLP Agreement does not provide such procedure, consent of all partners shall be required for changing the name of the LLP.

# Amendments to LLP Agreements

## Case 3: Change in Partners of the LLP

### Details Required:

1. Duly executed Supplementary Agreement;
2. Consent to act as Partner;
3. Evidence of cessation;
4. List of Companies / LLP in which he is a director / partner.

### STEP - 1

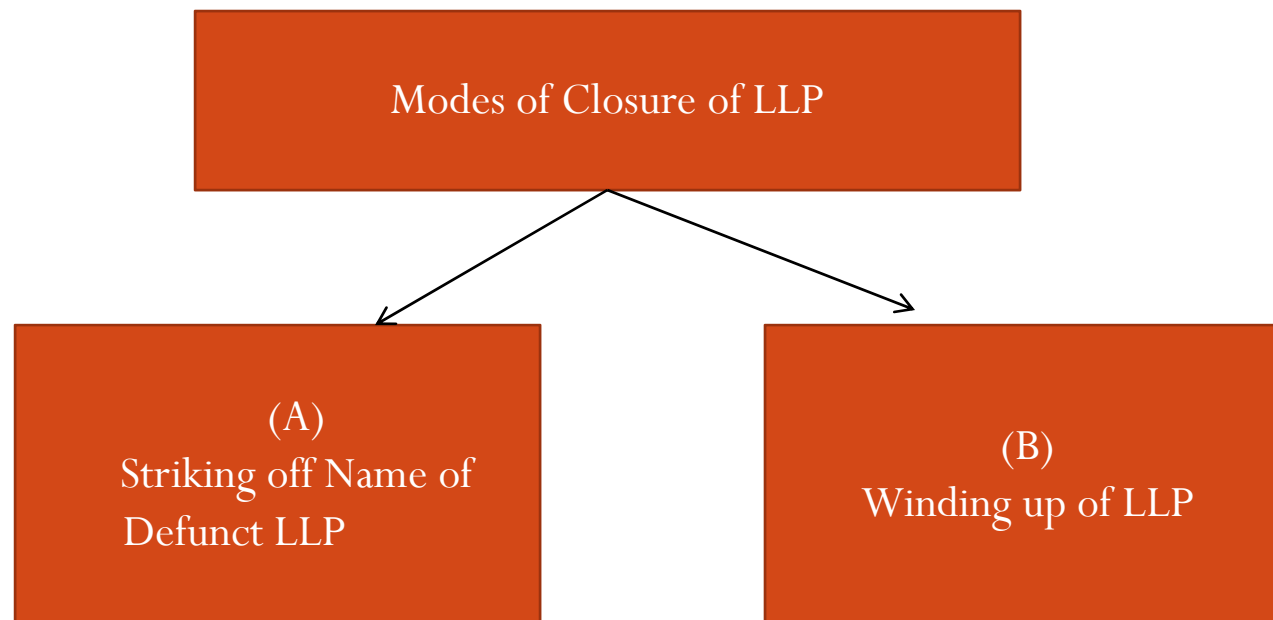
File Form – 3 within 30 days of appointment / cessation.

### STEP - 1

File Form – 4 along with the Form – 3 as both are linked forms in case of appointment / cessation of a partner.

# Closure of LLP

## Modes of Closure of LLP:





## (A) Strike Off

### Pre-requisites:

Where a LLP is not carrying on any business or operation –

1. For a period of two years or more and the Registrar has reasonable cause to believe the same, the Registrar may suo moto take action for striking off the name of the LLP;  
or
2. For a period of one year or more, the LLP can make an application in **FORM – 24** to the Registrar, with the consent of all partners of the LLP for striking off its name from the register.

## List of Documents / Information required

1. Detailed Application to Strike off the name of the LLP;
2. Certified True Copy of the Partners Resolution for authorizing any of the Designated Partner to make the application;
3. Consent of all the partners;
4. Consent of all the creditors, if any;

5. Indemnity Bond for Striking off the name of the LLP;

6. Copy of statement of assets and liabilities duly certified as true and correct by auditor / chartered accountant in practice;

7. Copy of acknowledgement of latest Income tax return;

8. Approval or NOC from the concerned regulatory authority with which the LLP is registered, if any.

# Procedure for Strike Off of LLP

1. Conduct a meeting of partners of the LLP for

- passing a resolution for Strike off;

- taking consent of all the partners for Strike off

- authorizing any designated partner to make the application to Registrar for Strike off;

