

# MINISTRY OF CORPORATE AFFAIRS

## NOTIFICATION

New Delhi, the 11th February, 2022

**G.S.R. 109(E).**—In exercise of the powers conferred by sections 17, 69, 72, 76A and 79 of the Limited Liability Partnership Act, 2008 (6 of 2009), the Central Government hereby makes the following rules further to amend the Limited Liability Partnership Rules, 2009, namely: - .

1. (1) These rules may be called the Limited Liability Partnership (Amendment) Rules, 2022.

(2) They shall come into force with effect from the 01<sup>st</sup> April, 2022.

2. In the Limited Liability Partnership Rules, 2009 (hereinafter referred to as the said rules), in rule 5, -

(a) in sub-rule (2),-

(i) the first and second provisos shall be omitted;

(ii) in the third proviso, for the words “Provided also” the word “Provided” shall be substituted;

(b) after sub-rule (2), the following sub-rule shall be inserted, namely:-

“(3) The National Company Law Appellate Tribunal Rules, 2016 mutatis mutandis shall be applicable for filing an appeal under sub-sections (2) and (3) of section 72.

3. In the said rules, in rule 18, in sub-rule (2), for clause (xi), the following clause shall be substituted, namely: -

“(xi) the proposed name is identical with or too nearly resembles the name of any other limited liability partnership or a company;”.

4. In the said rules, in rule 19, for sub-rule (1), the following sub-rule shall be substituted, namely: -

“(1) A limited liability partnership or a company or a proprietor of a registered trade mark under the Trade Marks Act, 1999 (47 of 1999) which already has a name or trade mark which is similar to or which too nearly resembles the name or new name of a limited liability partnership incorporated subsequently, may apply to the

Regional Director in Form 23 to give a direction to that limited liability partnership incorporated subsequently to change its name or new name, as the case may be:

Provided that an application of the proprietor of the registered trade mark shall be maintainable within a period of three years from the date of incorporation or registration or change of name of limited liability partnership under the Act.”.

5. In the said rules, after rule 19, the following rule shall be inserted, namely: -

**“19A. Allotment of new name to existing LLP under sub-section (3) of section 17. –**

(1) In case a Limited Liability Partnership (herein after referred to as “LLP”) fails to change its name or new name, as the case may be, in accordance with the direction issued under sub-section (1) of section 17 within a period of three months from the date of issue of such direction, the letters “ORDNC” (which is an abbreviation of the words “Order of Regional Director Not Complied”), the year of passing of the direction, the serial number and the existing LLPIN of the LLP shall become the new name of the LLP without any further act or deed by the LLP, and the Registrar shall accordingly make entry of the new name in the register of LLP and issue a fresh certificate of incorporation in Form No. 16A:

Provided that nothing contained in sub-rule (1) shall apply in case e-form LLP Form No-5 filed by the LLP is pending for disposal at the expiry of three months from the date of issue of direction by Regional Director unless the said e-form is subsequently rejected.

(2) The LLP whose name has been changed under sub-section (3) of section 17 shall at once make necessary compliance with the provisions of section 21 and the statement, “Order of Regional Director Not Complied (under section 17 of the LLP Act, 2008)” shall be mentioned in brackets below the name of LLP on its invoices, official correspondence, and publications:

Provided that no such statement shall be required to be mentioned in case the LLP subsequently changes its name in accordance with section 19.”.

6. In the said rules, after rule 37, the following rules shall be inserted, namely: —

**“37A. Adjudication of penalties. –**

(1) The Central Government may appoint any of its officers, not below the rank of Registrar, as adjudicating officers for adjudging penalty under the provisions of the Act.

(2) Before adjudging penalty, the adjudicating officer shall issue a written notice, to the limited liability partnership, partner or designated partner of a limited liability partnership or any other person who has committed non-compliance or made default under the Act, as the case may be, to show cause, within such period as may be specified in the notice (not being less than fifteen days and not more than thirty days from the date of service thereon), why the penalty should not be imposed on it or him.

(3) Every notice issued under sub-rule (2), shall clearly indicate the nature of non-compliance or default under the Act alleged to have been committed or made by such limited liability partnership, its partner or its designated partner, or any other person, as the case may be and also draw attention to the relevant penal provisions of the Act and the maximum penalty which can be imposed on such limited liability partnership, its partners or designated partners or any other person, as the case may be.

