

**LIMITED LIABILITY PARTNERSHIP (WINDING UP AND DISSOLUTION) RULES,
2012 - SUPERSESSON OF LLP (WINDING UP AND DISSOLUTION) RULES, 2010
NOTIFICATION [F.NO.1/7/2012-CL-V], DATED 10-7-2012**

In exercise of the powers conferred by section 65 read with section 79 of the Limited Liability Partnership Act, 2008 (6 of 2009) and in supersession of the [Limited Liability Partnership \(Winding up and Dissolution\) Rules, 2010](#), except as respects things done or omitted to be done before such super session, the Central Government hereby makes the following rules, namely:-

Short title and commencement.

1. (1) These rules may be called the Limited Liability Partnership (Winding up and Dissolution) Rules, 2012.
- (2) They shall come into force on the date of their publication in the Official Gazette.

Definitions.

2. (1) In these rules, unless the context otherwise requires,-
 - (a) "Act" means the Limited Liability Partnership Act, 2008 (6 of 2009);
 - (b) "Annexure" means an Annexure to these rules;
 - (c) "Bench" means a Bench of the Tribunal and includes the Principal Bench;
 - (d) "certified", in relation to a copy of a document, means certified as provided in section 76 of the Indian Evidence Act, 1872;
 - (e) "Code" means the Code of Civil Procedure, 1908;
 - (f) "filed" means filed in the office of the Registrar of Tribunal or Bench;
 - (g) "LLP" means Limited Liability Partnership;
 - (h) "LLPIN" means the Limited Liability Partnership Identification Number as referred to in the Limited Liability Partnership Rules, 2009;
 - (i) "LLP Liquidator" means a liquidator appointed in connection with voluntary winding up of a limited liability partnership (LLP) from the panel maintained by the Central Government consisting of the names of practicing chartered accountants, advocates, practicing company secretaries, practicing cost and works accountants or firms or bodies corporate having chartered accountants, advocates, company secretaries, cost and works accountants and such other professionals as may be notified by the Central Government;
 - (j) "Member" means any judicial member or technical member of the Tribunal;
 - (k) "Officer" includes any designated partner, partner, employee of the LLP and any person in accordance with whose directions or instructions the partners of the LLP have been accustomed to act;
 - (l) "Officer of the Tribunal" includes a liquidator appointed under these rules;
 - (m) "Official Liquidator" means a Liquidator who, in relation to winding up by Tribunal, is appointed by the Central Government exercise the powers of Official Liquidator and includes Joint, Deputy or Assistant Official Liquidators;
 - (n) "proceedings" means proceedings and procedures specified in Part VI of these rules and include other proceedings or procedures under the Act or the rules;
 - (o) "Registrar of Tribunal" means, the Registrar of the Tribunal, and includes an Additional Registrar, a Deputy Registrar or an Assistant Registrar of the Tribunal or any of its Bench, and such other officer as may be authorised by the President of the Tribunal to perform all or any of the duties assigned to the Registrar of Tribunal under the Act and rules made thereunder;
 - (p) "section" means a section of the Limited liability Partnership Act, 2008 (6 of 2009);
 - (q) "summons" means a summons returnable before any Member of the Tribunal;

(r) "Tribunal" means the Tribunal as defined in clause (u) of sub-section (1) of section 2 of the Act:

Provided that until the Tribunal is constituted under the Companies Act, 1956, the word "Tribunal" shall be substituted with the words "High Court".

(2) Save as aforesaid, and unless the context otherwise requires, words and expressions contained in these rules shall bear the same meaning as in the Limited liability Partnership Act, 2008.

Forms.

3. The forms annexed to these rules shall be used in all matters to which the forms relate with such variations as may be necessary.

PART II

MODES OF WINDING UP

Modes of winding up.

4. The winding up of an LLP may be either voluntary or by the Tribunal.

PART III

VOLUNTARY WINDING UP

Circumstances in which LLP may be wound up voluntarily.

5. (1) Any LLP may be wound-up voluntarily if the LLP passes a resolution to wind up the LLP with approval of at least three-fourths of the total number of its partners:

Provided that where the LLP has creditors, whether secured or unsecured, the winding up shall not take place unless approval of such creditors takes place in pursuance of rule 7.

(2) A copy of the resolution shall be filed with the Registrar within thirty days of passing of such resolution in **Form No. 1**.

Commencement of voluntary winding up and filing up of statement of affairs.

6. (1) A voluntary winding up shall be deemed to commence on the date of passing of the resolution for voluntary winding up under rule 5.

(2) The provisions of sub-rule (3) of rule 28 shall, so far as may be, apply to the voluntary winding up as they apply to the winding up by the Tribunal except that the reference to—

(a) the Tribunal shall be omitted;

(b) the liquidator or the Provisional Liquidator shall be construed as reference to the LLP liquidator; and

(c) the "relevant date" shall be construed as reference to the date of commencement of the voluntary winding up.

Declaration of solvency in case of proposal to wind up voluntarily.

7. (1) Where it is proposed to wind up an LLP voluntarily, the majority of its designated partners (being not less than two) shall make a declaration in **Form No. 2** verified by an affidavit to the effect that the LLP has no debt or that it will be able to pay its debts in full within such period, as may be specified in the declaration, but not exceeding one year from the commencement of the winding up.

(2) A declaration made under sub-rule (1) shall have no effect for the purposes of the Act and these rules, unless —

(a) it is delivered to the Registrar for registration in **Form No. 3** within fifteen days immediately preceding the date of the passing of the resolution for winding up of LLP;

(b) it contains a statement declaring that the LLP is not being wound up to defraud any person or persons;

- (c) it is accompanied by a statement of assets and liabilities prepared in **Form No. 4** for the period commencing from the date up to which the last account was prepared and ending with the latest practicable date immediately before the making of the declaration duly attested by at least two designated partners; and
 - (d) it is accompanied by a report of the valuation of the assets of the LLP prepared by a valuer, if there are any assets of the LLP.
- (3) The LLP or its designated partners may repay any dues of the creditors or satisfy the claims of creditors in any manner, before any declaration is made by designated partners under sub-rule (1).

Meeting of creditors.

8. (1) Where any LLP has creditors, secured or otherwise, such LLP shall, before taking any action for winding up of the LLP, seek approval of such creditors and shall send them, by registered or speed post or any other mode defined in rule 15 of Limited Liability Partnership Rules 2009, a copy of declaration under sub-rule (1) of rule 7, the estimated amount of the claims due to each of the creditors and an offer for creditors to accept such claims.

(2) The creditors shall give to the LLP their opinion in respect of voluntary winding up proposed by the LLP or acceptance of offer made under sub-rule(1) within thirty days of receipt of declaration under sub-rule (1) of rule 7.

(3) Where two-thirds in value of creditors of the LLP referred to in sub-rule (1) give their consent that—

- (a) it is in the interest of all the partners and creditors that the LLP be wound up voluntarily by partners, the LLP shall be wound up voluntarily by partners; or
- (b) the LLP will not be able to pay for its debts in full from the proceeds of assets to be sold in voluntary winding up and propose that the LLP be wound up voluntarily by creditors, the LLP shall be wound up voluntarily by creditors; or
- (c) the LLP will not be able to pay for its debts in full from the proceeds of assets to be sold in voluntary winding up and propose that it will be in the interest of all partners and creditors if the LLP is wound up by the Tribunal, the LLP shall, within fourteen days thereafter, file an application before the Tribunal for winding up:

Provided that where the LLP pays the dues of creditors to their satisfaction, provisions of clause (b) or clause (c), as the case may be, shall not be applicable.

(4) Notice of any decision of creditors in pursuance of this rule shall be given by the LLP to the Registrar in **Form No 5** within fifteen days from the date of receipt of consent of the creditors referred to in sub-rule (3).

Publication of resolution to wind up voluntarily.

9. Where LLP has by resolution resolved for voluntary winding up and consent of creditors under clause (b) of sub-rule (3) of rule 8 is received for voluntary winding up of the LLP, it shall, within fourteen days of the receipt of creditors' consent, give notice of the resolution by advertisement in a newspaper circulating in the district where the registered office or the principal office of the LLP is situated.

Appointment and removal of LLP Liquidator.

10. (1) The LLP shall within thirty days of -

- (a) passing of resolution of voluntary winding up under rule 5, where LLP has no creditors, or
- (b) filing of notice intimating the decision of winding up pursuant to sub-rule (4) of rule 8, where it has creditors,

with the consent of majority of partners through resolution, appoint a voluntary Liquidator as LLP Liquidator for the purpose of winding up its affairs and fix the remuneration to be paid to the LLP Liquidator.

(2) Where the creditors have given consent under clause (b) or (c) of sub-rule (3) of rule 8, the appointment of LLP Liquidator under this rule shall be effective only after it is approved by two-thirds of the creditors in value of the LLP:

Provided that where such creditors do not approve the appointment of LLP Liquidator appointed by the partners of LLP, creditors shall appoint another LLP Liquidator, with two-thirds of the creditors in value of the LLP and fix the remuneration to be paid to the LLP Liquidator.

(3) If the creditors and the partners of the LLP nominate different LLP Liquidators, the LLP Liquidator nominated by creditors shall be the LLP Liquidator but where the creditors neither approve the LLP Liquidator nominated by the partners of the LLP nor nominate any other LLP Liquidator, the LLP Liquidator nominated by the partners of the LLP shall be the LLP Liquidator.

(4) If for any cause whatever, there is no LLP liquidator acting, the Tribunal may appoint an LLP liquidator on such remuneration as may be determined by it.

(5) The Tribunal may, on cause being shown, remove an LLP liquidator and appoint any other LLP liquidator in place of the removed LLP liquidator.

(6) The Tribunal may also appoint or remove an LLP liquidator on an application made by the Registrar in this behalf.

(7) The Tribunal shall give a reasonable opportunity of being heard to the LLP liquidator before being removed.

(8) The LLP Liquidator, after his appointment, shall file a declaration in the **Form No 6** disclosing conflict of interest or lack of independence in respect of his appointment, if any, with the LLP or the creditors, as the case may be, and such obligation shall continue throughout the term of his or its appointment.

(9) An LLP Liquidator may be removed by the partners of the LLP where his appointment has been made by the LLP and, by the creditors, where his appointment is approved, or made, by such creditors.

(10) Where a LLP Liquidator is sought to be removed under sub-rule (9), he shall be given a notice in writing stating the grounds of removal from his office by the LLP or the creditors, as the case may be.

(11) Where three-fourths of total number of partners of the LLP or three-fourths of creditors in value, as the case may be, after consideration of the reply, if any, filed by the LLP Liquidator, in their meeting decide to remove the LLP Liquidator, the LLP shall remove the LLP Liquidator and he shall vacate his office.

Filling up of vacancy in office of LLP Liquidator.

11. If a vacancy occurs by death, resignation, removal or otherwise in the office of any LLP Liquidator (other than a Liquidator appointed by, or by the direction of, the Tribunal) appointed under rule 10, the partners of the LLP or the creditors, as the case may be, fill the vacancy in the manner as specified in that rule.

Notice of appointment of LLP Liquidator to be given to Registrar.

12. The LLP shall give notice to the Registrar of the appointment of, or any vacancy occurred by death, resignation, removal or otherwise of, the LLP Liquidator indicating the name and particulars of that LLP Liquidator, within ten days of such appointment or change in **Form No 7. Designated partner's and other partner's power to cease on appointment of LLP Liquidator.**

13. On the appointment of a LLP Liquidator, all the powers of the designated partner and other partner, if any, shall cease, except for the purpose of giving notice of such appointment of the LLP Liquidator to the Registrar.

Duties of LLP Liquidator.

14. (1) The LLP Liquidator shall perform such functions and discharge such duties as are determined from time to time by the LLP or its creditors, as the case may be.

(2) The LLP Liquidator shall settle the list of creditors or partners, which shall be prima facie evidence of the liability of the persons named therein to be creditors or partners.

(3) The LLP Liquidator shall obtain approval of partners or creditors of LLP, as the case may be, for any purpose he may consider necessary.

(4) The LLP Liquidator shall maintain regular and proper books of accounts in the form and manner as specified in Part VI and the partners or the creditors or any officer authorized by the Central Government may inspect such books of accounts.

(5) The LLP Liquidator shall pay the debts of the LLP and shall adjust the rights of the partners among themselves.

(6) The LLP Liquidator shall observe due care and diligence in the discharge of his duties.

Audit of the LLP liquidator's Account.

15. The accounts of the LLP liquidator shall be audited in accordance with the manner specified in rule 56.

Appointment of committees.

16. The partners or the creditors, as the case may be, may appoint such committees as they consider appropriate to supervise the voluntary winding up and assist the LLP Liquidator in discharging his functions.

LLP Liquidator to submit report on progress of winding up.

17. The LLP Liquidator shall report quarterly (quarters ending on 31st March, 30th June, 30th September and 31st December) on the progress of winding up of the LLP in **Form No 8** to the partners or creditors, as the case may be, which shall be made before the end of the following quarter.

Report of LLP Liquidator to Tribunal for examination of persons.

18. (1) Where a report alongwith sufficient evidence is received from the LLP Liquidator that any fraud materially affecting the rights of partners or creditors or interests of LLP or public has been committed by any person in respect of the LLP, the Tribunal may, without prejudice to the continuation of process of winding up under these rules, order for investigation under section 43 and on consideration of the report of such investigation, the Tribunal may pass such order and give such directions as it may consider necessary including the direction that such person shall attend before the Tribunal on a day appointed by it for that purpose and be examined as to the promotion or formation or the conduct of the business of the LLP or as to his conduct and dealings as an officer thereof or otherwise:

Provided that where the fraud is reported against any person other than a partner or designated partner of the LLP, the LLP Liquidator, before sending a report under this rule to the Tribunal,

may intimate it to the partners or designated partners, as the case may be, and include their views in the report.

(2) Without prejudice to powers of Tribunal to make any order under sub-rule (1), the Tribunal shall have power to transfer the winding up proceedings from voluntary winding up to compulsory winding up by Tribunal.

(3) The provisions relating to powers to order public examination of partners, designated partners, officers, etc. under Part VI shall apply mutatis mutandis in relation to any examination directed under sub-rule (1).

Dissolution of LLP.