2. Take consent of all the creditors of the LLP, if any;

3. Close the Bank Account of the LLP;

4. Execute the Indemnity Bond;

5. Make an application in LLP Form – 24 with the Registrar for Strike off;

6. Registrar shall publish a notice on its website as to the content of the application for a period of one month for the notice of the general public;

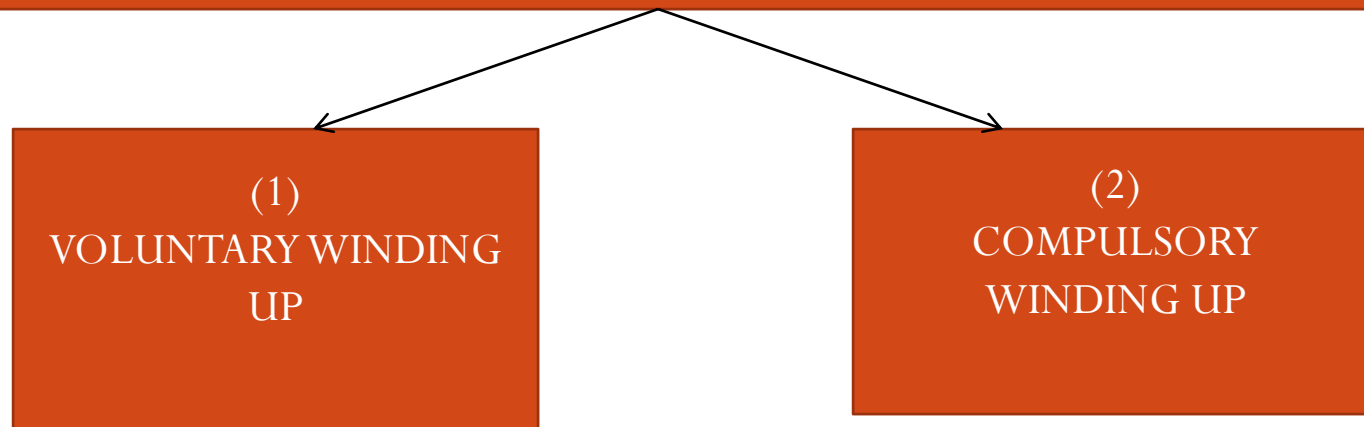
7. On the expiry of period of one month, the Registrar may, by an order, unless cause to the contrary is shown by the limited liability partnership, strike its name off the register, and shall publish notice thereof in the Official Gazette, and on the publication in the Official Gazette of this notice, the limited liability partnership shall stand dissolved.

## Note:

- No liability to exist or obligation subsist on part of the LLP and its partners;
- No litigation pending for or against LLP;
- Liability of the Designated Partners subsists even after dissolution of LLP for payment of any legal dues to its creditors and other persons as if the LLP has not been dissolved.

## (B) Winding Up Of LLP

Winding up is a process, where all the assets of the LLP are disposed off to meet the liabilities of the same and surplus, if any, is distributed among the partners of the LLP. There are two modes to wind up a LLP which are as follows:



## (1) Voluntary winding up:

As per the Limited Liability Partnership (Winding up and Dissolution) Rules, 2012, any LLP may be wound-up voluntarily if the LLP passes a resolution to wind up the LLP with approval of at least three-fourth of the total number of its partners.

If the LLP has creditors, whether secured or unsecured, approval of such creditors will be required.



## (2) Compulsory winding up:

A LLP may be wound up by the Tribunal –

1. If the LLP decides that LLP be wound up by the tribunal;
2. If, for a period of more than six months, the number of partners of the LLP is reduced below two;
3. If the LLP is unable to pay its debts;
4. If the LLP has acted against the interests of the sovereignty and integrity of India, the security of the State or public order;

5. If the LLP has made a default in filing with the Registrar the Statement of Account and Solvency or annual return for any **five** consecutive financial years; or

6. If the Tribunal is of the opinion that it is just and equitable that the limited liability partnership be wound up.

# Practical Issues

## Case No. 1:-

*BODY CORPORATE AS PARTNERS*

Facts of the case:

There were three companies—

ABC Private Limited;

PQR Private Limited; and

XYZ Private Limited.

ABC Private Limited comprise of four members which include PQR Private Limited and XYZ Private Limited

All the above three companies were being converted into LLP at the same time.

As PQR Private Limited and XYZ Private Limited were members in ABC Private Limited, they became partners in the LLP pursuant to conversion of ABC Private Limited.

An application for conversion of ABC Private Limited was made on 20/03/2015.

Applications for conversion of PQR Private Limited & XYZ Private Limited were made on 28/03/2015.

