Chapter X — Conversion into LLP

Chapter in 2 minutes

- Run eligibility, continuity, vesting, creditor, tax, stamp, licence, employee and post-conversion disclosure checks before filing.
- Conversion is not a simple name change; test every eligibility, stakeholder, asset, tax and post-conversion disclosure condition.
- Read every section with the amended Rules, current MCA form and the LLP agreement.
- Authority, source evidence, State stamp/registration and cross-law effects are separate closing gates.
- A portal acknowledgement is evidence of filing—not a substitute for legal accuracy or complete transaction documentation.

Mandatory execution gates

- Current Act + amended Rule/form
- Agreement and authority
- State stamp/registration
- Tax/GST/FEMA/IBC overlay
- Evidence + filing acknowledgement
- Forum/limitation on default

Provision / control map

Provision	Subject	Control
55	Conversion from firm	Verify all partners become LLP partners, map every asset/liability/licence, address creditor and tax consequences, and plan statutory disclosures.
56	Conversion from private company	Test shareholder-to-partner continuity, security interests, foreign investment, tax neutrality, employee transfer and licence change requirements.
57	Conversion from unlisted public company	Run an eligibility certificate, stakeholder consent, asset/liability vesting and post-conversion update checklist.
58	Registration and effect of conversion	Use a closing checklist for certificate, cessation of predecessor registration, asset records, banks, GST, PAN/TAN, contracts and public notice.

Evidence file

Stamped agreement; consents/KYC; approvals; forms/attachments; SRN/challan; books/bank/tax; contracts and delivery; notices/orders; source/version log.

Default response

Stop continuing loss; legal hold; verify authority and facts; issue notice; correct public records; calculate exposure; preserve mitigation; select statutory/ADR forum.