19. (1) As soon as the affairs of a LLP are fully wound up, the LLP Liquidator shall prepare a report stating the manner in which the winding up has been conducted and property has been disposed off, final winding up accounts and explanations, in the **Form No 9**, showing that the property and assets of the LLP have been disposed of and its debts fully discharged or discharged to the satisfaction of the creditors and thereafter seek approval of the partners or the creditors of the LLP, as the case may be, on the said report and the final winding up accounts and explanation in the meeting of partners or creditors:

Provided that no such meeting of creditors is required, if creditors are paid their dues in the manner provided in rule 8:

Provided further that approval under this rule may be sought by circulation of relevant resolution in physical form or electronic form:

Provided also that in case of circulation, if any clarification or further information or supplementary information is required by the partners or the creditors, the same shall be sought by them within thirty days of the date of such circulation and such further or supplementary information shall be provided by the LLP Liquidator within thirty days of receipt of such request.

(2) If two-thirds of total number of partners or, two thirds in value of creditors, as the case may be, after considering the report, accounts and explanations of the LLP Liquidator are satisfied that the LLP shall be wound up, they shall pass a resolution, within thirty days of receipt of such report, winding up accounts and explanation for its dissolution in the case of meeting or within thirty days of receipt of such circulation or further information, whichever is later, in the case of circulation:

Provided that in case the requisite number of partners or value of creditors, as the case may be, are not able to decide on the approval of the report of LLP Liquidator, the LLP Liquidator shall make an application to the Tribunal to determine the issue under rule 23 for an order, and order of the Tribunal on the matter shall be binding on all parties.

(3) Within fifteen days after the resolution under sub-rule (2), the LLP liquidator shall-

(a) send to the Registrar a copy of the final winding up accounts, explanation and report in **Form No. 10**; and

(b) file an application with the Tribunal alongwith a copy of the final winding up accounts, explanations and report, for passing an order of dissolution of the limited liability partnership.

(4) If the Tribunal is satisfied, after considering the application, final winding up accounts, explanations and report of the LLP Liquidator, that the process of winding up has been duly followed, the Tribunal may pass an order, within sixty days of the receipt of such application, accounts, explanations and report, that the limited liability partnership shall stand dissolved.

(5) The LLP Liquidator shall file a copy of the order under sub-rule (4) with the Registrar within thirty days in **Form No 11**.

(6) The Registrar, on receiving the copy of the order passed by the Tribunal under sub- rule (4), shall forthwith publish a notice in the Official Gazette that the LLP stands dissolved.

(7) In the event affairs of the LLP are not fully wound up within a period of one year from the date of commencement of voluntary winding up, LLP Liquidator shall file an application before the Tribunal explaining the reasons thereof and seek appropriate directions.

Explanation:- (i) For the purpose of this rule, the application may be presented in person or through registered or speed post or any other mode specified in rule 15 of the Limited Liability Partnership Rules 2009;

(ii) In computing the period of thirty days from the date of the order, the requisite time for obtaining a certified copy of the order shall be excluded.

LLP Liquidator to accept contribution, etc., as consideration for sale of property of LLP.

20. (1) Where a limited liability partnership (the transferor LLP) is proposed to be, or is in the course of being, wound up voluntarily and the whole or any part of its business or property is proposed to be transferred or sold to any other limited liability partnership (the transferee LLP), the LLP Liquidator of the transferor LLP may, with the sanction of a resolution of the transferor LLP passed by at least three-fourths of total number of partners conferring on LLP liquidator either a general authority or an authority in respect of any particular arrangement,-

(a) receive, by way of compensation wholly or in part for the transfer or sale, cash, securities, policies, or other like interests in the transferee LLP, for distribution among the partners of the transferor LLP; or

(b) enter into any other arrangement whereby the partners of the transferor LLP may, in lieu of receiving cash, securities, policies or other like interest or in addition thereto, participate in the profits of, or receive any other benefit from, the transferee LLP:

Provided that no such arrangement shall be entered into without the consent of the secured creditors, if any.

(2) Any transfer, sale or other arrangement in pursuance of this section shall be binding on all the partners of the transferor LLP.

(3) Any partner of the transferor LLP who did not vote in favour of the resolution and expressed his dissent therefrom in writing addressed to the LLP Liquidator and left at the registered office of the limited liability partnership within seven days after the passing of the resolution, may require the LLP Liquidator to purchase his interest at a price to be determined in accordance with the agreement or by the registered valuer.

(4) If the LLP Liquidator decides to purchase such partner's interest, the purchase money, raised by him in such manner as may be determined by a resolution passed by three- fourths of total number of partners, shall be paid before the limited liability partnership is dissolved.

Distribution of property of LLP.

21. Subject to the provisions of the Act and these rules in respect of overriding preferential payments, the assets of an LLP shall, on its winding up, be applied in satisfaction of its liabilities *pari passu* and, subject to such application, shall, unless the LLP Agreement otherwise provides, be distributed among the partners according to their rights and interests in the LLP.

Arrangement between LLP and creditors.

22. Any arrangement entered into between an LLP in the course of being wound up and its creditors by three-fourths of the total number of partners of LLP and the three-fourths of the total

number of creditors in value shall be binding, provided that the said arrangement is presented before the Tribunal within twenty one days from the date of approval by the LLP and the creditors and is approved by the Tribunal.

Application to Tribunal.

23. (1) The LLP Liquidator or any partner or creditor may apply to the Tribunal—

- (a) to determine any question arising in the course of the winding up of a LLP; or
- (b) to exercise as respects the enforcing, the staying of proceedings or any other matter, all or any of the powers which the Tribunal might exercise, if the LLP were being wound up by the Tribunal.

(2) The LLP Liquidator or any creditor or partner may apply to the Tribunal for an order setting aside any attachment, distress or execution put into force against the estate or effects of the LLP after the commencement of the winding up.

(3) The Tribunal may, on an application under sub-rule (1) or sub-rule (2) allow the application on such terms and conditions as it thinks fit or may make such other order on the application as it thinks fit.

(4) Where an order staying the proceedings in the winding up is made under this rule, a copy of such order shall be filled by the LLP in **Form No 11**, with the Registrar, within thirty days of such order.

Explanation.- In computing the period of thirty days from the date of the order, the requisite time for obtaining a certified copy of the order shall be excluded.

Costs of voluntary winding up.

24. All costs, charges and expenses properly incurred in the winding up, including the fee of the LLP Liquidator, shall, subject to the rights of secured creditors, if any, and workmen, be payable out of the assets of the LLP in priority to all other claims.

PART IV

WINDING UP BY THE TRIBUNAL

Inability to pay debts.

25. For the purposes of clause (c) of section 64, an LLP shall be deemed to be unable to pay its debts—

- (a) if a creditor, by assignment or otherwise, to whom the LLP is indebted for an amount exceeding one lakh rupees then due, has served on the LLP, by causing it to be delivered at its registered office, by registered post or otherwise, a demand requiring the LLP to pay the amount so due and the LLP has failed to pay the such amount within twenty-one days after the receipt of such demand or to provide adequate security or restructure or compound the debt to the reasonable satisfaction of the creditor;
- (b) if any execution or other process issued on a decree or order of any Court or Tribunal in favour of a creditor of the LLP is returned unsatisfied in whole or in part; or
- (c) if it is proved to the satisfaction of the Tribunal that the LLP is unable to pay its debts, and, in determining whether a LLP is unable to pay its debts, the Tribunal shall take into account the contingent and prospective liabilities of the LLP.

Petition for winding up.

26. (1) An application to the Tribunal for the winding up of an LLP shall be by a petition presented -

- (a) by the LLP or any of its partner or partners,
- (b) by any secured creditor or creditors, including any contingent or prospective creditor or creditors,

- (c) by the Registrar, or
- (d) by any person authorised by the Central Government in that behalf,
- (e) by the Central Government, in a case falling under section 51 of the Act,
- (f) by the Central Government or a State Government, in a case falling under clause (d) of section 64.

(2) A partner shall be entitled to present a petition for the winding up of a LLP, notwithstanding that he may have paid his full contribution, or that the LLP may have no assets at all or may have no surplus assets left for distribution among the partners after the satisfaction of its liabilities.

(3) The Registrar shall be entitled to present a petition for winding up on any of the grounds specified in section 64 except on the ground specified in clause (d) of that section:

Provided that the Registrar shall not present a petition on the ground that the LLP is unable to pay its debts unless it appears to him either from the financial condition of the LLP as disclosed in its Statement of Accounts and Solvency or from the report of an inspector appointed under section 43 that the LLP is unable to pay its debts:

Provided further that the Registrar shall obtain the previous sanction of the Central Government to the presentation of a petition:

Provided also that the Central Government shall not accord its sanction for the presentation of the petition unless the LLP concerned has been given a reasonable opportunity of making representations, if any.

(4) A petition filed by the LLP or any of its partner or partners for winding up before the Tribunal shall be admitted only if accompanied by a statement of affairs of the LLP on the date of petition and a resolution of three-fourths of total number of partners in the form and manner specified in Part VI.

(5) Before a petition for winding up of a LLP presented by a contingent or prospective creditor is admitted, the leave of the Tribunal shall be obtained for the admission of the petition and such leave shall not be granted, unless in the opinion of the Tribunal there is a *prima facie* case for the winding up of the LLP and such security for costs has been given as the Tribunal thinks reasonable.

Powers of Tribunal.

27. (1) On hearing a winding up petition, the Tribunal may -

- (a) dismiss it, with or without costs;
- (b) make any interim order, as it thinks fit;
- (c) direct the action for revival or rehabilitation of the limited liability partnership in accordance with procedure laid down in sections 60 to 62 of the Limited Liability Partnership Act, 2008;
- (d) appoint a "Liquidator" as provisional liquidator of the limited liability partnership till the making of a winding up order;
- (e) make an order for the winding up of the limited liability partnership with or without costs; or
- (f) any other orders or orders as may be considered fit:

Provided that the Tribunal shall not refuse to make a winding up order on the ground only that the assets of the LLP have been mortgaged for an amount equal to or in excess of those assets, or that the LLP has no assets.

(2) Where a petition is presented on the ground that it is just and equitable that the LLP should be wound up, the Tribunal may refuse to make an order of winding up, if it is of the opinion that

some other remedy is available to the petitioners and that they are acting unreasonably in seeking to have the LLP wound up instead of pursuing that other remedy.

(3) Where a Provisional Liquidator is appointed by the Tribunal, the Tribunal may limit and restrict his powers and duties by the order appointing him or by a subsequent order, but otherwise he shall have the same powers and duties as a liquidator.

Directions for filing statement of affairs.

28. (1) Where a petition for winding up is filed before the Tribunal by any person other than the LLP, the Tribunal shall, if satisfied that a *prima facie* case for winding up of the LLP is made out, by an order, direct the LLP to file its objections along with a statement of its affairs in the form and the manner specified in Part VI within the time specified in the order:

Provided that the Tribunal may direct the petitioner to deposit such security for costs as it may consider reasonable as a precondition to issue directions to the LLP.

(2) Notwithstanding any other liability, a LLP which fails to file the statement of affairs as referred to in sub-rule (1), shall forfeit the right to oppose the petition.

(3) Where the Tribunal has made a winding up order or appointed the Liquidator as provisional liquidator, unless the Tribunal in its direction otherwise orders, there shall be made out and filed with the Liquidator a Statement as to affairs of the LLP in the form and the manner as specified in Part VI, within twenty-one days from relevant date or within such extended time not exceeding two months (including the period of twenty-one days) as the Liquidator or the Provisional Liquidator or the Tribunal may for special reasons extend.

Explanation. - The expression 'relevant date' means, in a case where a Provisional Liquidator is appointed, the date of his appointment and in a case where no such appointment is made, the date of the winding up order.

(4) The partners and other officers of the LLP, who are or have been responsible for completion of accounts and their audit shall ensure that the accounts of the LLP, in respect of which a petition for winding up is made, are completed and audited in accordance with Limited Liability Partnership Rules 2009, up to the date of the winding up order and submitted to the Tribunal at the cost of the LLP.

(5) The partners and other officers of the LLP, who are or have been responsible for completing accounts and their audit, shall submit the statement of affairs with the Tribunal or the Provisional Liquidator or the Liquidator, as the case may be.

'Liquidators' and their appointments.

29. (1) For the purposes of winding up of a LLP by the Tribunal or for the appointment of Provisional Liquidator, there shall be a 'Liquidator' who may be either an 'Official Liquidator' or a Liquidator appointed by an order of the Tribunal from the panel maintained by the Central Government.

Provided that in the absence of any such order, the Official Liquidator shall become or act as 'Liquidator' or 'Provisional Liquidator', as the case may be.

(2) For the purposes of appointment of a Liquidator in the winding up order or appointment of Provisional Liquidator from the panel, the Central Government shall maintain a panel consisting of the names of practicing chartered accountants, advocates, practicing company secretaries, practicing cost and works accountants or firms or bodies corporate having chartered accountants, advocates, company secretaries, cost and works accountants and such other professionals as may be notified by the Central Government or from a firm or a body corporate of persons having a combination of such professionals as may be notified by Central Government and having at least

ten years' experience in company or LLP matters and such other qualifications and any other terms and conditions as may be notified by the Central Government.

(3) The Central Government may remove the name of any person or firm or body corporate from the panel maintained under sub-rule (2) on the grounds of misconduct, fraud, misfeasance, breach of duties or professional incompetence:

Provided that the Central Government before removing the name of any such person or firm or body corporate from panel, shall give him or it a reasonable opportunity of being heard.

(4) Every Liquidator appointed from the panel, shall, before entering upon his duties as a Liquidator of the LLP for which he is appointed, furnish security of such sum and in such manner as the Tribunal may direct. The cost of furnishing the required security shall be borne by the Liquidator and shall not be charged against the assets of the LLP as an expense incurred in the winding up.

(5) If the Tribunal is of the opinion that the security furnished by the Liquidator under sub-rule (3) is inadequate, the Tribunal may require the Liquidator to furnish additional security. Where the security furnished is excessive, the Liquidator may apply to the Tribunal for reducing the amount of security, and the Tribunal may make such order thereon as it thinks fit.

(6) The terms and conditions of appointment of a liquidator from panel and the fee payable to him shall be specified by the Tribunal on the basis of task required to be performed, experience, qualification and size of the LLP.

