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ABOUT THIS DOCUMENT

This Instruction Kit is designed as a step by step guide to assist the user in filling up the web form. This document provides references to law(s) governing the web form, guidelines to access the application, instructions to fill the web form at field level and important check points while filling up the web form along with other instructions to fill the web form.

User is advised to refer to the respective instruction kit for filing of each web form.

This document is divided into following sections:



Part I – Law(s) governing the webform



Part II– Accessing the LLP Form No. 18 application



Part III – Instructions to fill the web form



Part IV – Key points for successful submission

Click on any section link to refer to the particular section.



1 PART I – LAW(S) GOVERNING THE WEBFORM

Pursuant to Rules **39(1) and 40(1)** of Limited Liability Partnership. Rules, 2009.

1.1 Purpose of the webform

The webform “LLP Form No.18” aims to simplify the process of incorporation of LLP and the user shall be required to file ‘LLP Form No. 18’ together with Form FiLLiP in case of conversion of existing company into LLP.

1.2 Important Check Points while filling up the webform

- ✓ Please read instructions and guidelines carefully before filling online application forms.
- ✓ Please attach the required mandatory supporting documents in the specified format only.
- ✓ Please ensure that applicant of the webform is registered at the MCA portal before filing the webform.
- ✓ Please ensure that the DSC attached in the webform is registered on MCA portal against the DIN/DPIN/PAN/Membership number as provided in the form.
- ✓ Please note that the signing authority of the webform shall have valid and non-expired/non-revoked DSC or valid DIN/DPIN/PAN.
- ✓ Please ensure the company is private and unlisted public company.
- ✓ Please ensure that there are no forms pending for payment or processing in respect of the company.
- ✓ Please ensure that there are no open (unsatisfied) charges pending against the company.
- ✓ Please ensure that there are no open cost audit orders against the company.
- ✓ Please ensure that there are no updation requests pending for approval.
- ✓ Please ensure that there are no inspection/investigation/prosecution initiated and pending against the company.
- ✓ Please ensure that the company is not marked under management dispute.
- ✓ Please ensure that the company has share capital.
- ✓ Please ensure that the company is not a ‘Section 8 company’.
- ✓ Please ensure that the company has filled at least one balance sheet and annual return should have been filed by the company after its incorporation.
- ✓ Please ensure that the name of company being converted and proposed name of the LLP matches.
- ✓ Please ensure that the LLP must be registered in same state as Registered office of the company being converted.
- ✓ Please ensure that number of designated partners/partners entered in the form shall match with the total number of shareholders in company getting converted into LLP.
- ✓ Please ensure that ‘Total monetary value of contribution of partners in the LLP’ proposed to be incorporated shall be equal to ‘The Total paid up share capital’ of the company.
- ✓ Please note that in case of resubmission, original application of the FiLLiP (along with the linked forms, if applicable) shall be available in the application history of the user and T+30 days (where T is the date of marking the application as ‘Resubmission Required’) should not have elapsed.



- ✓ *If the space within any of the fields is not sufficient to provide all the information, then additional details can be provided as an optional attachment to the webform.*
- ✓ *Please check for any alerts that are generated using the “Notifications and alerts” function under the ‘My Workspace’ page in the FO user dashboard on the MCA website.*



2 PART II – ACCESSING LLP Form No. 18 APPLICATION

Please refer the Instruction Kit for Form FiLLiP for details on accessing Form 18.



3 PART III – INSTRUCTIONS TO FILL THE WEB FORM

3.1 Specific Instructions to fill 'LLP Form 18' at Field Level

Instructions to fill 'LLP Form 18' are tabulated below at field level. Only important fields that require detailed instructions are explained. Self-explanatory fields are not explained.

Field No.	Field Name	Instructions
1	Name of the proposed LLP	i. This field shall be prefilled based on SRN of RUN LLP or name proposed in FiLLiP. ii. This field shall be non-editable for the user.
2 (a)	Details of the company CIN	i. This field shall be prefilled based on 1 (d) of the FiLLiP form ii. CIN entered shall be valid CIN having status as Active. iii. This field shall be non-editable for the user.
2 (b)	Name of the Company	i. These fields shall be prefilled based on CIN. ii. These field shall be non-editable for the user.
2 (c)	Date of incorporation	
2 (d)	Name of office of Registrar of Companies	
2 (e)	Address of the registered office of the company	
2 (f)	e-mail ID of the company	i. This field shall be prefilled based on latest MGT-7 form filed by the company. ii. Number entered shall be greater than or equal to 2. iii. If the user edits this field, then the user has to attach documentary evidence for change in shareholding post filling of MGT-7 under 'Optional Attachment(s)' in 'Attachment' section below.
2 (h)	Total number of shareholders	
3 (a)	Details of Conversion Total number of partners in the LLP	This field shall be prefill based on the value entered in field 2 (h) i.e. 'Total number of shareholders'.
3 (b)	All the shareholders of the company have given their consent for conversion of the company into the limited liability partnership.	Ensure that all the shareholders of the company have given their consent for conversion of the company into the limited liability partnership.
3 (c)	All the partners of the limited liability partnership comprise all the shareholders of the company and no one else	Ensure that all the partners of the limited liability partnership comprise all the shareholders of the company and no one else.
3 (d)	Whether any security interest in the assets of the company is subsisting or in force	i. Kindly select whether any security interest in the assets of the company is subsisting or in force.