(4) The reply to such notice shall be filed in electronic mode only within the period as specified in the notice:

Provided that the adjudicating officer may, for reasons to be recorded in writing, extend the period referred to above by a further period not exceeding fifteen days, if the limited liability partnership or its partners or designated partners or any other person, as the case may be, satisfies the adjudicating officer that it or he has sufficient cause for not responding to the notice within the stipulated period or the adjudicating officer has reason to believe that the limited liability partnership or its partners or designated partners or any other person has received a shorter notice and did not have reasonable time to give reply.

(5) If, after considering the reply submitted by such limited liability partnership or its partners or designated partners, or any other person, as the case may be, the adjudicating officer is of the opinion that physical appearance is required, he shall issue a notice, within a period of ten working days from the date of receipt of reply fixing a date for the appearance of such limited liability partnership, through its authorised representative, or partners or designated partners, or any other person, whether personally or through his authorised representative:

Provided that if any person, to whom a notice is issued under sub-rule (2), desires to make an oral representation, whether personally or through his authorised representative and has indicated the same while submitting his reply in electronic mode, the adjudicating officer shall allow such person to make such representation after fixing a date of

appearance.

(6) On the date fixed for hearing and after giving a reasonable opportunity of being heard to the person concerned, the adjudicating officer may, subject to reasons to be recorded in writing, pass any order in writing as he thinks fit including an order for adjournment:

Provided that after the hearing, the adjudicating officer may require the concerned person to submit his reply in writing on certain other issues related to the notice under sub-rule (2), relevant for determination of the default.

(7) The adjudicating officer shall pass an order -

(a) within thirty days of the expiry of the period specified in sub-rule (2), or of such extended period as referred therein, where physical appearance was not required under sub-rule (5);

(b) within ninety days of the date of issue of notice under rule (2), where any person appeared before the adjudicating officer under sub-rule (5):

Provided that in case an order is passed after the aforementioned duration, the reasons of the delay shall be recorded by the adjudicating officer and no such order shall be invalid merely because of its passing after the expiry of such thirty days or ninety days as the case may be.

(8) Every order of the adjudicating officer shall be duly dated and signed by him and shall clearly state the reasons for requiring the physical appearance under sub-rule (5).

(9) The adjudicating officer shall send a copy of the order passed by him to the concerned limited liability partnership, its partner or designated partner or any other person or all of them and to the Regional Director and a copy of the order shall also be uploaded on the website.

(10) For the purposes of this rule, the adjudicating officer shall exercise the following powers, namely: -

(a) to summon and enforce the attendance of any person acquainted with the facts and circumstances of the case after recording reasons in writing.

(b) to order for evidence or to produce any document, which in the opinion of the adjudicating officer, may be useful for or relevant to the subject matter of the inquiry.

(11) If any person fails to reply or neglects or refuses to appear as required under sub-rule (5) or sub-rule (10) before the adjudicating officer, the adjudicating officer may pass an order imposing the penalty, in the absence of such person after recording the reasons for doing so.

(12) Penalty shall be paid through Ministry of Corporate Affairs portal only.

(13) All sums realised by way of penalties under the Act shall be credited to the Consolidated Fund of India.

Explanation 1. – (a) For the purposes of this rule, the term “specified manner” shall mean service of documents as specified under sub-section (2) of section 13 and rules made thereunder and details in respect of address (including electronic mail ID) provided in the documents filed in the registry shall be used for communication under this rule.

(b) Service of documents on a limited liability partnership or its partners or designated partners or any other person shall include speed post or courier service or in any other manner through electronic transmission, at the registered office and any other address specifically declared by the limited liability partnership for the purpose in such form under sub-rule (3) of rule 16.

(c) In case of delivery by post, such service shall be deemed to have been effected at the time at which the document would be delivered in the ordinary course of post.

Explanation 2. – For the purposes of this rule, it is hereby clarified that the requirement of submission of replies in electronic mode shall become mandatory after the creation of the e-adjudication platform.