(7) On appointment as Provisional Liquidator or Liquidator from panel, such liquidator shall file a declaration in the **Form No 6** disclosing conflict of interest or lack of independence in respect of his appointment, if any, with the Tribunal and such obligation shall continue throughout the term of his or its appointment.

(8) A Liquidator shall be described by the style of "The Liquidator" of the particular LLP in respect of which he acts and not by his or its name.

Removal and replacement of liquidator, etc.

30. (1) The Tribunal may, on a reasonable cause being shown and for reasons to be recorded in writing, remove the Provisional Liquidator or the Liquidator, appointed from the panel on any of the following grounds, namely:-

- (a) misconduct,
- (b) fraud or misfeasance,
- (c) professional incompetence or failure to exercise due care and diligence in performance of the powers and functions;
- (d) inability to act as liquidator,
- (e) conflict of interest or lack of independence during the term of his appointment.

(2) If any vacancy occurs due to death, resignation, removal or otherwise in the office of liquidator, the Tribunal may transfer the work assigned to him to another Liquidator for reasons to be recorded in writing.

(3) Where the Tribunal is of the opinion that any liquidator under this rule is responsible for causing any loss or damage to the LLP due to fraud or misfeasance or failure to exercise due care and diligence in the performance of his powers and functions, the Tribunal may recover or cause to be recovered such loss or damage from the liquidator and pass such other orders as it may think fit.

(4) The Tribunal shall, before passing any order under this rule, provide a reasonable opportunity of being heard to the liquidator.

Winding up order to be communicated to the liquidator and the Registrar

31. (1) Where the Tribunal makes an order for the winding up of a LLP, it shall, within a period not exceeding fifteen days from the date of passing of the order, cause intimation thereof to be sent to the Liquidator and the Registrar in **Form No 12**.

(2) On the making of a winding up order, it shall be the duty of the petitioner in the winding up proceedings and of the LLP to file with the Registrar a certified copy of the order within fifteen days of the making of the order.

(3) On receipt of the intimation under sub-rule (1), the Registrar shall make an endorsement to that effect in his records relating to the LLP and notify in the Official Gazette that such an order has been made.

(4) On receipt of the intimation under sub-rule (1), a notice shall be sent by Liquidator to the registered office of the LLP by registered post and Liquidator shall serve notice to the partners, designated partners, officers, employees including Chief Executive Officer, Chief Finance Officer and auditors and secured creditors, if any, within fifteen days of the receipt of the intimation, for the purpose of custody of the property, assets, effects, actionable claims, books of accounts or other documents.

(5) The winding up order shall be deemed to be a notice of discharge to the officers, employees and workmen of the LLP, except when the business of the LLP is continued.

Winding up to operate in favour of all creditors and partners.

32. An order of winding up of an LLP shall operate in favour of all the creditors and all the partners.

Jurisdiction of Tribunal.

33. The Tribunal shall, notwithstanding anything contained in any other law for the time being in force, have jurisdiction to entertain, or dispose of -

- (a) any suit or proceeding by or against the LLP ;
- (b) any claim made by or against the LLP, including claims by or against any of its branches in India ;
- (c) any application made under sections 60 to 62 of the Act;
- (d) any scheme submitted under the Act or any other law, for the time being in force, for revival and rehabilitation of LLP;
- (e) any question of priorities or any other question whatsoever, whether of law or fact, which may relate to or arise in the course of the winding up of the LLP , whether such suit or proceeding has been instituted or such claim or question has arisen or arises or such application is made or has been made or such scheme is submitted or has been submitted, before or during the pendency of winding up petition or after the winding up order is made.

Submission of report by Liquidator.

34. (1) Where the Tribunal has made a winding up order , the Liquidator shall, within sixty days from the date of winding up order, submit to the Tribunal, a report containing the following particulars, namely:-

- (a) the nature and details of the assets of the LLP including their location and value, stating separately the cash balance in hand and in the bank, if any, and the marketable securities, if any, held by the LLP:

Provided that the valuation of the assets shall be obtained from the panel of the valuers maintained by the Liquidator;

- (b) amount of contribution received and outstanding from partners;
 - (c) the existing and contingent liabilities of the LLP including names, addresses and occupations of its creditors, stating separately the amount of secured and unsecured debts, and in the case of secured debts, particulars of the securities given, whether by the LLP or a partner or an officer thereof, their value and the dates on which they were given;
 - (d) the debts due to the LLP and the names, addresses and occupations of the persons from whom they are due and the amount likely to be realised on account thereof;
 - (e) guarantees, if any, given by the LLP;
 - (f) list of partners and dues if any payable by them and details of any outstanding contributions;
 - (g) details of intangible assets such as trade marks, intellectual property rights etc. owned by the LLP;
 - (h) details of subsisting contracts, joint ventures and collaborations, if any;
 - (i) details of other LLPs or companies, etc. in which LLP has any stake;
 - (j) details of legal cases filed by or against the LLP;
 - (k) details of the properties, assets, books of records and other documents taken under the custody of the Liquidator.
 - (l) scheme of revival or rehabilitation of LLP, if any, and
 - (m) any other information which the Tribunal may direct or the Liquidator may consider necessary to include.
- (2) The Liquidator may include in his report the manner in which the LLP was promoted or formed and whether in his opinion any fraud has been committed by any person in its promotion or formation or by any officer of the LLP in relation to the LLP since the formation thereof and any other matters which, in his opinion, it is desirable to bring to the notice of the Tribunal.
- (3) The Liquidator may make, in the report under sub-rule (1), the viability of the business of the LLP or the steps which, in his opinion, are necessary for maximizing the value of the assets of the LLP.
- (4) The Liquidator may, if he thinks fit, make any further report or reports in respect of such matters, which in his opinion, it is desirable to bring to the notice of the Tribunal.
- (5) Any person describing himself in writing to be a creditor or a partner of the LLP shall be entitled by himself or by his agent at all reasonable times to inspect the report submitted in accordance with this rule and take copies thereof or extracts there from on payment of the fee prescribed in Annexure.

Directions of Tribunal on report of Liquidator etc.

35. (1) The Tribunal shall, on consideration of report of Liquidator under rule 34, subject to these rules, fix a time limit within which the entire proceedings shall be completed and the LLP dissolved:

Provided that the Tribunal may, if it is of the opinion, at any stage of the proceedings, or on examination of the reports submitted to it by the Liquidator and after hearing the Liquidator, creditors or partners, that it will not be advantageous or economical to continue the proceedings, reduce the time-limit within which the entire proceedings shall be completed and the LLP dissolved:

Provided further that in the event any such individual proceedings or activity to be completed by the liquidator or his agent for which the time is fixed under these rules, in the opinion of the liquidator which can not be completed within such time, Tribunal, after satisfying itself, on an application of the liquidator, may extend the time, but not exceeding further thirty days.

(2) The Tribunal may, on examination of the reports submitted to it by the Liquidator and after hearing the Liquidator, creditors or partners, order sale of the LLP as a going concern or its assets or part thereof:

Provided that the Tribunal may, where it considers fit, appoint a Sale Committee comprising such creditors, partners and officers or employees of the LLP as the Tribunal may decide to assist the Liquidator under this sub-rule:

Provided further that where the Tribunal is of the opinion that an LLP can be revived or rehabilitated, it may, direct that an action for revival or rehabilitation may be taken in accordance with the procedures prescribed under sections 60 to 62 of the Act.

(3) Where a report is received from the Liquidator that a fraud has been committed in respect of the LLP, the Tribunal shall, without prejudice to the process of winding up, order for investigation under section 43, and on consideration of the report of such investigation, it may pass order and give such directions as it may think appropriate.

(4) The Tribunal may order such steps as may be necessary to protect, preserve or enhance the value of the assets of the LLP.

(5) The Tribunal may pass such other order or give such other directions as it considers fit.

Custody of LLP's properties.

36. (1) Where a winding up order has been made or where a Provisional Liquidator has been appointed, the liquidator shall, on the order of the Tribunal, forthwith take into his custody or under his control all the property, assets, effects and actionable claims to which the LLP is or appears to be entitled to and take such steps and measures, as may be necessary, to protect and preserve the properties of the LLP.

(2) On an application by the Liquidator or the Provisional Liquidator, as the case may be, the Tribunal may, require any partner and any trustee, receiver, banker, agent, officer or other employee of the LLP or any other person, to pay, deliver, surrender or transfer forthwith, or within such time as the Tribunal directs, to the Liquidator or the Provisional Liquidator, as the case may be, any money, property or books and papers in his custody or under his control to which the LLP is entitled.

(3) For the purpose of enabling the Liquidator or the Provisional Liquidator, as the case maybe, to take into his custody or under his control any property, effects or actionable claims and books of accounts to which the LLP is or appears to be entitled, on an application by the Liquidator or the Provisional Liquidator, as the case may be, the Tribunal may, direct Chief Presidency Magistrate or the District Magistrate within whose jurisdiction such property, effects or actionable claims or any books of account or other documents of the LLP may be found, to take possession of such property, assets, effects, actionable claims, books of accounts or other documents and delivered the possession thereof to the Liquidator or the provision Liquidator.

(4) All the property and effects of the LLP shall be deemed to be in the custody of the Tribunal from the date of the order for the winding up of the LLP.

Partners, officers, employees, etc. to discover and deliver property, books, etc. and to cooperate with Liquidator.

37. (1) The partners, designated partners, officers and employees, past and present including Chief Executive Officer and Chief Finance Officer of the LLP shall discover all the property, assets, effects, actionable claims, books of accounts or other documents and deliver the possession thereof to the liquidator or the Provisional Liquidator, as the case may be, within sixty days of the relevant date as defined in rule 28. It shall be the duty of all persons having custody of any property, assets, effects, books of account or other documents to deliver possession thereof to the liquidator.

(2) The partners, designated partners, officers and employees, past and present, including Chief Executive Officer and Chief Finance Officer and auditors shall extend full cooperation to the Liquidator in discharge of his functions and duties. The liquidator may hold personal interviews with any such person including the person having custody of property, assets, effects, books of accounts or other documents for the purpose of investigating the LLP's affairs, and it shall be the duty of every such person to attend on the liquidator at such time and place as the liquidator may appoint and give the liquidator all information that he may require and answer all such questions as may be put to him by the liquidator. The liquidator shall maintain minutes of the interview held by him or memoranda containing the substance of such interviews. In case of any failure to extent such cooperation, Liquidator may apply to the Tribunal for such directions.

Application of assets.

38. Assets of the LLP shall be applied first for the payment of the cost including expenses, charges or fees and remuneration of the Liquidator incurred in the winding up of the LLP and thereafter be applied for the discharge of its liabilities *pari passu* in accordance with the provisions of the Act and the rules.

Committee of inspection.

39. (1) The Tribunal may, at the time of making an order for the winding up of an LLP or at any time thereafter, direct that there shall be appointed a committee of inspection (hereafter referred to as the Committee) to act with the liquidator.

(2) A Committee of inspection appointed shall consist of such number of members not exceeding twelve, as the Tribunal may order, being creditors and partners of the LLP or persons holding general or special powers of attorney from creditors or partners in such proportions as may be agreed on by the meeting of creditors and parties or in case of difference of opinion be determined by the Tribunal.

(3) The Liquidator shall convene a meeting of partners and creditors, if any, (as ascertained from the books and documents of the LLP) within thirty days from the date of order of winding up for enabling the Tribunal to determine the persons who may be members of the committee of inspection.

(4) The Committee shall meet at such times as it may from time to time appoint and the liquidator or any member of the committee may also call a meeting of the committee as and when he thinks necessary.

(5) The quorum for a meeting of the committee shall be one-third of the total number of the members, or two, whichever is higher.

(6) The Committee may act by a majority of its members present at a meeting, but shall not act unless a quorum is present.

(7) A member of the committee may resign by notice in writing signed by him and delivered to the liquidator.

(8) If a member of the committee is adjudged an insolvent, or compounds or arranges with his creditors, or is absent from five consecutive meetings of the Committee without the leave of those members who, together with himself, represent the creditors or partners, as the case may be, his office shall become vacant.

(9) A member of the Committee may be removed at a meeting of creditors if he represents creditors, or at a meeting of partners if he represents partners, agreed by majority.

(10) On a vacancy occurring in the Committee, the liquidator shall forthwith summon a meeting of creditors or of partners, as the case may require, to fill the vacancy; and the meeting may, by resolution, re-appoint the same, or appoint another, creditor or partner to fill the vacancy:

Provided that if the liquidator, having regard to the position in the winding up, is of the opinion that it is unnecessary for the vacancy to be filled, he may apply to the Tribunal and the Tribunal may make an order that the vacancy shall not be filled, or shall not be filled except in such circumstances as may be specified in the order.

(11) The continuing members of the Committee, if not less than two, may act notwithstanding any vacancy in the committee.

(12) As soon as possible after the holding of the said meetings, the Liquidator shall report the result thereof to the Tribunal for further directions.

(13) An application by the Liquidator for an order that a vacancy occurring in the Committee shall not be filled, shall be made upon a notice to the remaining members of the Committee and such other persons as the Tribunal may direct.

(14) Neither the Liquidator nor any member of the Committee shall, while acting as liquidator or member of such Committee in any winding-up, either directly or indirectly, by himself or any employer, partner, clerk, agent, servant or relative, become purchaser of any part of the LLP's assets or be entitled to derive any profit from any transaction arising out of the winding up except by leave of the Tribunal and any purchase made contrary to the provisions of this rule may be set aside by the Tribunal on the application of the Liquidator or of a creditor or partner, as the case may be, and the Tribunal may make such order as to costs, as it may think fit.

(15) Where the sanction of the Tribunal to a payment to a member of the Committee of Inspection for services rendered by him in connection with the administration of the LLP's assets is obtained, the order of the Tribunal shall specify the nature of the services, and such sanction shall only be given where the service performed is of a special nature:

Provided that except by the express sanction of the Tribunal, no remuneration shall be paid to a member of the Committee for services rendered by him in the discharge of the duties attaching to his office as a member of such Committee.

Submission of periodical reports, etc. to the Tribunal.

40. (1) The Liquidator shall report quarterly (quarters ending on 31st March, 30th June, 30th September and 31st December) on the progress of winding up of the LLP in **Form No. 13** to the Tribunal, which shall be made before the end of the following quarter.