## Case No. 2:-

### *INTEGRATION OF DIN & DPIN*

#### Facts of the case:

Mr. ABC was allotted director identification number (DIN) XXXXX706 on 5<sup>th</sup> April, 2006 to become a Director.

Mr. ABC had obtained DPIN XXXXX813 which was allotted to him on 8<sup>th</sup> February, 2010 to become a Designated Partner.

Subsequently, The Ministry vide General Circular No. 44/2011 dated 8<sup>th</sup> July, 2011 integrated the Director's Identification Number (DIN) issued under Companies Act, 1956 with Designated Partnership Identification Number (DPIN) issued under Limited Liability Partnership (LLP) Act, 2008 with effect from 9<sup>th</sup> July, 2011.

At the time of registering the DSC of Mr. ABC against the DPIN XXXXX813, we are facing the following error due to which we are not able to file any e-form for that LLP-

“Dear user the attached DSC is already registered”.

109 The said DSC is already registered against the DIN XXXXX706.

## Case No. 3:-

### *INITIAL LLP AGREEMENT -MANDATORY*

#### Facts of the case:

ABC LLP was incorporated on 8<sup>th</sup> August, 2014. No initial LLP Agreement was filed for ABC LLP. No business was carried on by the LLP till date.

ABC LLP decided to strike off the name from the Registrar by filing Form – 24 for which they faced the following error -

“At least one Form – 3 needs to be filed before filing Form – 24”

# Points to be Noted

1. An individual cannot act as nominee on behalf of more than one Body Corporate as partner.
2. Before filing any changes in the LLP Agreement, initial LLP Agreement is required to be filed with Registrar.
3. A consolidated supplementary agreement for various change in the LLP Agreement occurred on different event dates can be filed with the Registrar provided the utmost care is been taken to safeguard the revenue of the government. For e.g. additional fees. However, it is advisable to execute supplementary agreement within due course of time as mentioned in the Limited Liability Partnership Act, 2008 rather than going for consolidated supplementary agreement.

4. In case of change in LLP agreement due to appointment or cessation of designated partner(s)/ partner(s), Form - 4 should be filed with Form - 3.

5. Filing of Form -3 shall not be allowed in case there is another Form – 3 pending for payment of fee or under processing.

6. Filing of Form - 4 shall not be allowed in case there is another Form – 4 pending for payment of fee or under processing.

7. In case you have already filed both LLP Forms 3 & 4 and your LLP Form(s) are either pending for payment or for processing by MCA, you can inform MCA along with documentary evidence about any further changes in LLP agreement and/ or changes in appointment/cessation/ change of directors by using the *Enter Form 3 Or Form 3 & 4 Details For LLP Filing* user service available at [www.mca.gov.in](http://www.mca.gov.in). **This service can be accessed only by a Director or a Professional User.**



After approval of both LLP Form 3 & 4 which were in progress, you can refile LLP Form 3 or LLP Form 3 & 4 again with latest information. There will be no additional fees levied for this change, if the change is informed within 30 days of the event date (as referred in LLP Form 3 & 4).

However, if you inform the Ministry (using the *Enter Form 3 Or Form 3 & 4 Details For LLP Filing* user service available at [www.mca.gov.in](http://www.mca.gov.in)) after 30 days of the event date (as referred in LLP Form 3 & 4), the additional fees will be calculated for the period after 30 days of the event date (as referred in LLP Form 3 & 4).

If you don't file LLP Form 3 & 4 with 3 months of informing the Ministry (using the *Enter Form 3 Or Form 3 & 4 Details For LLP Filing* user service available at [www.mca.gov.in](http://www.mca.gov.in)), the details saved using this service will be lost. The subsequent filing of LLP Form 3 or 3 & 4 will be considered as fresh filing with additional fee.

## Conversion of a LLP into a Company

- LLP can be converted into a Company,
- **Section 366** read with rule 3(2) of the Companies (Authorized to Register) Rules, 2014 provides for the same,
- The LLP Act, 2008 does not provide for any rules of conversion,
- **Form INC-1** (Application for reservation of name) has to be filed first and the SRN of Form INC-1 is to be filled in **Form URC-1**
- **URC-1** is a Central Form and is dealt by Delhi ROC

# Annual Form Fillings

## Statement of Account and Solvency (Form 8)

Within six months from the end of each financial year.

### Penalty for not filling the Form

Fine : INR 25,000 may extend to 5,00,000

## Annual Return (Form 11)

Within 60 days of Closure of the  
financial year.

