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LLP ACT PROFESSIONAL CORPUS · BATCH 01

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.

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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

- Rules/forms for foreign LLP establishment and conversion from firm/private company/unlisted public company, with vesting and post-conversion controls.
- Use the current Gazette text and portal form version together.
- Map enabling section, owner, due date, attachments, fee and consequence.
- Preserve signed form package, SRN/challan and master-data update.
- Recheck later amendments before publication or filing.

Section-by-section provision map

Provision	Subject	Legal effect / rule	Implementation	Evidence
Act link	Identify enabling section	Mandatory	Do not treat the Rule as standalone	Act-rule-form concordance
Current text	Base rule plus all amendments/corrigenda	Mandatory	Reconcile effective dates and substitutions	Gazette source register
Form		Event-specific	Verify fields, attachments,	

Provision	Subject	Legal effect / rule	Implementation	Evidence
	Current MCA webform/ instruction kit		certification and resubmission	Signed final form, SRN, challan
Portal	MCA V3 workflow	Operational	Maker-checker, DSC, payment and acknowledgement	Screenshots only as supplementary evidence
Consequence	Additional fee/ penalty/ adjudication/ invalidity	Risk-specific	Assess separately after correction	Notice, order, payment and appeal file

Finin2min clause-by-clause decode

Act–Rule concordance

Start from the enabling Act provision and read every amendment/corrigendum into the base rule.

Form decode

Treat the current MCA form and instruction kit as operational implementation, subject to the Act and Gazette.

Effective-date decode

Separate notification date, publication date, commencement date and portal deployment date.

Consequence decode

Additional fee, civil penalty, criminal offence, transaction validity and stakeholder remedy are distinct questions.

Finin2min implementation explanation

Map each rule to its enabling Act section, current form, portal workflow, owner, due date, fee, certification, attachment and consequence. The Gazette text prevails over portal help text.

Practical examples and calculations

Example A: Portal mismatch

The portal allows an attachment type not described in the older rule text. Record the discrepancy, apply the current Gazette/form instruction and obtain a legal view rather than silently relying on interface behaviour.

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.

Example B: Rejected form

A rejected filing is not closed merely by paying again. Correct source data, check transaction effective date, preserve the rejection/resubmission and assess late/penalty exposure.

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

Make rule/form compliance a closing deliverable wherever an event changes name, office, partners, contribution, accounts, foreign status, conversion or closure.

Authority, consent and execution controls

Check the prescribed signatory, designated-partner consent, professional certification, DSC validity, delegated authority and conflict status.

Stamp duty and registration alerts

A successful e-form filing does not cure deficient stamping, notarisation, registration or State execution law.

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

Archive the current Gazette source, consolidated working text, form version, signed attachments, SRN/challan, portal acknowledgement and master-data verification.

Performance, delivery and payment controls

Use filing SLAs, maker-checker review, rejected/resubmission tracking and post-acceptance reconciliation.

Breach, loss, mitigation and remedy framework

Correct rejected or inaccurate filings promptly; assess additional fees, adjudication, compounding, stakeholder notice and transaction validity separately.

Limitation and forum controls

Track form due date, resubmission period, show-cause response, adjudication appeal and substantive claim limitation independently.

Arbitration and mediation interface

Administrative filing/adjudication cannot be replaced by arbitration; contractual allocation of filing responsibility and indemnity may be arbitrated.

Company, partnership, GST and tax overlays

Coordinate Act, Rules, MCA portal, State stamp/registration, tax/GST/FEMA, DPDP/KYC and sector licences.

Finin2min Q&A

Which text controls if a portal instruction differs from the Gazette?

The Act and valid Gazette-notified Rule prevail; record the discrepancy and obtain current professional confirmation.

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 Foreign LLP and Conversion Rules

[← Books, Audit, Form 8, Form 11 and Annual Compliance](#)[Winding Up, Dissolution, Insolvency Interface and Strike-Off →](#)

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