(2) The Tribunal may, on an application by the Liquidator, review any order made by it and make such modifications as it thinks fit with or without any further directions.

Duties of Liquidator.

41. (1) Subject to sanction by the Tribunal, the Liquidator in a winding up by the Tribunal shall perform all or any of the following duties:

- (a) to carry on the business of the LLP as may be necessary for the beneficial winding up of the LLP;
- (b) to do all acts and to execute, in the name and on behalf of the LLP, all deeds, receipts, and other documents, and for that purpose, to use, when necessary, the LLP's seal, if any;
- (c) to take custody of property, assets, actionable claims, books of accounts and other documents;
- (d) to sell the immovable and movable property including intangible assets such as intellectual property rights, trademarks, logo, etc. and actionable claims of the LLP by public auction or inviting bids or tenders or private contracts with power to transfer such property to any person or body corporate, or to realize any debts;
- (e) to inspect the records and returns of the LLP on the files of the Registrar or any other authority;
- (f) to prove rank and claim in the insolvency of any partner for any balance against his estate, and to receive distributable sums in the insolvency, in respect of that balance, as a separate debt due from the insolvent, and rateably with the other separate creditors;
- (g) to draw, accept, make and endorse any bill of exchange, *hundi* or promissory note in the name and on behalf of the LLP, with the same effect with respect to the liability of the LLP as if the bill, *hundi*, or note had been drawn, accepted, made or endorsed by or on behalf of the LLP in the course of its business;
- (h) to take out, in his official name, letters of administration to any deceased partner, and to do in his official name any other act necessary for obtaining payment of any money due from a partner or his estate which cannot be conveniently done in the name of the LLP, and in all such cases, the money due shall, for the purpose of enabling the Liquidator to take out the letters of administration or recover the money, be deemed to be due to the Liquidator himself;
- (i) to apply to the Tribunal for such orders or directions as may be necessary for the winding up of the LLP;
- (j) to appoint security guards or security agency from the panel maintained by the Liquidator, to protect the property and assets of the LLP taken into his custody, in consultation with secured creditors or after giving them notice;
- (k) to make out an inventory of the assets, books and records either by the Liquidator himself or by the panel of experts maintained by the Liquidator, in consultation with secured creditors or after giving them notice;
- (l) to appoint valuers including chartered surveyors or chartered accountants, from the panel maintained by the Liquidator to assess the value of the LLP's assets within fifteen days after taking into custody of property, assets and effects or actionable claims, in consultation with secured creditors or after giving them notice;
- (m) to give an advertisement, inviting bids for sale of the assets of the LLP, within fifteen days from the date of receiving valuation report ;
- (n) to apply to the Tribunal for an order directing any person who, in his opinion, is competent to furnish a statement of the affairs under rule 28 and such person shall be served a notice by the liquidator to submit and verify the statement of affairs by the LLP;
- (o) to carry out investigation into the affairs of the LLP relating to fraudulent conduct or business, misfeasance etc, either himself or by the Chartered Accountants appointed from the panel maintained by the Liquidator and submit report on such investigation to the

Tribunal within one year from the date of the winding up order or within such extended time as may be granted by the Tribunal on an application by the Liquidator:

Provided that if in the opinion of the Liquidator no such investigation is required, the Liquidator shall submit a report to the Tribunal, explaining the reasons thereof, within one year from the date of winding up order;

- (p) to call any person for recording any statement for the purpose of investigating the affairs of the LLP being wound up and it shall be the duty of every such person to attend to the liquidator at such time and place as the liquidator may appoint and give the liquidator all information which he may require and answer all such questions relating to winding up of LLP as may be put to him by the liquidator;
- (q) to maintain a separate bank account for each LLP under his charge for depositing the sale proceeds of the assets and recovery of debts of each LLP;
- (r) to maintain proper books of account in respect of all receipts and payments made by him in respect of each LLP and submit statement of accounts to the Tribunal;
- (s) to invite claims from the creditors, examine the proof and prepare and submit the list of creditors and partners; and
- (t) to do all such other acts and things as may be necessary for the winding up of the LLP and distribution of its assets.

(2) Every bidder shall, in response to advertisement referred to in clause (m) of sub-rule (1), deposit, his offer in the manner as may be specified by the Tribunal with the Liquidator or Provisional Liquidator, as the case may be, within forty-five days from the date of the advertisement and the liquidator or Provisional Liquidator shall permit inspection of property and assets in respect of which bids were invited:

Provided that such bid may be withdrawn within three days before the last day of closing of the bid:

Provided further that the inspection of property shall be open for not more than five days before closing of the bid.

(3) The advertisement inviting bids shall contain the following, namely:-

- (a) name, address of registered office of the LLP, its branch offices, if any, factories and plants and the place where assets of the LLP kept and available for sale;
- (b) last date for submitting bids which shall not exceed ninety days from the date of advertisement;
- (c) time during which the premises of the LLP shall remain open for inspection;
- (d) the last date for withdrawing the bid;
- (e) financial guarantee which shall not be less than one-half of the value of the bid;
- (f) validity period of the bids;
- (g) place and date of opening of the bids in public;
- (h) reserve price and earnest money to be deposited along with the bid;
- (i) any other terms and conditions of sale which may be specified by the Tribunal.

(4) The liquidator or the Provisional Liquidator, as the case may be, shall file his report before the Tribunal on the outcome of the bid within fifteen days from the last date of the closing of the bid.

(5) The performance of duties by the Liquidator under this rule shall be subject to the overall control of the Tribunal and any creditor or partner may apply to the Tribunal with respect to the performance or proposed performance of any of the duties conferred by this rule on the Liquidator.

(6) Notwithstanding the provisions of sub-rule (1) to (5), the Liquidator shall perform such duties as the Tribunal may specify in this behalf.

Provision for assistance to Liquidator.

42. (1) The Liquidator may, with the sanction of the Tribunal, appoint one or more practicing chartered accountants or practicing company secretaries or practicing cost accountants or legal practitioners entitled to appear before the Tribunal or such other professionals or experts or valuer or agency as he considers necessary to assist him in the performance of his duties and functions under the Act or the rules:

Provided that if any such appointment is made from the panel maintained, the Liquidator shall submit report of such appointment including terms and conditions, fees payable, source of fund for payment of fee, fund available with the LLP and the extent of unrealized assets, to the Tribunal forthwith:

Provided further that such panel shall be maintained by the liquidator with the approval of the Tribunal.

(2) Any person appointed as such shall disclose forthwith to the Tribunal in the **Form No 14** any conflict of interest or lack of independence in respect of his appointment.

(3) The Tribunal may, on cause shown to it, remove any member from the panel maintained by the Liquidator.

Exercise and control of Liquidator's powers and duties.

43. (1) The Liquidator shall, in the administration of the assets of the LLP and the distribution thereof among its creditors, have regard to any directions which may be given by the resolution of the creditors or partners or the Committee of inspection.

(2) Any directions given by the creditors or partners shall, in case of conflict, be deemed to be overridden by any directions given by the Committee of inspection.

(3) The Liquidator—

(a) may summon meetings of the creditors or partners, whenever he thinks fit, for the purpose of ascertaining their wishes; and

(b) shall summon such meetings at such times, as the creditors or partners, as the case may be, may, by resolution, direct, or whenever requested in writing to do so by not less than one-tenth in value of the creditors or partners, as the case may be.

(4) Subject to the provisions of the Act and these rules, liquidator shall, use his own discretion in the administration of the assets of the LLP and in the distribution thereof among the creditors.

(5) Any person aggrieved by any act or decision of the Liquidator may apply to the Tribunal, and the Tribunal may confirm, reverse or modify the act or decision complained of and make such further order as it thinks just in the circumstances.

Books to be kept by Liquidator.

44. (1) The Liquidator shall keep proper books in a manner specified in Part VI in which he shall cause entries or minutes to be made of proceedings at meetings.

(2) Any creditor or partner may, subject to the control of the Tribunal, inspect any such books, personally or through his agent.

Audit of Liquidator's accounts.

45. (1) The Liquidator shall maintain proper books of accounts including the accounts of receipts and payments made by him in the form and manner specified in Part VI.

(2) The accounts of the liquidator shall be audited in the form and manner specified in rule 56 and in Part VI.

(3) The Liquidator shall cause the statement of accounts when audited or a summary thereof to be printed, and shall send a printed copy of the statement of accounts or summary thereof by post to every creditor and every partner:

Provided that the Tribunal may dispense with the compliance of the provisions of this sub-rule if it deems fit.

Payment of debts due by partner.

46. (1) The Tribunal may, at any time after passing of a winding up order, pass an order requiring any partner for the time being on the list of partners to pay, in the manner directed by the order, any money due to the LLP including outstanding or unrealized or unrecovered contribution, from him or from the estate of the person whom he represents.

Adjustment of rights of partners.

47. The Tribunal shall adjust the rights of the partners among themselves and distribute any surplus among the persons entitled thereto.

Control of Central Government over official liquidator as liquidator.

48. (1) The Central Government shall take cognizance of the conduct of official liquidator as liquidators of LLPs which are being wound up by the Tribunal and if a liquidator does not faithfully perform his duties and duly observe all the requirements imposed on him by the Act and these rules or otherwise, with respect to the performance of his duties or if any complaint is made to the Central Government by any creditor or partner in regard thereto, the Central Government shall inquire into the matter and take such action thereon as it may think expedient.

(2) The Central Government may at any time, for the purpose of inquiry apply to the Tribunal to examine such liquidator or any other person on oath concerning winding up.

(3) The Central Government may also direct a local investigation to be made of the books and vouchers of such liquidators.

Inspection or investigation of books of accounts and records of the Liquidator.

49. The Central Government may authorize any person to inspect or investigate the books of accounts and records of the Liquidator appointed from the panel maintained by the Central Government in respect of affairs of any such LLP under Liquidation.

PART V

PROVISIONS APPLICABLE TO EVERY MODE OF WINDING UP

Debts of all descriptions to be admitted to proof.

50. In every winding up, (subject, in the case of insolvent LLPs to the application in accordance with the provisions of the Act, of the law of insolvency), all debts payable on a contingency, and all claims against the LLP, present or future, certain or contingent, ascertained or sounding only in damages, shall be admissible to proof against the LLP, as just estimate being made, so far as possible, of the value of such debts or claims as may be subject to any contingency or may sound only in damages, or for the some other reason may not bear a certain value.

LLP Liquidator or Liquidator to exercise certain powers subject to sanction.

51. (1) The LLP Liquidator or Liquidator, as the case may be, may —

- (a) with the sanction of the Tribunal, when the LLP is being wound up by the Tribunal; or
- (b) with the sanction of a resolution by three-fourths of total number of partners of the LLP and prior approval of the Tribunal, in the case of a voluntary winding up,—
 - (i) pay any class of creditors in full;

- (ii) make any compromise or arrangement with creditors or persons claiming to be creditors, or having or alleging themselves to have any claim, present or future, certain or contingent, against the LLP, or whereby the LLP may be rendered liable; or
- (iii) compromise any money due from partners including outstanding, unrealized or unrecovered contribution, debt, and liability capable of resulting in a debt, and any claim, present or future, certain or contingent, ascertained or sounding only in damages, subsisting or alleged to subsist between the LLP and a partner or alleged partner or other debtor or person apprehending liability to the LLP, and all questions in any way relating to or affecting the assets or liabilities or the winding up of the LLP, on such terms as may be agreed, and take any security for the discharge of any such debt, liability or claim, and give a complete discharge in respect thereof.

(2) Any creditor or partner may apply to the Tribunal with respect to any exercise or proposed exercise of powers by the LLP Liquidator under this rule, and the Tribunal shall after giving a reasonable opportunity to such applicant and the LLP Liquidator, pass such orders as it may think fit.

Statement that a LLP is in liquidation.

52. Where an LLP is being wound up, whether by the Tribunal or voluntarily, every invoice, order for goods or business letter issued by or on behalf of the LLP or a LLP Liquidator of the LLP, or a receiver or designated partner of the property of the LLP, being a document on or in which the name of the LLP appears, shall contain a statement that the LLP is being wound up.

Books and papers of LLP to be evidence.

53. Where a LLP is being wound up, all books and papers of the LLP, LLP Liquidator and liquidator shall, as between the partners of the LLP, be *prima facie* evidence of the truth of all matters purporting to be recorded therein.

Inspection of books and papers by creditors and partners.

54. (1) At any time after the making of an order for the winding up of a LLP by the Tribunal, any creditor or partner of the LLP may inspect the books and papers of the LLP only in accordance with, and subject to manner and conditions specified in Part VI.

(2) Nothing in sub-rule (1) shall be taken as excluding or restricting any rights conferred by any law for the time being in force-

- (a) on the Central Government or a State Government or any authority or officer of such Government,
- (b) on any person acting under the authority of any such Government or of any such authority or officer.

Disposal of books and papers of LLP.

55. (1) When the affairs of a LLP have been completely wound up and it is about to be dissolved, its books and papers and those of the LLP Liquidator may be disposed of as follows :-

- (a) in the case of winding up by the Tribunal, in such manner as the Tribunal directs; and
- (b) in the case of voluntary winding up, in such manner as the LLP approves it by three-fourths of the total number of partners with the prior approval of the secured creditors.

(2) After the expiry of five years from the dissolution of the LLP, no responsibility shall devolve on the LLP, the LLP Liquidator, or the liquidator any person to whom the custody of the books and papers has been entrusted, by reason of any book or paper not being forthcoming to any person claiming to be interested therein.

(3) The Central Government may, by notification direct, for such period (not exceeding five years from the dissolution of the LLP) as the Central Government thinks proper the prevention of the destruction of the books and papers of a LLP which has been wound up and of its LLP Liquidator or liquidator;

(4) If any person acts in contravention of this rule or of any direction of the Central Government made there under, he shall be punishable with imprisonment for a term which may extend to six months or with fine which may extend to fifty thousand rupees, or with both;

Information as to pending liquidations.

56. (1) (i) The LLP liquidator, in the case of voluntary winding up, and the liquidator, in the case of winding up by Tribunal, shall during the tenure of his office prepare every year a statement of accounts as on 31st March in **Form No 15** within two months thereof which shall be verified by a declaration:

Provided that where the LLP Liquidator or liquidator has not, during the period of account, received or paid any sum of money on account of the assets of the LLP, he shall file an affidavit of no receipts or payments on the date on which he shall have to file his accounts for the period.