### Penalty for not filling Form

Liability to LLP:

Min: 10,000 Max: 1,00,000

Sr. No.	Particulars	Penalty
1.	Not Using of 'LLP' or 'Limited Liability Partnership' in business name.	Fine: Min 50,000 Max 5,00,000
2.	Failure to maintain the books of account, other records and audit etc.	<u>Liability to LLP:</u> Min: 25,000 Max: 5,00,000 <u>Liability of the Designated Partners:</u> Min: 10,000 Max: 1,00,000

# COMPLIANCES UNDER THE LLP ACT

- **Audit Requirement:**

An audit is not required for an LLP (unless the partners willingly decide to carry it out) if all of the following requirements are met:

a) its turnover does not exceed 40 lakh rupees,

b) the capital contribution of the partners does not exceed 25 lakh rupees.

# Attachments to the Annual Forms of LLP

## Form 11

Details of LLP and/ or company in which partner/ designated partner is a director/ partner

## Form 8

Instrument(s) of creation or modification of charge is a mandatory attachment in case of creation or modification of charge.

Instrument evidencing creation or modification of charge in case of acquisition of property which is already subject to charge

Particulars of all joint charge holders

Letter of charge holder stating that the amount has been satisfied

Mandatory in case of Satisfaction

# GLOBAL COMPARISONS



Sr. No.	Conditions	UK LLP	Indian LLP
1.	<b>Registration</b>	Registration with Companies House required.	Registration with Registrar of Companies required.
2.	<b>No of Members</b>	Minimum 2 partners and at least 2 of the partners must be designated members	Minimum 2 partners and at least 2 of the partners must be designated members
3.	<b>Cost of Formation</b>	The cost of Formation is statutory filling fees, comparatively lesser than the cost of formation of Company.	The cost of Formation is statutory filling fees, comparatively lesser than the cost of formation of Company
4.	<b>Liability of Partners</b>	Limited, to the extent their contribution towards LLP.	Limited, to the extent their contribution towards LLP, except in case of intentional fraud or wrongful act of omission or commission by the partner
5.	<b>Statutory Meetings</b>	There is no provision in regard to holding of any meeting.	There is no provision in regard to holding of any meeting.
6.	<b>Annual Filing</b>	An annual return to the Registrar of Companies each year	Annual Financial Statement and statement of Solvency is required to be filed with Registrar of Companies every year.



Sr. No.	Conditions	US LLP	India LLP
1.	<b>Contribution</b>	Obligation of partners as per Written Partnership Agreement	Obligation of partners as per the LLP Agreement.
2.	<b>Foreign Partnership</b>	Foreign Nationals can be a Partner in a LLP.	Foreign Nationals can be a Partner in a LLP.
3.	<b>Borrowing by LLP</b>	Partners decide through Borrowing Resolution	As per LLP Agreement
4.	<b>Whistle Blowing</b>	Exists	Provision has been made to provide protection to employees & partners, providing useful information during an investigation or convicting any partner or firm
5.	<b>Annual Filing</b>	Annual Return must be filled with the Secretary of States	Annual Financial Statement and statement of Solvency is required to be filed with Registrar of Companies every year.

## Filing of LLP Agreement (Form 3)

Can be filled  
within **30 days**  
of  
incorporation  
of the LLP

+  
/

Can be filled  
Simultaneously  
with Form 2



**MCA**

Additional fees of **INR 100/-**  
per day to be charged in case  
of Delay

## FDI IN LLP

- FDI in LLPs is permitted, subject to the following conditions:
  - FDI is permitted under the automatic route in LLPs operating in sectors/activities where **100% FDI** is allowed through the automatic route ;
  - An Indian company or an LLP, having foreign investment, will be permitted to make downstream investment in another company or LLP engaged in sectors in which 100% FDI is allowed under the automatic route and there are no FDI-linked performance conditions. Onus shall be on the Indian Company/ LLP accepting downstream investment to ensure compliance with the above conditions.

