



**RAAM &  
ASSOCIATES LLP**  
COMPANY SECRETARIES & TRADEMARK AGENT &  
IP ATTORNEYS

**CONVERSION OF LLP INTO PRIVATE LIMITED**

# PRE-CONDITION

Check whether LLP has filed its statutory return up to date and file all LLP agreements including supplementary agreements with ROC;

All filed forms should be in the approved status;

Same name of LLP can be continued with the words Private Limited added with such name;

The amount of contribution shall be equal to amount of capital and there can not be change in such amount;

All partners shall become the shareholders of the company;

Hold meeting of partners and pass necessary resolution for assent of all partners for conversion;

# PROCEDURE

## PUBLISH NEWS PAPER ADVERTISEMENT

- A notice seeking objection for conversion of LLP into company must be published in Form URC-2 in at least 2 news papers one in local language wherein registered office is situated and another in English language news papers;

## NAME APPLICATION

- RUN application for name with Object clause of the company must be attached;

# PROCEDURE

## URC-1 – AFTER 21 DAYS OF NP & NAME APPROVAL

- List of members with details viz. names, address , occupation , shares held by them appropriately;
- List of the first directors of the private company with details viz. names, address and the DIN etc;
- An affidavit from every person proposed as first directors , that he is not disqualified to be a director under section 164;
- A list including the names & addresses of partners of LLP;
- A copy of LLP Agreement and certificate of registration duly verified by two designated partners;
- A statement indicating the following specification a.) the nominal share capital of firm and the number of shares into which its separated b.) the number of shares taken and the amount paid for every share c.) the name of the firm with the addition of word limited or private limited is required

# PROCEDURE

## URC-1 – AFTER 21 DAYS OF NP & NAME APPROVAL

- A written consent of all partners of LLP;
- A written consent or NOC from all creditors;
- Copy of newspaper advertisement;
- Statement of accounts of the Company which must not be 30 days preceding the date of application and it must be duly certified by the auditor;
- A copy of latest Income Tax Return;
- Undertaking by proposed first directors with regard to compliance with Stamp Duty;

# PROCEDURE

## SPICe– AFTER 21 DAYS OF NP & NAME APPROVAL

- Consent & Declaration by First Directors in Form DIR-2;
- Self Declaration by First Directors and Subscribers in Form INC-9;
- Proof of Residence and Identity of Directors;
- Resolution of partners for conversion of LLP into Company;
- Proof of Registered Office like Rent Agreement / Sale Deed;
- Latest Electricity Bill ( not older than 2 months );
- NOC of owner of office , if registered office is rented;

# PROCEDURE

## CERTIFICATE OF INCORPORATION

- After due verification in all aspects made for conversion of LLP into Private Limited company, a certificate of incorporation will be issued by ROC;

## **DISCLAIMER**

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*Thank You!*