(ii) The accounts shall be audited by a Chartered Accountant, and for the purpose of the audit, the LLP Liquidator or liquidator shall furnish the auditor such vouchers and information as the auditor may require:

Provided that the accounts need not be got audited by the Chartered Accountant where the value of total transactions during the period is for rupees fifty thousand or less:

Provided further that, where the audit of the accounts is not required under this rule, the statements of accounts shall contain a declaration that the LLP Liquidator or liquidator acknowledges his responsibility for maintaining the books and records and funds are utilized only for the purpose of winding up of the affairs of the LLP.

Explanation;- 'Year' in relation to the statement means period from first day of April of a Year to the 31st day of March following year:

(2) (i) A copy of the statement of accounts along with the auditor's report shall be filed with the Tribunal forthwith in the case of winding up by Tribunal.

(ii) A copy of the statement of accounts along with the Auditor's report shall be filed with the Registrar in every kind of winding up in **Form No 10** not later than 30th September following.

(3) Any person stating himself in writing to be a creditor or partner of the LLP shall be entitled, by himself or by his agent, at all reasonable times, on payment of the fee specified in Annexure, to inspect the statement referred to in sub-rule (1), and to receive a copy thereof or an extract therefrom.

(4) Any person fraudulently stating himself to be a creditor or partner under sub-rule (3) shall be deemed guilty of an offence under section 182 of the Indian Penal Code, and shall, on the application of the LLP Liquidator, be punishable accordingly:

Liquidator to make payments into public account of India in the Reserve bank of India or any designated Scheduled bank.

57. Every Liquidator shall, in the manner and within the time specified in Part VI, pay the moneys received by him as Liquidator of any LLP into the public account of India in the Reserve Bank of India.

LLP Liquidator to make payments into Scheduled Bank.

58. (1) Every LLP Liquidator of a LLP shall, in a manner and at times specified in Part VI, pay the monies received by him in his capacity as such in a Scheduled bank to the credit of a special bank account opened by him in that behalf :

Provided that if the Tribunal considers that it is advantageous for the creditors or partners or the LLP, it may permit the account to be opened in such other bank specified by it.

(2) If any LLP Liquidator at any time retains for more than ten days a sum exceeding fifty thousand rupees or such other amount as the Tribunal may, on the application of the LLP Liquidator, authorize him to retain, then, unless he explains the retention to the satisfaction of the Tribunal, he shall—

- (a) pay interest on the amount so retained in excess, at the rate of twelve per cent per annum and also pay such penalty as may be determined by the Tribunal;
- (b) be liable to pay any expenses occasioned by reason of his default; and
- (c) be liable to have all or such part of his remuneration, as the Tribunal may consider just, disallowed or may also be removed from his office.

Liquidator or LLP Liquidator not to deposit monies into private bank account.

59. Neither the Liquidator nor the LLP Liquidator of a LLP shall deposit any monies received by him in his capacity as such into any private bank account.

Unpaid and Undistributed Assets Account.

60. (1) If the Liquidator or LLP Liquidator has in its hands or under his control any money representing -

- (a) any money representing distributable sum payable to any creditor or creditors, he shall transfer, within five days of such money being due, in a separate special bank account known as the "Distributable Sum Account of M/s . _____ LLP (in liquidation)".
- (b) any money representing assets refundable to any partner or partners, he shall transfer, within five days of such money being due, in a separate special bank account known as the "Distributable Asset Account of M/s _____ LLP (in liquidation)".

(2) If the amounts which have been transferred to the "Distributable Sum Account of M/s _____ LLP (in liquidation)" or "Distributable Asset Account of M/s _____ LLP (in liquidation)" but have not been paid or claimed within six months from the date of transfer of such amount, the Liquidator or LLP Liquidator shall, within seven days from the date of expiry of the said period of six months, transfer the said amount into the Public Account of India in a separate account to be known as the "LLP Liquidation Account".

(3) The liquidator or the LLP liquidator, as the case may be, shall, on the dissolution of the LLP, pay into the "LLP Liquidation Account" any money representing unpaid distributable sums or undistributed assets in his hands at the date of dissolution.

(4) The liquidator or the LLP liquidator, as the case may be, shall, when making any payment referred to in sub-rules (2) and (3), furnish to the Registrar, a statement in the form as specified in these rules prescribed setting forth, in respect of all sums included in such payment, the nature of the sums, the names and last known addresses of the persons entitled to participate therein, the amount to which each is entitled and the nature of his claim thereto, and any other particulars specified in Part VI.

(5) The liquidator or the LLP liquidator, as the case may be, shall be entitled to a receipt from the Scheduled bank for any money paid to it under sub-rules (2) and (3), and such receipt shall be an effectual discharge of the liquidator or the LLP Liquidator in respect thereof.

(6) Where a LLP is being wound up voluntarily, the LLP Liquidator shall, when filing a statement in pursuance of sub-rule (1) of rule 56, indicate the sum of money which is payable under sub-rules (2) and (3) of this rule and shall, pay that sum into the accounts mentioned in sub-rule (2) or sub-rule (3) of this rule, as the case may be.

(7) Any person claiming to be entitled to any money paid into the "LLP Liquidation Account" paid in pursuance of this rule may apply to the Tribunal for an order for payment thereof, and the Tribunal, if satisfied that the person claiming is entitled, may make an order for the payment to that person of the sum due:

Provided that before making such an order, the Tribunal shall cause a notice to be served on Registrar, calling him to show cause within one month from the date of the service of the notice why the order should not be made.

(8) Any money paid into the "LLP Liquidation Account" in pursuance of this rule, which remains unclaimed thereafter for a period of seven years, shall be transferred to the general revenue account of the Central Government, but a claim to any money so transferred may be preferred under sub-rule (7) and shall be dealt with as if such transfer had not been made and the order, if any, for payment on the claim will be treated as an order for refund of revenue.

(9) Any liquidator or LLP liquidator, as the case may be, retaining any money which should have been paid by him into the "LLP Liquidation Account" under this rule shall —

(a) pay interest on the amount so retained at the rate of twelve per cent per annum and also pay such penalty as may be determined by the Tribunal:

Provided that the Central Government may, in any proper case remit either in part or in whole the amount of interest which the liquidator is required to pay under this clause;

(b) be liable to pay any expenses occasioned by reason of his default; and

(c) where the winding up is by the Tribunal, also be liable to have all or such part of his remuneration, as the Tribunal may consider just, to be disallowed, and to be removed from his office by the Tribunal.

Meetings to ascertain wishes of creditors or partners.

61. (1) In all matters relating to the winding up of a LLP, the Tribunal may—

(a) have regard to the wishes of creditors or partners of the LLP, as proved to it by any sufficient evidence;

(b) direct, if it thinks fit for the purpose of ascertaining their wishes, meetings of the creditors or partners to be called, held and conducted in such manner as the Tribunal may direct; and

(c) appoint a person to act as chairman of any such meeting and to report the result thereof to the Tribunal.

(2) For the purpose of ascertaining the wishes of creditors, regard shall be had to the value of each creditor's debt.

(3) For the purpose of ascertaining the wishes of partners, regard shall be had to the value of each partner's contribution.

LLP Liquidator or Liquidator to make returns, etc.

62. (1) Every LLP liquidator or Liquidator shall file, deliver or make any report, statement of accounts or other document, or give any notice which is required to be filed, delivered or made or given, as the case may be, pursuant to any rule, within the time specified in such rule.

(2) Without prejudice to sub-rule (1) above, the Central Government may, by notification, specify any other report, statement of accounts or other document or notice which shall be

required to be filed, delivered, made or given, as the case may be, by the LLP Liquidator or Liquidator within the time specified in such notification.

(3) If any LLP Liquidator or Liquidator who has made any default in filing, delivering or making any report, statement of account or other document, or in giving any notice which he is by law required to file, deliver, make or give, fails to make good the default within fourteen days after the service on him of a notice requiring him to do so, the Tribunal may, on an application made to it by any partner or creditor of the LLP or by the Registrar, make an order directing the LLP Liquidator or Liquidator to make good the default within such time as may be specified in the order.

(4) Any order under sub-rule (3) may provide that all costs of and incidental to the application shall be borne by the LLP Liquidator or Liquidator.

(5) Nothing in this rule shall prejudice the operation of any enactment imposing penalties on a LLP Liquidator or Liquidator in respect of any such default as aforesaid.

Court, Tribunal or person, etc. before whom affidavit may be sworn.

63. (1) Any affidavit required to be sworn under the provisions, or for the purposes, of these rules may be sworn—

(a) in India before any Court, Tribunal, Judge or person lawfully authorised to take and receive affidavits; and

(b) in any other country before any Court, Judge or person lawfully authorised to take and receive affidavits in that country or before an Indian diplomatic or consular officer.

(2) All courts, tribunals, judges, justices, commissioners and persons acting judicially in India shall take judicial notice of the seal, stamp or signature, as the case may be, of any such court, tribunal, judge, commissioner, person, diplomatic or consular officer, attached, appended or subscribed to any such affidavit or to any other document to be used for the purposes of these rules.

Tribunal to declare dissolution of LLP void.

64. (1) Where an LLP has been dissolved, whether in pursuance of these rules or otherwise, the Tribunal may at any time within two years of the date of the dissolution, on application by the LLP Liquidator or Liquidator of the LLP or by any other person who appears to the Tribunal to be interested, make an order, upon such terms as the Tribunal thinks fit, declaring the dissolution to be void, and thereupon such proceedings may be taken as if the LLP had not been dissolved.

(2) It shall be the duty of the person on whose application the order was made, within thirty days after the making of the order, to file a certified copy of the order with the Registrar in **Form No. 11** who shall register the same.

Explanation.- In computing the period of thirty days from the date of the order, the requisite time for obtaining a certified copy of the order shall be excluded.

Commencement of winding up by Tribunal.

65. (1) Where, before the presentation of a petition for the winding up of a LLP by the Tribunal, a resolution has been passed by the LLP for voluntary winding up, the winding up of the LLP shall be deemed to have commenced at the time of the passing of the resolution, and unless the Tribunal, on proof of fraud or mistake, thinks fit to direct otherwise, all proceedings taken in the voluntary winding up shall be deemed to have been validly taken.

(2) In any other case, the winding up of a LLP by the Tribunal shall be deemed to commence at the time of the presentation of the petition for the winding up.

Exclusion of certain time in computing period of limitation.

66. Notwithstanding anything contained in the Limitation Act, 1963 or in any other law for the time being in force, in computing the period of limitation specified for any suit or application in the name and on behalf of a LLP which is being wound up by the Tribunal, the period from the date of commencement of the winding up of the LLP to a period of one year immediately following the date of the winding up order shall be excluded.

Filing with Registrar and filing Fee.

67. A notice, document, form, resolution, order, etc. under these rules or notification issued under section 67 of the Act required to be filed with Registrar, shall be filed in electronic form along with the fee as specified in Annexure.

Provided that in the case of winding up by the Tribunal, the Central Government may waive the fee, if it deems fit;

Provided further that no fee shall be payable if any LLP under liquidation by the order of the Tribunal does not have funds and the liquidator submits a certificate to the effect that the LLP does not have any fund.

PART VI

PROCEEDINGS AND PROCEDURES GENERAL

Jurisdiction of the Tribunal:

68. (1) All proceedings shall be instituted before the Bench of the Tribunal having jurisdiction, as may be notified by the Central Government.

Form of Proceedings

69. (1) All petitions, applications, affidavits and other proceedings presented to the Tribunal shall be written, typewritten, or printed neatly and legibly on substantial paper of foolscap size in duplicate and separate sheets shall be stitched together. Numbers and dates shall be expressed in figures, and where dates given are not according to the English Calendar, the corresponding English dates shall also be given.

(2) Every proceeding shall be consecutively numbered, dated and shall be instituted in the matter of a Limited Liability Partnership (LLP) or Limited Liability Partnerships (LLPs) to which it relates. The contents shall be divided into separate paragraphs, which shall be numbered serially. The general heading in all proceedings before the Tribunal, and in all advertisements and notices, shall be in **Form No. 16**.

(3) Sitting hours of Tribunal shall ordinarily be from 10.30 AM to 1.30 PM and from 2.30 PM to 4.30 PM on all working days except Saturday, Sunday and other public holidays subject to any general or special order made by the Chairperson or President.

(4) Fees on applications or petitions shall be as specified in Annexure.

Language of proceedings

70. Every petition, application, affidavit or other proceedings shall be in English or Hindi and except in so far as the Tribunal may otherwise order, no document in other language shall be accepted for use in any proceedings, unless translated into English or Hindi.

Power of the Tribunal to enlarge or abridge time

71. The Tribunal should not extend the time without any genuine reason and exceptional circumstances and orders should be recorded in detail giving reasons for grant of extension.

Provisions of the Code to apply

72. Save as provided by the Act or by these rules, the provisions of the Code so far as applicable, shall apply to all proceedings under the Act and these rules.

Saving of inherent powers of the Tribunal

73. Nothing to these rules shall be deemed to limit or otherwise affect the inherent powers of the Tribunal to make such orders as may be necessary for the ends of justice or to prevent abuse of the process of the Tribunal.

Power to dispense with the requirement of the rules

74. The Tribunal shall have power for reasons to be recorded in writing, to dispense with the requirements of any of these rules, subject to such terms and conditions as may be specified in the order.

Computation of time

75. Where any particular number of days is specified, the same shall be reckoned exclusively of the first day and inclusively of the last day, unless the last day shall happen to fall on a day on which the offices of the Tribunal are closed, in which case the time shall be reckoned exclusively of that day also and of any succeeding day or days on which the offices of the Tribunal continued to be closed.

Registers to be kept.

76. There shall be kept, in the Tribunal, the following registers either in physical or digital format or both physical and digital, relating to proceedings under the Act and these rules:-

(1) LLP Petitions' Register in which shall be entered and numbered serially the petitions filed under the Act or these rules stating the particulars as to-

- (i) date of presentation;
- (ii) name of LLP;
- (iii) name of parties, their advocates etc.;
- (iv) provision of law under which the petition is made;
- (v) nature of relief sought;
- (vi) date and nature of order made;
- (vii) date of filing of appeal, if any;
- (viii) date of disposal of appeal; and
- (ix) result of judgment in appeal.