**FDI**



# FDI IN INDIA

Automatic Route (100% FDI)	Restricted Sectors	Sectorial Caps (Automatic)
Coffee Plantation	Automatic Energy	Defense Industry (49%)
Rubber Plantation	Lottery Business	Single Brand Product Retail Trading (49%)
Cardamom Plantation	Nidhi Company	Publishing of newspaper and periodicals dealing with news and current affairs (26%)
Palm Oil Tree Plantation	Agriculture	
Credit Information Companies etc.	Housing and Real Estate Business	Insurance (49%)
<b>No Prior Approval required.</b>	<b>FDI is restricted in the above Sectors .</b>	<b>Till the Sectorial Limits no prior approvals required.</b>

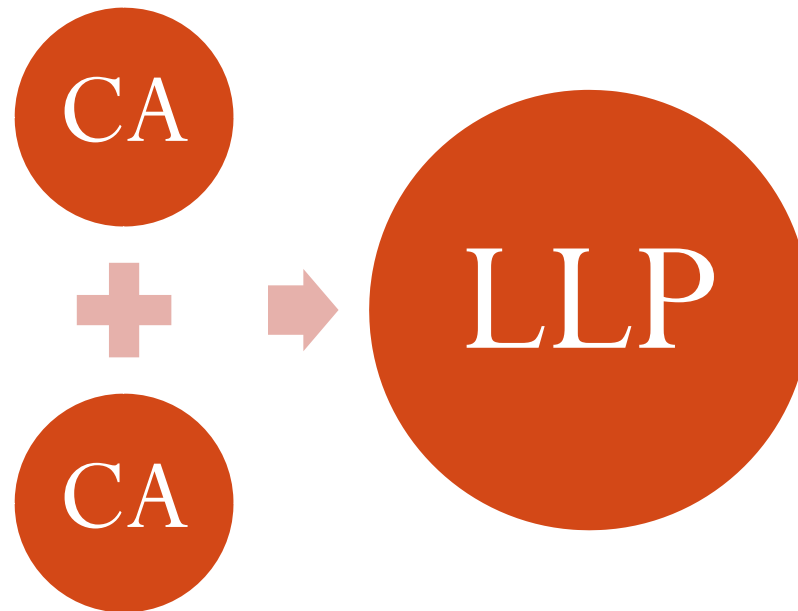
## In Principal approval of Authority

Where one of the objects is to carry on the business of Banking, Insurance or to practice the profession of Chartered Accountancy, Cost Accountancy & Company Secretaries, then the concerned Registrar of Companies shall incorporate the same only on production of in-principle approval / NOC from the concerned regulator/professional Institutes.

## Can it be done ???

Yes it can be done by taking in principle approval /NOC from ICAI.

ICAI has prepared guidelines for the same.



# AMALGAMATION OF LLP'S

- The provisions of Compromise, arrangement or reconstruction of LLPs are provided in **Section 60 to 62** of the LLP Act
- Any Creditor or partner or in the case of a LLP which is being wound up, the liquidator can apply for a compromise or arrangement
- **Employees cannot apply for Compromise or Arrangement**
- **National Company Law Tribunal** is the approving authority.
- The order of the Tribunal is to be filed with the Registrar **within 30 days** of the date of the order

# MCA LLP MASTER DATA

- DSC Services ▾
- DIN Services ▾
- Master Data ▴
  - About Master Data
  - [View Company / LLP Master Data](#)
  - View Index of Charges
  - View Signatory Details
  - View Director Master Data
  - View Director / Designated Partner Details 🔒
  - Advanced Search 🔒
- LLP Services ▾
- LLP Services For Business User ▾
- e-Filing ▾
- Company Services ▾
- Complaints ▾
- Document Related Services ▾
- Fee and Payment Services ▾

## Company/LLP Master Data

LLPIN	AAD-7465
LLP Name	EXCEL ADDMEDIA LLP
Number of Partners	0
Number of Designated Partners	2
ROC Code	RoC-Jharkhand
Date of Incorporation	10/04/2015
Registered Address	Flat No. 302, Sudha Apartment, Opp. Bank Colony, Moradabadi Ranchi Ranchi JH 834008 IN
Email Id	csvikas2004@gmail.com
Previous firm/ company details, if applicable	
Total Obligation of Contribution	10000.00
Main division of business activity to be carried out in India	93
Description of main division	Other Service activities
Date of last financial year end date for which Statement of Accounts and Solvency filed	-
Date of last financial year end date for which Annual Return filed	-
LLP Status	Active

## Charges

Assets under charge	Charge Amount	Date of Creation	Date of Modification	Status
No Charges Exists for Company/LLP				



## LLP FORM AVAILABLE FOR PUBLIC INSPECTION

- Certificate of Incorporation;
- Change in Designated Partners Details (Form 4);
- Incorporation Documents (Form 2);
- Charge Documents;
- Annual Return (Form 11) and Balance Sheet (Form 8);
- Conversion Forms (Form 17 & Form 18).

The LLP Agreement (Form 3) is not available for public inspection.

The Fees for Public Search for LLP Documents is **INR 50/-**

*Thank  
you*



**Saurabh Shah  
Pramod Shah & Associates**