LLP Act Professional Corpus — Publication Index

Complete navigation across the chapter, Schedule, rule, instrument, forms and implementation layers in this batch.

Source review: 2026-07-18India-first legal implementationAuthors: CA Nikhil Gupta · Kajri Singh

Source status: This publication maps the current consolidated Act structure and the identified central instruments. The official India Code/Gazette and current MCA form prevail. Exact offline statutory text is not represented as fully certified until the source-hash ledger marks the relevant Act/Rule text “local exact verified”.

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Finin2min Summary — Chapter in 2 Minutes

- Complete navigation across the chapter, Schedule, rule, instrument, forms and implementation layers in this batch.
- Treat the master as a controlled legal register with source and review dates.
- Separate central law, State law, portal practice and contractual allocation.
- Assign owners, escalation and evidence retention.
- Revalidate against Gazette/MCA/India Code before live deployment.

Section-by-section provision map

Provision	Subject	Legal effect / rule	Implementation	Evidence
Trigger	Transaction, event, default or periodic due date	Identify exact law and facts	Create owner and legal gate	Intake record
Authority	Partner/ designated partner/ Registrar/	Test competence and conflicts	Record approval/ signature	Resolution/ consent/order

Provision	Subject	Legal effect / rule	Implementation	Evidence
	Tribunal/other authority			
Instrument	Agreement/ form/notice/ order/payment evidence	Use current version and State law	Execute, stamp, register and file as applicable	Original and acknowledgement
Performance	Milestones/ delivery/ payment/filing	Track evidence and exceptions	Maker-checker and escalation	Completion dossier
Dispute	Breach/ remedy/forum/ limitation	Preserve and mitigate	Issue notice and forum memo	Legal hold and matter file

Finin2min clause-by-clause decode

Trigger

Identify the precise transaction/event and applicable central, State, tax and contractual rules.

Authority

Verify who may decide, execute, certify, file and receive notices.

Execution

Use the current instrument, stamp/registration treatment, delivery method and effective date.

Closure

Verify portal/public records, money/asset movement, stakeholder notices and retained evidence.

Finin2min implementation explanation

Convert the master into an assigned workflow with named owners, source dates, legal gates, evidence standards and maintenance frequency.

Practical examples and calculations

Example A: Practical control

A team proceeds from commercial approval without checking the agreement, prescribed form or State stamp. The correct sequence is legal classification, authority, instrument, filing, evidence and post-closing verification.

Calculation/control: Exposure and timing must be computed from the actual statutory trigger, days of delay, prescribed caps, consideration/contribution, tax base and State duty schedule; retain the calculation sheet and source date.

Practical transaction application

Use the master as a mandatory intake and closing checklist, not as background reading.

Authority, consent and execution controls

Evidence the competent decision-maker, delegated authority, conflicts, signatory identity and professional certification.

Stamp duty and registration alerts

Perform State-specific instrument classification before execution, filing or registration.

Evidence and document-retention checklist

- Current statutory source and amendment log
- Stamped LLP agreement and every amendment
- Partner/designated-partner consent and KYC
- Authority/reserved-matters matrix
- Signed forms and attachments
- SRN, challan and acknowledgement
- Books, bank and tax/GST reconciliation
- Contracts, invoices, delivery and acceptance
- Notices and proof of service
- Valuation/title/security documents
- Legal opinions, orders and appeal records
- Exception, correction and mitigation log

Preserve source instruments, legal research, signed approvals, filings, financial records, notices, delivery proof and final orders.

Performance, delivery and payment controls

Set measurable owners, milestones, maker-checker controls and exception escalation.

Breach, loss, mitigation and remedy framework

Contain loss, preserve evidence, correct public records, assess remedies/penalties and document mitigation.

Limitation and forum controls

Create a matter-specific limitation and forum note at the first notice of dispute or default.

Arbitration and mediation interface

Separate contractual ADR from non-derogable statutory jurisdiction and public-law remedies.

Company, partnership, GST and tax overlays

Apply corporate, partnership, contract, stamp, registration, tax, GST, FEMA, IBC, employment, DPDP and sector-law overlays.