(2) LLP Applications' Register in which shall be entered and numbered serially applications other than petitions stating particulars as to-

- (i) date of presentation;
- (ii) name of LLP;
- (iii) number of main proceeding, if any, to which the application relates;
- (iv) name of parties, their Advocates; etc.
- (v) provision of law, if any, under which the application is made;
- (vi) nature of relief sought;
- (vii) date and nature of order made;
- (viii) date of filing of appeal, if any;
- (ix) date of disposal of appeal; and
- (x) result of Judgment in appeal.

(3) In the Liquidations Register, there shall be entered under a separate heading for each LLP ordered to be wound-up in the form specified in these rules briefly and in chronological order, all proceedings in winding-up until conclusion of the winding-up.

(4) In the LLP Documents Register there shall be entered under a separate heading for each LLP any valuable securities, such as, negotiable instruments, documents of title and the like that may be filed in proceedings before the Tribunal as prescribed in the form.

(5) Appearance of the person appearing before the Tribunal shall be indicated in the order sheet.

Serial number of proceedings.

77. (1) Every petition or application shall bear its distinctive serial number, and an interlocutory application shall bear, besides its own serial number, the serial number of the main proceeding to which it relates. Every order made, process issued or document filed, shall bear the serial number of the proceedings to which it relates.

(2) All petitions, applications and affidavits, upon being filed and all orders, summons, warrants or processes of any kind (including notices issued by Tribunal) and certified copies, of any proceedings, shall be issued under the authority and seal of the Tribunal.

Powers, functions and duties of Registrar of the Tribunal :

78. (1) The Registrar of Tribunal shall be principal officer of the Tribunal and shall exercise his powers and perform his duties under the control of Chairperson or President.

(2) The Tribunal in discharge of its functions under the Act, may take such assistance from the Registrar of Tribunal, as it may deem fit, and the Registrar of Tribunal or other officer, shall be bound to assist the Tribunal.

(3) In particular and without prejudice to the generally of the provisions of this rule, the Registrar of Tribunal shall have the following powers and duties, namely: -

- (a) to have the custody of the records of the, Principal Bench of the Tribunal and other Benches;
- (b) to receive all petitions, applications or references pertaining to the Principal Bench and other Benches of the Tribunal;
- (c) to assist Principal Bench and other Benches of the Tribunal in the proceedings relating to the powers exercised by them;
- (d) to authenticate the orders passed by the Principal Bench and other Benches of the Tribunal;
- (e) to ensure compliance of the orders passed by the Principal Bench and other Benches of the Tribunal;
- (f) to have the custody and control of the Official seal of the Tribunal;
- (g) to have the right to collect from the Central Government or other officers, companies, LLPs and firms, or any other person such information as may be considered useful for the purpose of efficient discharge of the functions of the Tribunal under the Act and place the said information before the Tribunal. These rules shall apply to all Benches of the Tribunal situated all over India.

(4) The Registrar of Tribunal shall have the following powers and duties subject to any general or special order of the Tribunal, namely: -

- (i) to receive all petitions or applications and other documents including transferred applications;
- (ii) to decide all questions arising out of the scrutiny of the petitions and applications before they are registered;
- (iii) to decline to accept any document which is presented otherwise than in accordance with these rules
- (iv) to require any petition or application presented to the Tribunal to be amended in accordance with the Act;
- (v) subject to the directions of Tribunal to fix the date of first hearing of the petition or application or other proceedings and issue notices thereof;
- (vi) to direct any formal amendment of records;

- (vii) to order grant of copies of documents to the parties to the proceedings;
 - (viii) to grant leave to inspect the records of the Tribunal;
 - (ix) to dispose of matters relating to the service of notices;
 - (x) to receive application within thirty days from the date of death for substitution of authorized representatives of the deceased parties during the pendency of the petition or application;
 - (xi) to receive and dispose of application for substitution, except where the substitution would involve setting aside an order of abatement;
 - (xii) to receive and dispose of applications by parties for return of documents.
- (5) An appeal against any decision by the Registrar of Tribunal shall be made to the Tribunal by the aggrieved party within fifteen days from the date such decision communicated to him.

Inspection and copies of proceedings.

- 79.** (1) Records of every proceedings pending before the Tribunal will be available for the inspection of the parties or their authorized representatives on making an application in writing and on payment of a fee as specified in Annexure.
- (2) A person who is not party to the proceedings is not entitled for inspection of the records or proceedings except with the consent of the parties by whom they were presented or produced or under the orders of the Tribunal on payment of the fee.
- (3) A person not a party to the proceedings or petitions on which final orders have been passed can obtain copy of the orders on payment of such fee as given in Annexure.

Forms.

80. The forms annexed to these rules, where applicable, shall be used with such variations as circumstances may require including the variations required for the purpose of filing or submitting or maintaining the documents in the electronic form.

Affidavits.

- 81.** (a) Every affidavit shall be drawn up in the first person and shall state the full name, age, occupation and the place of abode of the deponent. It shall be signed by the deponent and sworn to in the manner prescribed by the Code or by the rules and practice of the Court of the State where affirmed.
- (b) Every exhibit annexed to an affidavit shall be marked with the number of the proceedings to which it relates, and shall be initialed and dated by the authority before which it is sworn.
- (c) No affidavit having interlineations, alteration or erasure, shall be filed in Tribunal unless such interlineations or alternation is initialed by the authority before whom it is sworn, or, in the case of an erasure, the words and figures written on the erasure are rewritten in the margin and initialed by such authority.

Form of summons and service thereof.

- 82.** (1) A summon shall be in **Form No. 17** and shall, unless otherwise provided by these rules or permitted by the Member, be supported by an affidavit.
- (2) The summons, together with a copy of the affidavit, shall be served upon every person against whom an order is sought and such other person, as the Member may direct, in person or by prepaid registered or speed post or through empanelled courier agency or upon his representative or advocate or pleader where he appears by an advocate or representative or pleader, or in such other manner as the Member may direct.
- (3) Unless otherwise provided by these rules or by an order of the Tribunal, a summons, which is an interlocutory application in a proceeding, shall be served not less than three clear days before

the day named in the summons for the hearing thereof, and where the summons is other than interlocutory, it shall be served not less than ten days before the date fixed for the hearing thereof.

Issue of summons.

83. Every summons, together with duplicates of the same for service thereof, shall be prepared by the applicant or his advocate or representative or pleader and issued from the office of the Registrar of the Tribunal.

Affidavit verifying petition.

84. Every petition shall be verified by an affidavit made by the petitioner or by one of the petitioners, where there are more than one, and in the case the petition is presented by a body corporate, by a director, secretary or manager or partner or designated partner or an officer authorized in that behalf thereof and such affidavit shall be **Form No 18** and shall be filed along with the petition.

Enclosures to petition.

85. Unless dispensed with by the Member or Registrar of Tribunal, every petition and application shall be accompanied by the documents required to be annexed.

Summons for direction.

86. (a) Where a petition is presented, an application shall, in every case, be made by alongwith summons in **Form No. 19** to the Member for directions as to the advertisement of the petition, the notices to be served and the proceedings to be taken.

(b) The petition shall be posted for hearing before the Member at the next sitting, and the Member may make such orders thereon and may give such directions as it may seem to him appropriate.

Advertisement of petition.

87. (1) Where any petition is required to be advertised, it shall, unless the Member otherwise orders, or these rules otherwise provide, be advertised not less than seven days before the date fixed for hearing, in one issue each of a daily newspaper in the English language and a daily newspaper in the regional language circulating in the State or the Union territory concerned, as may be fixed by the Member.

(2) Except in the case of a petition to wind up a LLP, the Member may, if he thinks fit, dispense with any advertisement required by these rules.

Contents of advertisement.

88. Except as otherwise provided in these rules, such advertisement shall be in **Form No. 20** and shall state the date on which the petition was presented, the name and address of the petitioner and his advocate or pleader, the nature of the petition and the date fixed for hearing. It shall, unless otherwise ordered, further state that any person who intends either to oppose or support the petition at the hearing should send notice of his intention to the petitioner or his advocate or pleader so as to reach him not later than two days previous to the day fixed for the hearing, and in the case of a petition for a winding-up, not later than four days previous to the day fixed for the hearing of the petition.

Service of petition.

89. Every petition shall be served on the respondent, if any, named in the petition and on such other persons as the Act or these rules may require or as the Member or the Registrar of Tribunal may direct and unless otherwise ordered, a copy of the petition shall be served along with the notice of the petition.

Notice of petition and time of service.

90. Notice of every petition required to be served upon any person shall be in **Form No.21** and shall, unless otherwise ordered by Tribunal or otherwise provided, be served not less than seven days before the date of hearing.

Service on LLP.

91. (1) Where a petition is presented against a LLP, it shall be accompanied by a notice of the petition in the form prescribed under these rules together with a copy of the petition for service on the LLP and an envelope addressed to the LLP at its registered office or its principal place of business and sufficiently stamped for being sent by registered post for acknowledgement or through empanelled courier agency.

(2) The Registrar of Tribunal shall immediately on the admission of the petition send the notice together with the copy of the petition to the LLP by registered post or through courier.

(3) Every petition, and, save as otherwise provided or by an order of Tribunal, every application, shall unless presented by the LLP, be served on the LLP at its registered office, or at its principal or last known principal place of business, by leaving a copy thereof with an officer or employee of the LLP, and in case no such person is available, in such manner, as the Member or Registrar of Tribunal may direct, or, by sending a copy thereof by prepaid registered post or through empanelled courier agency addressed to the LLP at its registered office, or, if there is no registered office, at its principal or last known principal place of business, or to such person and at such address as the Member or Registrar of Tribunal may direct.

Petitioner to effect service.

92. Save as otherwise provided and subject to any directions of the Member or Registrar of Tribunal, the petitioner, applicant or any other person having the conduct of proceedings in Tribunal, shall be responsible for the service of all notices, summons and other processes and for the advertisement and publication of notices, required to be effected by these rules or by order of Tribunal.

Affidavit of service.

93. (1) An affidavit or affidavits stating whether the petition has been advertised and whether the notices, if any, have been duly served upon the persons required to be served shall be filed not less than three days before the date fixed for hearing and such proof of the advertisement or of the service, as may be available shall be filed along with the affidavit.

(2) An affidavit of service on a LLP or its liquidator shall be in **Form No 22 or 23**, as the case may be.

Procedure on default of compliance as regards advertisement and service of notice.

94. In default of compliance with the requirements of the rules or the directions of the Member or Registrar of Tribunal, as regards the advertisement and service of the petition, the petition shall, on the date fixed for hearing be posted for orders of the Member and the Member may either dismiss the petition or give such further directions as he thinks fit.

Mode of service and service when deemed to be effected.

95. (1) Save as otherwise provided or by an order of Tribunal, all notices, summons, and other documents required to be served on any person, may be served either personally by delivering a copy thereof to such person or upon his advocate or pleader or authorised representative where he appears by advocate or pleader; except where personal service is required by prepaid registered post for acknowledgement due addressed to the last known address of such person or through process server by affixing at the last known address. In the case of service by registered post where no acknowledgement signed by the addressee or his duly authorized agent is

received, orders of Tribunal shall be obtained as to the sufficiency of service or as to the further steps to be taken for service as the Tribunal may direct:

Provided that where a notice, summons or other document has to be served on any class of persons such as partners, creditors and the like, the same may be sent by prepaid registered post or by ordinary post by prepaid letter post under certificate of posting or registered post, as may be provided by these rules or by an order of Tribunal, and unless otherwise ordered by the Tribunal, the service shall be deemed to be effected at the time when the said notice, summons or other document ought to be delivered in the ordinary course of post by the post office, notwithstanding the same is returned undelivered by the post office.

(2) Where notice of any petition, application, summons or other proceedings has to be given to the Central Government under these rules, it shall be addressed to and served on the Secretary to Government of India, Ministry of Corporate Affairs, New Delhi, or such other officer or office of the Central Government as may be authorised to receive notices on its behalf.

(3) Where any person has to be served at an address outside India, the notice or other process to be served on him shall, subject to orders of the Tribunal, be sent to such address by empanelled courier agency or by prepaid airmail registered post for acknowledgment due.

(4) Service may be done in any other manner including the manner as provided in rule 15 of Limited Liability Partnership Rules, 2009 or as may be ordered by the Tribunal.

Validity of service and of proceedings.

96. No service shall be deemed to be invalid by reason of any defect in the name or description of a person in the list of partners or in the petition, summons, notice or other proceeding, provided that the Tribunal is satisfied that such service is in other respects sufficient; and no proceedings shall be invalidated by reason of any formal defect or irregularity; unless the Member before whom the objection is taken is of the opinion that substantial injustice has been caused by such defect or irregularity and that the injustice cannot be remedied by an order of Tribunal.

Notice to be given by persons intending to appear at the hearing of petition.

97. (1) Every person, who intends to appear at the hearing of a petition, whether to support or oppose the petition, shall serve on the petitioner or his advocate or pleader, notice of his intention at the address given in the advertisement.

(2) The notice shall contain the address of such person, and be signed by him or his advocate or pleader or authorised representative, and save as otherwise provided shall be served (or if sent by post or through courier, shall be posted in such time as to reach the addressee) not later than two days previous to the day of hearing, and in the case of a petition for winding-up not later than four days previous to the day of hearing and such notice shall be in **Form No 24** with such variations as the circumstances may require, and where such person intends to oppose the petition, the grounds of his opposition, or a copy of his affidavit, if any, shall be furnished along with the notice.

(3) Any person who has failed to comply with this rule shall not, except with the leave of the Member, be allowed to appear at the hearing of the petition.

List of persons, intending to appear, to be filed.

98. The petitioner or his advocate or authorized representative or pleader shall prepare a list of the names and addresses of the persons who have given notice of their intention to appear at the hearing of the petition and such list shall be in **Form No. 25**, and shall be filed in Tribunal before the hearing of the petition.

Procedure at hearing of petition.

99. (1) At the hearing of the petition, the Member may either dispose of the petition finally, or give such directions as may be deemed necessary for the filing of counter-affidavit and reply affidavits, if any, and for service of notice on any person who, in his opinion has been omitted to be served or has not been properly served with the notice of the petition and may adjourn the petition to enable the parties to comply with his directions.