**37B. Appeal against order of adjudicating officer.** – (1) Every appeal against the order of the adjudicating officer shall be filed in writing with the Regional Director having jurisdiction in the matter within a period of sixty days from the date on which the copy of the order made by the adjudicating officer is received by the aggrieved party in Form No 33 - LLP ADJ setting forth the grounds of appeal and shall be accompanied by a certified copy of the order against which the appeal is sought:

Provided that the Regional Director may entertain an appeal after the expiry of the said period of sixty days, but within a further period of not exceeding thirty days, if it is satisfied that the appellant was prevented by sufficient cause from filing the appeal within the period so specified:

Provided further that where the party is represented by an authorised representative, a copy of such authorisation in favour of the representative and the written consent thereto by such authorised representative shall also be appended to the appeal:

Provided also that an appeal in Form No 33 - LLP ADJ shall not seek reliefs therein against more than one order unless the reliefs prayed for are consequential.

(2) Every appeal filed under this rule shall be accompanied by a fee of one thousand rupees for Small LLPs and two thousand and five hundred rupees for other than Small LLPs.

**37C. Registration of appeal.** – (1) On the receipt of an appeal, office of the Regional Director shall endorse the date on such appeal and shall sign such endorsement.

(2) If, on scrutiny, the appeal is found to be in order, it shall be duly registered and given a serial number:

Provided that where the appeal is found to be defective, the Regional Director may allow the appellant such time, not being less than fourteen days following the date of receipt of intimation by the appellant from the Regional Director about the nature of the defects, to rectify the defects and if the appellant fails to rectify such defects within the time period allowed as above, the Regional Director may by order and for reasons to be recorded in writing, decline to register such appeal and communicate such refusal to the appellant within a period of seven days thereof:

Provided further that the Regional Director may, for reasons to be recorded in writing, extend the period referred to in the first proviso above by a further period of fourteen days if an appellant satisfies the Regional Director that the appellant had sufficient cause for not rectifying the defects within the period of fourteen days referred to in the first proviso.

**37D. Disposal of appeal by Regional Director.** – (1) On the admission of the appeal, the Regional Director shall serve a copy of appeal upon the adjudicating officer against whose order the appeal is sought along with a notice requiring such adjudicating officer to file his reply thereto within such period, not exceeding twenty-one days, as may be stipulated by the Regional Director in the said notice:

Provided that the Regional Director may, for reasons to be recorded in writing, extend the period referred to in sub-rule (1) above for a further period of twenty-one days, if the adjudicating officer satisfies the Regional Director that he had sufficient cause for not being able to file his reply to the appeal within the above-said period of twenty-one days.

(2) A copy of every reply, application or written representation filed by the adjudicating officer before the Regional Director shall be forthwith served on the appellant by the adjudicating officer.

(3) The Regional Director shall notify the parties, the date of hearing of the appeal which shall not be a date earlier than thirty days following the date of such notification for hearing of the appeal.

(4) On the date fixed for hearing the Regional Director may, subject to the reasons to be recorded in writing, pass any order as he thinks fit including an order for adjournment of the hearing to a future date.

(5) In case the appellant or the adjudicating officer does not appear on the date fixed for hearing, the Regional Director may dispose of the appeal ex-parte:

Provided that where the appellant appears afterwards and satisfies the Regional Director that there was sufficient cause for his non-appearance, the Regional Director may make an order setting aside the ex-parte order and restore the appeal.

(6) Every order passed under this rule shall be dated and duly signed by the Regional Director.

(7) A certified copy of every order passed by the Regional Director shall be communicated to the adjudicating officer and to the appellant forthwith and to the Central Government.”.

7. In the said rules, after Form 16, following form shall be inserted, namely:-

**“FORM NO. 16A**

[See rule 19A]

**GOVERNMENT OF INDIA**

**MINISTRY OF CORPORATE AFFAIRS**

**Office of the Registrar of Companies**

< Address of the RoC Office >

**Certificate of Incorporation pursuant to change of name due to Order of Regional Director not being complied**

*[Pursuant to section 17(3) of the Limited Liability Partnership Act, 2008 read with rule 19A of the Limited Liability Partnership Rules, 2009]*

Limited Liability Partnership Identity Number (LLPIN): <LLPIN>

I hereby certify that the name of the LLP has been changed under sub-section (3) of section 17 of the *Limited Liability Partnership Act, 2008*, from <Last Name of the LLP> to <New name of the LLP> with effect from the date of this certificate.