Field No.	Field Name	Instructions
		ii. In case the user selects 'Yes', then the user shall not be able to file LLP Form 18.
3 (e)	Whether any prosecution initiated against or show cause notice received by the company for alleged offences under the Companies Act, 2013	Kindly select whether any prosecution initiated against or show cause notice received by the company for alleged offences under the Companies Act, 2013.
	If Yes, give details in the following manner Number of cases Date of issue of show cause notice (DD/MM/YYYY) Section of the Companies Act under which action being initiated Status (reply sent or under examination by concerned Authority)	i. These fields shall be displayed and mandatory if 'yes' is selected in field number 3 (e) i.e. 'Whether any prosecution initiated against or show cause notice received by the company for alleged offences under the Companies Act, 2013'. ii. Number shall be greater than zero. iii. Entire section shall be regenerated and mandatory based on the number entered in field 'Number of cases'. iv. Date entered in this field shall be less than the system date. v. Date entered in this field shall be greater than or equal to date of incorporation of the company.
3 (f)	Whether any proceeding by or against the company is pending in any Court or Tribunal or any other Authority	Kindly select whether any proceeding by or against the company is pending in any Court or Tribunal or any other Authority.
	If Yes, details thereof in following manner Number of proceedings Name of Court/ Tribunal/ Authority Particulars of such proceedings	i. These fields shall be displayed and mandatory if 'yes' is selected in the field number 3 (f) i.e. 'Whether any proceeding by or against the company is pending in any Court or Tribunal or any other Authority'. ii. Entire section shall be regenerated and mandatory based on the number entered in field 'Number of proceedings'. iii. Number entered shall be greater than zero. iv. User shall ensure to provide details in these fields.
3 (g)	Whether any earlier application for conversion of the said company into limited liability partnership was refused by the Registrar.	Kindly select whether any earlier application for conversion of the said company into limited liability partnership was refused by the Registrar.
	If yes, give SRN of earlier LLP Form 18 Reasons for refusal of earlier Form 18	i. This field shall be displayed and mandatory in case 'yes' is selected in field number 3 (g) i.e. 'Whether any earlier application for conversion of the said company into limited liability partnership was refused by the Registrar.'



Field No.	Field Name	Instructions
		ii. Please enter valid SRN in this field. iii. Kindly enter reasons for refusal of earlier LLP Form 18.
3 (h)	Whether any conviction, ruling, order, judgment of any Court, Tribunal or other authority in favor of or against the company is subsisting.	Kindly select whether any conviction, ruling, order, judgment of any Court, Tribunal or other authority in favor of or against the company are subsisting.
	If Yes, details thereof in following manner Number of proceedings Section and the title of relevant Act Particulars Name of Court/ Tribunal/ Authority	i. These fields shall be displayed and mandatory in case 'Yes' selected in field number 3 (h) i.e. 'Whether any conviction, ruling, order, judgment of any Court, Tribunal or other authority in favor of or against the company is subsisting.' ii. Value entered in this field shall be greater than zero. iii. Entire section shall be regenerated and mandatory based on the number entered in field 'Number of proceedings'. iv. Kindly ensure to provide details in these fields.
3 (i)	Whether there are any secured creditors	Kindly select that whether there are any secured creditors.
	Consent of all the secured creditors for conversion of the company into limited liability partnership has been obtained	i. This field shall be displayed and mandatory if yes is selected in field number 3 (i) i.e. 'Whether there are any secured creditors'. ii. Please select whether consent of all the secured creditors for conversion of the company into limited liability partnership has been obtained
3 (j)	Whether any clearance, approval or permission for conversion of the company into limited liability partnership is required from any body/ authority.	Kindly select whether any clearance, approval or permission for conversion of the company into limited liability partnership is required from any body/ authority.
	If Yes, whether the applicable approvals from the concerned body/authority have been obtained. Number of authorities whose approval has been obtained Name of Authority Date of approval (DD/MM/YYYY)	i. These fields shall be displayed and mandatory if 'yes' is selected in field number 3 (j) i.e. 'Whether any clearance, approval or permission for conversion of the company into limited liability partnership is required from any body/ authority' ii. Entire section shall be regenerated and mandatory based on the number entered in field 'Number of authorities whose approval has been obtained'.