(2) All adjournments and postings will be subject to time schedule prescribed under the Act or the rules and except as otherwise ordered by the Member, it shall not be necessary to give notice of the adjourned hearing to any person.

Order to be drawn up.

100. (1) Every order, shall be drawn up by the Registrar of Tribunal, unless in any proceeding or class of proceedings, the Member or the Registrar of Tribunal directs that the order need not be drawn up.

(2) Where a direction is given under sub-rule (1) that no order need be drawn up, the note or memorandum of the order signed or initialed by the Member making the order or by the Registrar of Tribunal shall be sufficient evidence of the order having been made.

(3) The date of every order shall be the date on which it was actually made, notwithstanding that it is drawn up and issued on a later date.

(4) The costs should be awarded for every adjournment on the party seeking adjournment at the time of granting adjournment except in cases of serious illness and such similar circumstance.

(5) Where costs are awarded to a party in any proceeding, the order shall direct that the party liable to pay the costs shall pay the same.

PETITION FOR WINDING UP, PROVISIONAL LIQUIDATOR, WINDING UP ORDER, AND STATEMENT OF AFFAIRS,**Petition for winding-up.**

101. (1) A petition for winding up an LLP shall be in **Form No. 26, or 27 or 28**, as the case may be, with such variations as the circumstances may require, and shall be presented in duplicate:

Provided that where the petition is by the LLP it should be accompanied with the statement of affairs of the LLP on the date of petition.

(2) The Registrar of Tribunal shall note on the petition the date of its presentation.

Admission of petition and directions as to advertisement.

102. (1) Upon the filing of the petition, it shall be posted before the Member in chambers for admission of the petition and fixing a date for the hearing thereof and for directions as to the advertisements to be published, and the persons, if any, upon whom copies of the petition are to be served.

(2) The Member may, if he thinks fit, direct notice to be given to the LLP before giving directions as to the advertisement of the petition.

Petition by a contingent or prospective creditor.

103. A petition for the winding-up of a LLP presented by a contingent or prospective creditor shall be accompanied by an application for the leave of the Tribunal for the admission of the petition and no advertisement of such petition shall be made unless the leave has been granted, or, where the leave has been granted subject to any conditions precedent to the admission of the petition, unless such conditions have been satisfied.

Copy of petition to be furnished.

104. Every partner or creditor of the LLP shall be entitled to be furnished by the petitioner or by his advocate or pleader or authorized representative with a copy of the petition within 24 hours on payment of the charges as specified in Annexure.

Advertisement of petition.

105. Subject to any directions of the Tribunal, the petition shall be advertised within the time and in the manner provided in rule 87. The advertisement shall be in **Form No 29**.

Application for leave to withdraw petition.

106. (1) A petition for winding-up shall not be withdrawn after presentation without the leave of the Tribunal.

(2) An application for leave to withdraw a petition for winding-up which has been advertised in accordance with the provisions of rule 87 shall not be heard at any time before the date fixed in the advertisement for the hearing of the petition.

Substitution of creditor or partner for original petitioner.

107. Where a petitioner-

- (a) is not entitled to present a petition, or
- (b) fails to advertise his petition within the time specified by these rules or by order of Tribunal or such extended time as the Tribunal may allow with cost, or
- (c) consents to withdraw the petition, or to allow it to be dismissed, or the hearing to be adjourned or fails to appear in support of his petition when it is called on in Tribunal on the day originally fixed for the hearing thereof, or any day to which the hearing has been adjourned, or
- (d) if appearing, does not apply for an order in terms of the prayer of his petition.

or

where in the opinion of the Tribunal, there is other sufficient cause for an order being made under this rule, the Tribunal may, by an order, upon such terms as it may think just, substitute as petitioner any creditor or partner who, in the opinion of the Tribunal, would have a right to present a petition, and who is desirous of presenting the petition.

(5) Where a member makes an order substituting a creditor or partner as petitioner in winding up petition, such petitioner shall pay an additional fee equivalent to the half of the amount of the original fee paid in the original petition.

Procedure on substitution.

108. (1) Where the Member makes an order substituting a creditor or partner as petitioner in a winding-up petition, he shall adjourn the hearing of the petition to a date to be fixed by him and direct such amendments of the petition as may be necessary and such creditor or partner shall, within seven days from the making of the order, amend the petition accordingly, and file two clean copies thereof together with an affidavit in duplicate setting out the grounds, on which he supports the petition.

(2) The amended petition shall be treated as the petition for the winding-up of the LLP and shall be deemed to have been presented on the date on which the original petition was presented.

Affidavit-in-opposition.

109. (1) Subject to the rule 28, an affidavit intended to be used in opposition to the petition shall be filed not less than five days before the date fixed for the hearing of the petition, and a copy of the affidavit shall be served on the petitioner or his advocate or pleader or authorized representative forthwith. The Statement of Affairs of the LLP along with the affidavit in opposition in question shall also be filed.

(2) The copies of the affidavit shall also be given to any creditor or partner appearing in support of the petition who may require the same, on payment of the prescribed charges.

Affidavit in reply.

110. Subject to rule 28, an affidavit intended to be used in reply to the affidavit filed in opposition to the petition shall be filed not less than two days before the day fixed for the hearing of the petition, and a copy of the affidavit in reply shall be served on the day of the filing thereof on the person by whom the affidavit in opposition was filed or his advocate or pleader or authorized representative.

Provisional Liquidator

Appointment of Provisional Liquidator.

111. (1) After the admission of a petition for the winding-up of a LLP by the Tribunal, upon the application of a creditor, or a partner, or of the LLP, and upon proof by affidavit of sufficient ground for the appointment of a Provisional Liquidator, subject to rules 27 and 28, the Tribunal, if it thinks fit, and upon such terms as in the opinion of the Tribunal shall be just and necessary, may appoint the Liquidator to be Provisional Liquidator of the LLP pending final orders on the winding-up petition.

(2) Where the LLP is not the applicant, notice of the application for appointment of Provisional Liquidator shall be given to the LLP unless the Tribunal, for special reasons to be recorded (in writing), dispenses with the notice. The order appointing the Provisional Liquidator shall set out the restrictions and limitations, if any, on his powers imposed by the Tribunal. The order shall be in **Form No. 30** with such variations as may be necessary.

Rules and procedures applicable to Provisional Liquidator.

112. The rules and procedures relating to Liquidators shall apply to Provisional Liquidators, so far as applicable, subject to such directions, as the Tribunal may give in each case.

Costs, etc. of Provisional Liquidator.

113. Subject to any order of the Tribunal, all the costs, charges and expenses properly incurred by the Liquidator, as Provisional Liquidator, including such sum as is or would be payable to the Central Government under the scale of fees for the time being in force applicable where the Official Liquidator acts as the Provisional liquidator of the LLP, shall be paid out of the assets of the LLP.

Winding up order

Notice to Liquidator of order.

114. Where an order for the winding-up of a LLP or for the appointment of a Provisional Liquidator has been made, the Registrar of Tribunal shall forthwith send to the Liquidator appointed by the Tribunal notice of the order under the seal of the Tribunal in duplicate in **Form No. 31 or 32**, as the case may be, together with a copy of the petition and the affidavit, if any, filed in support thereof with a copy of Statement of Affairs filed with the petition or at the time of opposition, as the case may be. The concerned Registrar shall also be served with the copy of the order.

Contents of winding-up order and order appointing Provisional Liquidator.

115. An order to wind-up an LLP or for the appointment of a Provisional Liquidator shall contain at the foot thereof a note stating that it will be the duty of such of the persons specified in rule 37 to attend on the Liquidator at such time and place as he may appoint and to give him all information he may require.

Order to be sent to Liquidator and form of order.

116. (1) The order for winding-up shall be drawn up by the Registrar of Tribunal forthwith, and after it is signed and sealed, two certified copies thereof duly sealed shall be sent to the Liquidator. The order shall be in **Form No 33** with such variations as may be necessary.

(2) Except where the LLP is the petitioner, the Liquidator shall cause a sealed copy of the order to be served upon the LLP by pre-paid registered post or by empanelled courier agency addressed at its registered office (if any), or, if there is no registered office, at its principal or last known principal place of business, or upon such other person or persons or in such manner as the Tribunal may direct.

Summons for directions to be taken out by the Liquidator

117. (1) On receipt of the winding up order, liquidator shall make out a report for direction with regard to the performance by the liquidator of all or any of the duties under rule 41 or any other matter requiring directions of the Tribunal.

(2) The Tribunal after hearing the liquidator may give such directions as it thinks fit in regard to various matters including fixing the time-limits before which the various matters shall be completed by the liquidator subject to time-limits specified under these rules.

Directions on making the winding-up order.

118. At the time of making the winding- up order, or at any time thereafter, the Tribunal shall give directions as to the advertisement of the order and the persons, if any, on whom the order shall be served and the persons, if any, to whom notice shall be given of the further proceedings, in the liquidation, and such further directions as may be necessary.

Advertisement of the order.

119. Save as otherwise ordered by the Tribunal, every order for the winding up of an LLP by the Tribunal, shall within fourteen days of the date of making the order, be advertised by the petitioner in one issue each of a newspaper in the English language and a newspaper in the regional language circulating in the State or the Union territory concerned and shall be served by the petitioner upon such person, if any, and in such manner as the Member may direct and the advertisement shall be in **Form No. 34**.

Form of proceedings after winding up order is made.

120. After a winding up order is made, every subsequent proceeding in the winding up shall bear the original number of the winding up petition, besides its own distinctive number, but against the name of the LLP in the cause-title, the words 'in liquidation' shall appear in brackets.

Application for stay of winding up proceedings.

121. (1) An application for stay of proceedings in the winding up shall be made upon notice to the parties to the winding up petition and to such other persons as the Tribunal may direct, and where the application is made by any person other than the Liquidator, notice shall be given to the Liquidator.

(2) Where an order is made staying proceedings of winding up, the applicant shall within fifteen days file a certified copy thereof with the Registrar in **Form 10**.

Explanation.- In computing the period of fifteen days from the date of the order, the requisite time for obtaining a certified copy of the order shall be excluded.

Application for leave to commence or continue or transfer suits or proceedings.

122. (1) An application for leave of the Tribunal to commence or continue any suit or proceeding against the LLP shall be made to the Tribunal upon notice to Liquidator and the parties to the suit or proceeding sought to be commenced or continued.

(2) An application for transfer to the Tribunal of any suit or proceeding by or against the LLP pending in any Court (other than in High Court or Supreme Court) or any tribunal shall be made

upon the notice to the Liquidator and to the parties to the suit or proceeding sought to be transferred.

Notice to submit statement.

123. A notice by the Liquidator requiring any of the persons mentioned in rule 28 to submit and verify a statement of affairs of the LLP shall be in **Form No. 35** and may be served by the Liquidator forthwith after the order for winding up or the order appointing the Liquidator as Provisional Liquidator is made.

Application by Liquidator appointed by Tribunal

124. (1) The Liquidator may, if required, apply to the Tribunal for an order directing any person, who, in his opinion, is liable to furnish a statement of affairs under rule 28, to prepare and submit such a statement or concur in making the same and notice of the application shall be served on the person against whom the order is sought.

(2) Where the Tribunal makes the order, such order shall be in **Form No. 36** with such variations as may be necessary.

Preparation of statement of affairs.

125. Any person who under rule 28 is required to submit and verify a statement as to the affairs of the LLP shall prepare the statement of affairs on his own cost.

Form of the statement.

126. (1) The statement as to the affairs of the LLP to be submitted under rule 28 shall be in **Form No. 37** and shall be made out in duplicate, one copy of which shall be verified by affidavit.

(2) An affidavit of concurrence in the statement of affairs shall be in **Form No. 38**.

(3) The Liquidator shall cause the verified statement of affairs and the affidavit of concurrence, if any, to be filed in the Tribunal forthwith on submission and completion of the statement of affairs and shall retain the duplicate thereof for his records.

Extension of time for submitting statement.

127. (1) Where any person required to submit a statement of affairs under rule 28 requires an extension of time for submitting the same, he shall apply in the first instance to the Liquidator who may, if he thinks fit, subject to rule 28, give a written certificate extending the time, which certificate shall be filed with the proceedings. The certificate shall be in **Form No. 39**.

Partners and Officers of LLP to attend and give information.

128. The Liquidator may from time to time hold personal interviews with any such person, as is mentioned in rule 28 or rule 37 for the purpose of investigating the LLP's affairs, and it shall be the duty of every such person to attend on the Liquidator at such time and place as the Liquidator may appoint and give the Liquidator all information that he may require and answer all such questions as may be put to him by the Liquidator and the Liquidator shall maintain minutes of the interview held by him or memoranda containing the substance of such interviews.

Duty of person making or concurring in statement.

129. After the statement of affairs of the LLP has been submitted to the Liquidator, it shall be the duty of every person who has made or concurred in making it, if, and when required, to attend on the Liquidator and answer all such questions as may be put to him, and give all such further information as may be required of him by the Liquidator in relation to the statement of affairs.

Default in complying with rule 28

130. Any default on the part of any person in complying with the requirements of rule 28 shall be reported to the Tribunal by the Liquidator, and the Tribunal may thereupon pass such orders or give such directions as it may think fit.

LLP Liquidator in voluntary winding-up to submit statement.

131. (1) Where before the making of the winding up order the LLP was being wound-up voluntarily, the Liquidator may require any LLP liquidator or liquidators in such winding up to furnish him, not later than fourteen days of his making the requisition, or such other time as he may fix, a statement as to the manner in which the winding up was conducted, how the assets of the LLP were dealt with, and the position of the liquidation on the date of the order for winding up by the Tribunal; and on the requisition being made, it shall be the duty of the LLP liquidator or liquidators so required to furnish the statement within the time limit.

(2) Where the LLP liquidator or liquidators fails to furnish the statement as required under sub-rule (1), the Liquidator may apply to the Tribunal for such directions as may be necessary.

Report by Liquidator.

132. The report to be submitted by the Liquidator under rule 34 shall be in **Form No. 40** with such variations as may be necessary and shall contain the information as specified in rule 34.

Inspection of statement and report.