Publication navigation

5. Chapter V — Liability, Holding Out, Fraud and Whistleblowing — Separate LLP obligations from partner exposure, test actual/apparent authority, and apply the fraud and whistleblower exceptions.
6. Chapter VI — Contributions — Document cash, property, services and other contributions with valuation, vesting, accounting and enforcement evidence.
7. Chapter VII — Accounts, Audit, Annual Return and Registrar Powers — Build a closed-loop accounting, solvency, audit, annual-return, inspection and regulatory-response system.
8. Chapter VIII — Assignment and Transfer of Partnership Rights — Distinguish transfer of economic rights from admission, management authority and partner status.
9. Chapter IX — Investigation — Prepare for compulsory information production, preservation, related-entity review, seizure, reporting and downstream proceedings.
10. Chapter X — Conversion into LLP — Run eligibility, continuity, vesting, creditor, tax, stamp, licence, employee and post-conversion disclosure checks before filing.
11. Chapter XI — Foreign LLPs — Control Indian place-of-business registration, authorised representation, document authentication, FEMA, tax and operational filings.
12. Chapter XII — Compromise, Arrangement and Reconstruction — Map creditor/partner classes, Tribunal process, valuation, disclosure, voting, implementation and post-order filings.
13. Chapter XIII — Winding Up and Dissolution — Identify voluntary/Tribunal routes, insolvency overlap, asset/liability controls, stakeholder notices, records and dissolution effects.
14. Chapter XIV — Miscellaneous, Enforcement and Adjudication — Integrate filing, additional fee, adjudication, court/Tribunal forum, strike-off, officer liability and rule-making controls.
15. First Schedule — Default Mutual Rights and Duties — Applies where the LLP agreement does not otherwise provide; it governs equal sharing, indemnity, management participation, decision-making, information and competition/accounting consequences.
16. Second Schedule — Firm to LLP Conversion — Sets eligibility, statement, registration and effect-of-conversion controls for a firm converting into an LLP.
17. Third Schedule — Private Company to LLP Conversion — Controls conversion of an eligible private company, including shareholder-to-partner continuity and statutory vesting.
18. Fourth Schedule — Unlisted Public Company to LLP Conversion — Controls conversion of an eligible unlisted public company and the required continuity, filing and vesting framework.
19. LLP Rules, 2009 — Consolidated Architecture and Act Concordance — Rule-by-rule architecture for formation, designated partners, names, office,

agreement, contribution, accounts, annual filings, foreign LLPs, conversion, e-filing, inspection and fees.

20. Formation, Name, Registered Office and Incorporation Forms — Operational concordance for RUN-LLP/name reservation, FiLLiP/incorporation, registered office, name rectification/change, publication and certificate controls.
21. Partners, LLP Agreement, Contribution and Register Controls — Rules/forms for designated partners, admission/cessation, Form 3/4 changes, contribution valuation and the 2023 partner/register framework.
22. Books, Audit, Form 8, Form 11 and Annual Compliance — Rule 24 and linked filing controls, accounting records, solvency, audit applicability, annual return, inspection and certifications.
23. Foreign LLP and Conversion Rules — Rules/forms for foreign LLP establishment and conversion from firm/private company/unlisted public company, with vesting and post-conversion controls.
24. Winding Up, Dissolution, Insolvency Interface and Strike-Off — 2012 Winding Up and Dissolution Rules, section 75/rule 37 strike-off, CPACE routing and IBC/Tribunal interfaces.
25. Electronic Filing, Fees, Registrar, Adjudication and Appeals — DSC/ authentication, SRN/challan evidence, additional fees, registration offices, civil-penalty adjudication and appeal control.
26. LLP (Third Amendment) Rules, 2023 — Register of partners, beneficial-interest declarations and related forms/control changes under G.S.R. 803(E).
27. LLP (Significant Beneficial Owners) Rules, 2023 — Identification, notice, declaration, register, reporting and restriction framework under G.S.R. 832(E).
28. LLP (Amendment) Rules, 2024 — CPACE and Rule 37 — Current strike-off processing and Centralised Processing Centre for Accelerated Corporate Exit control under the 2024 amendment.
29. Rules, Notifications, Circulars and Amendment Master — Chronological source register and current-law reconciliation controls.
30. LLP Forms, Filing and Evidence Master — Form-by-form purpose, prerequisite, authority, attachments, evidence and reconciliation controls.
31. Stamp Duty and Registration — State Interface — State-specific stamp duty, agreement execution, conversion/property instruments and registration risk controls.
32. Income-tax, GST, FEMA, IBC and Companies Act Overlays — Cross-law issues for incorporation, contribution, remuneration, conversion, transactions, foreign partners and distress.
33. Compliance Calendar and Document-Retention Master — Event-based and recurring controls, owners, evidence, retention and escalation.
34. Case Law, Forum, Arbitration and Mediation Interface — Forum selection, arbitrability, statutory jurisdiction, limitation and judgment-research protocol.

35. LLP Transaction and Due-Diligence Playbook — Formation, funding, admission/exit, asset purchase, borrowing, conversion, restructuring and closure checklists.

Finin2min Q&A

What is the first control before acting?

Identify the exact current Act section, amended Rule/form, LLP agreement clause, authority and State-law instrument requirement.

Can additional fee cure the entire default?

No. It may permit delayed filing, but substantive contravention, false statement, civil penalty, criminal exposure or transaction defects require separate analysis.

Does MCA acceptance prove legal validity?

No. Acceptance is important evidence, but it does not automatically cure authority, stamping, registration, tax, fraud or inaccurate disclosure.

Can the LLP agreement override the Act?

It can structure inter se rights where the Act permits, but cannot override mandatory statutory duties, public filings or regulatory powers.

What should be retained?

Keep signed source documents, approvals, filings and receipts, accounting/tax trail, notices, delivery evidence and the legal source/version relied on.

Can every dispute be arbitrated?

No. Contractual partner/LLP disputes may be arbitrable, while Registrar, adjudication, criminal, Special Court and Tribunal powers remain statutory.

Chapter-specific decision flowchart

Decision flowchart for LLP Act Professional Corpus — Publication Index
← LLP Transaction and Due-Diligence Playbook