Field No.	Field Name	Instructions
	Order number	
	Attachments	All the attachments shall be either in PDF or .jpeg/.jpg format up to 2 MB.
	Statement of Assets and Liabilities of the company duly certified as true and correct by the auditor not be older than 15 days	This attachment is mandatory.
	List of secured creditors along with their consent to the conversion	This field shall be mandatory in case 'yes' is selected in field number 3 (i) i.e. 'Whether there are any secured creditors.'
	Approval from any other body/authority	This field shall be mandatory in case 'yes' is selected in field number 3 (j) i.e. 'Whether any clearance, approval or permission for conversion of the company into limited liability partnership is required from any body/ authority.'
	Copy of acknowledgement of latest income tax return	These attachment are mandatory.
	Auditor Certificate	
	Optional attachment(s) - if any	i. This field can be used to provide any other information. ii. Please note that the user has an option to upload up to five optional attachments.
	Part B: Statement	Please ensure to select all check boxes.
	To be digitally signed by	i. Ensure that the webform is digitally signed by the Designated Partner. ii. Enter the Designated Partner Identification Number (DIN/DPIN) of Designated Partner or PAN of Designated Partner in case none of the Designated Partners have DIN
	DIN/DPIN/PAN of the Designated Partner	
	Certificate	
	Category	



Field No.	Field Name	Instructions
	Chartered Accountant (in whole-time practice) or Cost Accountant (in whole-time practice) or Company Secretary (in whole-time practice)	i. The webform shall be certified by a chartered accountant (in whole-time practice) or cost accountant (in whole-time practice) or company secretary (in whole-time practice) by digitally signing the webform.
	Whether Associate or Fellow	ii. Select the relevant category of the professional and whether he/ she is an associate or fellow.
	Membership No.	iii. In case the professional is a chartered accountant (in whole-time practice) or cost accountant (in whole-time practice), enter the membership number.
	Certificate of practice number	iv. In case the practicing professional is a company secretary (in whole-time practice), enter the certificate of practice number
	To be digitally signed by	

3.2 Other instructions to fill 'LLP Form 18'

Buttons	Particulars
Choose File	i. Click the 'Choose File' button to browse and select a document that is required to be attached as a supporting to LLP Form No. 18. ii. All the attachments should be uploaded in PDF or .jpg format up to 2 MB. iii. The user has an option to attach multiple files as attachments within the form.
Remove	The user has an option to remove files from the attachment section using the "Remove" option provided against each attachment.
Download	The user has an option to download the attached file(s) using the "Download" option provided against each attachment.
Save	i. Click on Save button for saving the application in a draft form at any given point in time prior to submitting the web form. ii. The 'Save' option will be enabled only after the user completely fills in Block 2 of the FiLLiP form. iii. This is an optional field available in the form of Other functionality to the user. iv. On saving the webform, all the information filled in the webform will be saved and can be edited/updated till the time webform is submitted. v. The previously saved drafts can also be accessed (at a later point in time) using the application history functionality.
Submit	i. This is a mandatory field. ii. When the user clicks on the submit button the details filled in the webforms are auto saved and the system verifies all the webforms, incase errors are detected the user will be taken back to the respective webforms and all the relevant error messages shall be displayed. iii. In case at the submission of webforms no errors are detected by the system the submission will be successful.



4 PART IV – KEY POINTS FOR SUCCESSFUL SUBMISSION

4.1 Fee rules

S#	Purpose of webform	Normal Fee	Additional (Delay Fee)	Logic for Additional Fees	
				Event Date	Time limit (days) for filing
1	Fee for Form 18	Fee specified in Limited Liability Partnership Rules, 2009 (Refer Table 1 below)	NA	NA	NA

Fee payable is subject to changes in pursuance of the Act, or any rule or regulation made, or notification issued thereunder.

4.2 Limited Liability Partnership Rules, 2009

Table 1

S#	Contribution Amount (INR)	Normal fee applicable (INR)
1	Up to 1, 00, 000	50
2	More than 1,00,000 up to 5,00,000	100
3	More than 5,00,000 up to 10,00,000	150
4	More than 10,00,000 up to 25,00,000	200
5	More than 25,00,000 Up to 1,00,00,000	400
6	More than 1,00,00,000	600

4.3 Processing Type

LLP Form No. 18 shall be processed in Non-STP mode.

4.4 Useful Links

1. Link to access LLP Form No. 18: <https://www.mca.gov.in/MinistryV2/llpformsdownload.html>
2. FAQs related to e-filing: <https://www.mca.gov.in/MinistryV2/efiling.html>
3. Payment and Fee related Services: <https://www.mca.gov.in/MinistryV2/paymentservices.html>
4. Link to access Form FiLLiP: <https://www.mca.gov.in/MinistryV2/llpformsdownload.html>



4.5 Rejection codes

To be provided by MCA.