Given under my hand at <Name of the city where the ROC Office is located> this <Date of approval of the work item in words (i.e. FIRST, SECOND etc.)> day of <Month of approval of the work item in words> two thousand <YEAR of approval of the work item in words>

<Full name of the Authorising officer approving the work-item>

<Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies>

Registrar of Companies

<Name of the RoC Office>

SEAL:

Registrar/Deputy Registrar of companies/Assistant Registrar of companies

(State)

Mailing Address as per record available in Registrar of Companies office:

<Name of the LLP >

<Address of the registered office of the LLP >".

**8.** In the said rules, for **Annexure 'A'**, the following Annexure shall be substituted, namely: –

**“ANNEXURE 'A'**

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

(a) Limited Liability Partnership whose contribution does not exceed Rs. 1 lakh	Rs. 500
(b) Limited Liability Partnership whose contribution exceeds Rs. 1 lakh but does not exceed Rs. 5 lakhs	Rs. 2,000
(c) Limited Liability Partnership whose contribution exceeds Rs. 5 lakhs but does not exceed Rs. 10 lakhs	Rs. 4,000
(d) Limited Liability Partnership whose contribution exceeds Rs. 10 lakhs but does not exceed Rs. 25 lakhs	Rs. 5,000
(e) Limited Liability Partnership whose contribution exceeds Rs. 25 lakhs but does not exceed Rs. 1 Crore	Rs.10,000
(f) Limited Liability Partnership whose contribution exceeds Rs. 1 Crore	Rs. 25,000

2. The difference between the fees payable on the increased slab of contribution and the fees paid on the preceding slab of contribution shall be paid through Form 3.

3. For Filing, registering, or recording any document, form, statement, notice, Statement of Accounts and Solvency, annual return and an application alongwith the Statement for conversion of a firm or a private company or an unlisted public company into LLP by the Act or by these rules required or authorised to be filed, registered or recorded:

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

(d) Limited Liability Partnership whose contribution exceeds Rs.10 lakhs but does not exceed Rs. 25 lakhs Rs. 200

(e) Limited Liability Partnership whose contribution exceeds Rs. 25 lakhs but does not exceed Rs. 1 Crore Rs. 400

(f) Limited Liability Partnership whose contribution exceeds Rs. 1 Crore Rs. 600

4. Fee for filing, registering, or recording notice of appointment, cessation, change in name, address, designation of a partner or designated partner, intimation of Designated Partner Identification Number and consent to become a partner or designated partner in LLP Form No. 4:

For Small LLPs	Rs. 50
For Other than Small LLPs	Rs. 150

5. (1) Fee for any application other than application for conversion of a firm or a private company or an unlisted public company into LLP shall be as under :-

Sl. No.	Application	Small LLPs (in rupees)	Other than Small LLPs (in rupees)
(a)	For reservation of name under section 16 of the Act	Rs. 200	Rs. 200
(b)	For direction to change the name under section 17 of the Act	Rs. 5,000	Rs. 5,000
(c)	For striking off name of defunct Limited Liability Partnership under rule 37	Rs. 500	Rs 1,000

(2) Fee for an application under rule 18 (3):

(a)	Application for reservation of name under Rule 18(3)	Rs.10,000
(b)	Application for renewal of name under Rule 18(3)	Rs. 5,000

6. Fee for inspection of documents or for obtaining certified copy thereof shall be as under :-

(a)	For inspection of documents of an LLP under section 36	Rs. 50
(b)	For copy or extract of any document under section 36 to be certified by Registrar	Rs. 5/- per page or fractional part thereof

7. Fee for filing any form or a Statement of Account and Solvency or a notice or a document by foreign limited liability partnership

(a)	For filing a document under rule 34(1)	Rs. 5,000
(b)	Any other form or Statement of Account and Solvency or notice or document	Rs. 1,000

8. Following Table of additional fee shall be applicable for delay in filing of forms.

Sl. No.	Period of delays	Small LLPs	Other than Small LLPs
(a)	Upto 15 days	One time	One time
(b)	More than 15 days and upto 30 days	2 times of normal filing fees	4 times of normal filing fees
(c)	More than 30 days and upto 60 days	4 times of normal filing fees	8 times of normal filing fees
(d)	More than 60 days and upto 90 days	6 times of normal filing fees	12 times of normal filing fees
(e)	More than 90 days and upto 180 days	10 times of normal filing fees	20 times of normal filing fees
(f)	More than 180 days and upto 360 days	15 times of normal filing fees	30 times of normal filing fees
(g)	Beyond 360 days	25 times of normal filing fees	50 times of normal filing

		for forms other than Form 8 and Form 11. For Form 8 and Form 11, 15 times normal filing fees plus Rs. 10 per day for every day delay beyond 360 days	fees for forms other than Form 8 and Form 11. For Form 8 and Form 11, 30 times normal filing fees plus Rs. 20 per day for every day delay beyond 360 days.
--	--	--	--

9. In the said rules, after Form No 32, the following form shall be inserted, namely:-

<p><b>“FORM NO. 33 - LLP ADJ</b></p> <p><b>Pursuant to section 76A of the Limited Liability Partnership Act, 2008 and rule 37B of the Limited Liability Partnership Rules, 2009</b></p>	<p><b>Memorandum of Appeal</b></p>
---	------------------------------------

Form Language o English o Hindi

Refer the instruction kit for filing the form.

**Before the Regional Director**  
**In the matter of the Limited Liability Partnership Act, 2008**  
**And**

In the matter of appeal against the order made on  by

1. \*Category of Appellant

2. \*Limited Liability Partnership Identification Number (LLPIN)/  **PRE-FILL**  
 Foreign Limited Liability Partnership identification number (FLLPIN)

3. (a) Name of the Limited Liability Partnership (LLP)/ Foreign Limited Liability Partnership (FLLP)

(b) Address of the registered office or principal place of business in India

(c) E-mail ID of the Limited Liability Partnership (LLP)/Foreign Limited Liability Partnership (FLLP)

4. \*Details of the Respondent  
 (a) Adjudicating Officer   
 (b) Address

5. \*Section under which penalty was imposed

6. \*Penalty imposed (Amount in Rupees)

7. \*Reasons for delay

8. Specify the number of the Form (if any)

9. SRN of the Form specified above

10. \*Synopsis of case

11. \*Grounds of appeal

12. \*Relief sought

13. \*Interim relief sought, if any

14. \*Date of issuing certified copy of penalty order

15. Due date by which the order has to be filed

16. Delay in days

17. \*Jurisdiction of Regional Director

The appellant declares that the subject matter of appeal falls within the jurisdiction of the Regional Director.

**Attachments**

1. \* Certified copy of the order against which appeal is sought
2. Optional attachments, if any

Attachment

Attachment

**List of attachments**

--

Remove attachment

**Declaration**

- \* To the best of my knowledge and belief, the information given in this form and attachments is correct and complete.
- I am filing this form in my individual capacity as designated partner in default in the captioned matter and hereby certify that all the requirements of the Limited Liability Partnership Act, 2008 and rules made thereunder have been complied with in respect of subject matter of this form.
- I am filing this form in my individual capacity as authorized representative in the captioned matter and hereby certify that all the requirements of the Limited Liability Partnership Act, 2008 and rules made thereunder have been complied with in respect of subject matter of this form.
- \*I also certify that all the information given herein above is true, correct and complete including the attachments to this form and are as per the requirements of the Limited Liability Partnership Act, 2008. Nothing material has been suppressed.
- \*It is further declared that no other appeal, suit, civil revision or any other legal proceedings is pending before any authority on the similar matter.

\*To be digitally signed by designated partner/ authorized representative

--

\*DPIN of the Designated Partner/DPIN or Income Tax PAN of the authorised representative as appellant;

--

Modify

Check Form

Prescrutiny

Submit "

[F.

No. 01/03/2021-CL.V]

K.V.R. MURTY, Jt. Secy.

**Note :** The principal rule, were published vide notification number G.S.R. 229 (E) dated the 1<sup>st</sup> April, 2009 and last amended vide notification number S.O. 896 (E) dated the 18<sup>th</sup> September, 2018.