133. Every creditor or partner, by himself, or by his agent, shall be entitled to inspect the statement of affairs submitted under rule 28 and the report of the Liquidators submitted under rule 34 on payment of a fee as specified in the Annexure and to obtain copies thereof or extracts therefrom on payment of the specified charges in Annexure.

Further report by Liquidator.

134. (1) Where the Liquidator makes a further report under rule 34(4), such report shall state whether any fraud has been detected subsequent to the submission of report under rule 34(1).

(2) If any such fraud has been detected, the report shall set out the names of the persons by whom the fraud, in his opinion, was committed and the facts on which such opinion is based and the report shall set out in a narrative form the facts and matters which the liquidator desires to bring to the notice of the Tribunal.

Consideration of report(s) by the Tribunal.

135. (1) The consideration of the report (or reports) made by the Liquidator pursuant to rule 34, shall be placed before the Member in Chambers, and the Liquidator shall personally or by counsel attend the consideration thereof and give the Tribunal any further information or explanation with reference to the matters contained therein which the Tribunal may require.

(2) On a consideration of the report (or reports), the Tribunal may pass such orders and give such directions as it may think fit including directions of examination of designated partners, partners, officers and employees past and present of the LLP:

Provided that where the Liquidator makes report(s) under rule 34 containing the fraud committed by the partners or designated partners or officers or employees, of the LLP, the Registrar of Tribunal shall fix a date for the consideration thereof by the Member and notify the date on the notice board of the Tribunal and to the Liquidator.

Summons for direction to be taken out by Liquidator

136. (1) As soon as practicable after the winding up order is made and in any event, not later than seven days after the filing of the report under sub-rule (1) of rule 34, the liquidator shall make a report for direction with regard to the performance by the liquidator of the duties under rule 41, the settlement of list of creditors and settlement of list of partners.

(2) Upon hearing the liquidator, Tribunal may give such directions as it shall think fit in regard to the said matters.

SETTLEMENT OF LIST OF CREDITORS

Fixing a date for proving debts.

137. Subject to the provisions of the Act and rules made thereunder and in a winding up by the Tribunal, subject to the directions of the Tribunal, the Liquidator in a winding up by the Tribunal shall, and the LLP Liquidator in voluntary winding up may, fix a certain day, which shall be not less than fourteen days from the date of the notice to be given under the rule 138, on or before which the creditors of the LLP are to prove their debts or claims and to establish any title for they may have to priority under preferential payments, or to be excluded from the benefit of any distribution made before such debts or claims are proved, or, as the case may be, from objecting to such distribution.

Notice to creditors.

138. (1) The liquidator shall give not less than fourteen days' notice of the date so fixed by advertisement in one issue of a daily newspaper in the English language and one issue of a daily newspaper in the regional language circulating in the State or Union territory concerned, as he considers suitable.

(2) The advertisements under sub-rule (1) shall be released within thirty days from the date of confirmation of the sale and be in **Form No. 41**.

(3) If the number of creditors do not exceed one hundred, individual notices may be given by letter post under certificate of posting or registered post or any other mode specified in rule 15 of the Limited Liability Partnership Rules, 2009 within thirty days from the date of confirmation of the sale or on any earlier date and advertisement in newspapers may be dispensed with.

(4) The Liquidator shall also give not less than fourteen days' notice of the date fixed, in a winding up by the Tribunal, to every person mentioned in the statement of affairs, as a creditor, who has not proved his debt and to every person mentioned in the statement of affairs as a preferential creditor, whose claim to be a preferential creditor has not been established or is not admitted, to the address indicated in the statement of affairs and such notice shall be in **Form No. 42** or **Form No. 43** and shall be sent to each such creditor either by letter post under certificate of posting or registered post or any other mode specified in rule 15 of the Limited Liability Partnership Rules 2009.

(5) All proceedings and procedures hereinafter set out as to the admission or rejection of proofs shall apply with necessary variations to any claim to priority as a preferential creditor.

Proof of debt.

139. (1) In a winding up by the Tribunal, every creditor shall, subject as hereinafter provided, prove his debt, unless the Member in any particular case directs that any creditors or class of creditors shall be admitted without proof.

Mode of proof and verification thereof.

140. A debt may be proved by delivering or sending by post to the Liquidator, an and if affidavit verifying the debt made by the creditor or by some person authorised by him and if the affidavit is made by a person authorised by the creditor, it shall state the authority and means of knowledge of the deponent and a creditor need not attend upon the investigation unless required to do so by the Liquidator.

Contents of proof.

141. An affidavit proving a debt shall contain or refer to a statement of accounts showing the particulars of the debt, and shall specify the vouchers or bills or contracts or any other material documents, by which the same can be substantiated and shall state whether the creditor is a secured creditor, or a preferential creditor, and if so, shall set out the particulars of the security or of the preferential claims and the affidavit shall be in **Form No. 44**

Workmen's wages.

142. In case where there are numerous claims for wages or accrued holiday remuneration by workmen and others employed by the LLP, it shall be sufficient if one proof in **Form No.45** for all such claims are made by any one of the workman on behalf of all such workmen. Such proof shall have a schedule annexed thereto setting forth the names of the workmen and others and the amounts severally due to them. Any proof made in compliance with this rule shall have the same effect as if separate proofs had been made by each of the said workmen

Value of debts.

143. The value of all debts and claims against the LLP shall, as far as possible, be estimated according to the value thereof at the date of the order of the winding up of the LLP or at the date of passing of such resolution, where before the presentation of the petition for winding up, a resolution has been passed by the LLP for voluntary winding up.

Interest.

144. On any debt or certain sum payable at a certain time or otherwise, whereon interest is not reserved or agreed for, and which is overdue at the date of the winding up order, or at the date of passing of the resolution, as the case may be, the creditor may prove for interest at a rate not exceeding the prime lending rate fixed by the Reserve Bank of India upto that date from the time when the debt or sum was payable, if the debt or sum is payable by virtue of a written instrument at a certain time, and if payable otherwise, then from the time when a demand in writing has been made by giving notice that interest will be claimed from the date of demand until the time of payment.

Periodical payments.

145. When any rent or other payment falls due at any stated period, and the order or resolution to wind up is made at any time other than one of those periods, the persons entitled to the rent or payment may prove for a proportionate part thereof up to the date of winding up order or resolution as if the rent or payment accrued due from day to day:

Provided that where the Liquidator remains in occupation of the premises demised to a LLP which is being wound up, nothing herein contained shall prejudice or alter the right of the landlord of such premises to claim payment by the LLP, or the liquidator, of rent during the period of the LLP's or liquidator's occupation.

Proof of debt payable at a future time.

147. A creditor may prove for a debt not payable at the date of the winding up order or at the date of passing of resolution, as if it were payable presently, and may receive distributable sums equally with the other creditors, deducting only thereout a rebate of interest at the rate of four per cent per annum computed from the date of declaration of the distributable sum to the time when the debt would have become payable according to the terms on which it was contracted.

Examination of proof.

148. The Liquidator shall examine every proof of debt lodged with him and the grounds of the debt. He may call for the production of the vouchers or bills or contracts or other material document, if any referred to in the affidavit of proof or require further evidence in support of the debt. If he requires further evidence, or requires that the creditor should attend the investigation in person, he shall fix a day and time at which the creditor is required to attend or to produce further evidence and send a notice to such creditor in **Form No. 46** by a registered post or through empanelled courier agency or other mode specified in rule 15 of Limited Liability Partnership Rules, 2009, so as to reach him not later than seven days before the date fixed.

Liquidator's right to summon any person in connection with the investigation.

149. (1) The Liquidator in a winding up by the Tribunal may summon any person whom he may deem capable of giving information in respect of the debts to be proved in liquidation and may require such person to produce any documents in his custody or control relating to such debts and shall tender, with the summons such sum as appears to the Liquidator sufficient to defray the traveling and other expenses of the person summoned for one day's attendance.

(2) Where the person summoned under sub-rule (1) fails without lawful excuse to attend or produce any documents in compliance with the summons or avoids or evades service, the Liquidator may apply to the Tribunal for such orders as may be deemed fit for the attendance of such person and the production before him of such documents as may be required, or for other appropriate orders.

Oaths.

149. For the purpose of his duties in relation to the admission of proof of debts, the Liquidator may administer oaths and take affidavits.

Costs of proof.

150. Unless otherwise ordered by the Member, a creditor shall bear the costs of proving his debt.

Acceptance or rejection of proof to be communicated.

151. After such investigation as he may think necessary, the liquidator shall in writing admit or reject the proof in whole or in part and every decision of the Liquidator accepting or rejecting a proof, either wholly or in part, shall be communicated to the creditor concerned by letter post under certificate of posting or registered post where the proof is admitted and by registered post or through empanelled courier agency for acknowledgement where the proof is rejected wholly or in part within forty-five days from the last date fixed for proving the debts, provided that it shall not be necessary to give notice of the admission of a claim to a creditor who has appeared before the Liquidator and the acceptance of whose claim has been communicated to him or his agent in writing at the time of acceptance. Where the Liquidator rejects a proof, wholly or in part, he shall state the grounds of the rejection to the creditor in **Form No. 47**. Notice of admission of proof shall be **Form No.48**.

Appeal by creditor.

152. If a creditor is dissatisfied with the decision of the Liquidator in respect of his proof, the creditor may, not later than twenty-one days from the date of service of the notice upon him of the decision of the Liquidator, appeal to the Tribunal against the decision and the appeal shall be supported by an affidavit which shall set out the grounds of such appeal, and notice of the appeal shall be given to the Liquidator.

Procedure where creditor appeals.

153. (1) The liquidator shall, upon receiving notice of the appeal against a decision rejecting a proof wholly or in part, under rule 151, file with the Registrar of Tribunal such proof with the order containing the grounds of rejection.

(2) It shall be open to any creditor or partner to apply to the Tribunal for leave to intervene in the appeal, and the Tribunal may, if it thinks fit, grant the leave subject to such terms and conditions as may be just and where leave has been granted notice of the hearing of the appeal shall be given to such creditor or partner.

Liquidator not to be personally liable for costs.

154. The Liquidator shall in no case be personally liable for costs in relation to an appeal from his decision rejecting any proof wholly or in part.

Proofs and list of creditors to be filed in Tribunal.

155. (1) In a winding up by the Tribunal, the Liquidator shall, within two months from the last date fixed for proving the debts, file in Tribunal a certificate in **Form No.49** containing a list of the creditors who submitted proofs of their claims in pursuance of the advertisement and the notices referred to in rule 138, the amounts of debt for which they claimed to be creditors, distinguishing in such list the proofs admitted wholly, the proofs admitted or rejected in part and the proofs wholly rejected.

(2) The proofs, with the memorandum of admission or rejection of the same in whole or in part, as the case may be, endorsed thereon, shall be filed in Tribunal along with the certificate.

List of creditors not to be varied.

156. The list as certified by the Liquidator and filed in Tribunal shall be the list of the creditors of the LLP, and shall not be added to or varied except in accordance with orders of Tribunal. Where an order is made adding to or varying the list of creditors, the Liquidator shall amend the list in accordance with such order.

Notice of filing the list and inspection of the same.

157. Upon the filing of the certificate containing the list of creditors as settled by the Liquidator, the Registrar of Tribunal shall notify the filing thereof on the notice board of the Tribunal and the certificate and the list of creditors as settled and the proofs relating thereto shall be open to the inspection of every creditor or partner on payment of a fee specified in Annexure.

Expunging of proof.

158. (1) If after the admission of a proof, the Liquidator has reason to think that the proof has been improperly admitted or admitted by a mistake, he may apply to the Tribunal upon notice to the creditor who made the proof, to expunge the proof or reduce its amount, as the case may be.

(2) Any creditor or partner may also apply to the Tribunal to expunge a proof or reduce the amount thereof, if the Liquidator declines to move in the matter, and on such application, the Tribunal may pass such orders as it may think just.

Payment of subsequent interest.

159. In the event of there being a surplus after payment in full of all the claims admitted to proof, creditors whose proofs have been admitted shall be paid interest from the date of the winding up order or of the resolution, as the case may be, up to the date of the declaration of the final distributable sum, at a rate not exceeding the prime lending rate fixed by RBI on the admitted amount of the claim, after adjusting against the said amount the distributable sums as on the date of the declaration of each distributable sum.

Provisional list of partners.

160. (1) Subject to the Act and the rules, in the event of there being a surplus after payment to creditors in full of the claims admitted to proof and the subsequent interest under rule 159, the partners are entitled for return of asset and unless the Tribunal dispenses with the settlement of a list of partners, the Liquidator shall prepare and file in the Tribunal not later than fifteen days after the date of the confirmation of the sale, a provisional list of partners of the LLP with their names and addresses, the amount of contribution and such list shall be in **Form No 50**.

Notice to be given of date of settlement of list.

161. (1) Upon the filing of the provisional list under rule 160, the Liquidator shall, fix a date not later than one month from the date of the filing of the provisional list for the settlement of the list before him, and shall give notice thereof to every person included in such list, stating in such notice amount of contribution and such notice shall be in **Form No.51** and shall be sent by letter post under certificate of posting or registered post or any other mode specified in rule 15 of the Limited Liability Partnership Rules, 2009, to every person included in the list at the address

mentioned therein so as to reach him in the ordinary course of post not later than fourteen days before the date fixed for the settlement.

Settlement of the list.

162. On the date fixed for the settlement of the list, the Liquidator shall hear any person who objects to being settled as a partner or to being settled as a partner in such character or for such amount of contribution mentioned in the provisional list, and after such hearing, shall finally settle the list and the list when so settled shall be the list of partners of the LLP.

Certificate of final settlement of the list to be filed in Tribunal.

163. Within seven days after the settlement of the list, the Liquidator shall file in Tribunal a certificate of the list of partners as finally settled by him under rule 162. Such certificate shall be in **Form No. 52**.

Notice to partners.

164. Upon the filing of the certificate of the list of partners, the Liquidator shall forthwith give notice to every person placed on the list of partners as finally settled, stating amount of contribution and in the notice he shall inform such person that any application for the removal of his name from the list or for a variation of the list, must be made to the Tribunal within twenty-one days from the date of service on the partner of such notice. Such notice shall be in **Form No. 53** and shall be sent to each person settled on the list by letter post under certificate of posting or registered post or any other mode specified in rule 15 of the Limited Liability Partnership Rules, 2009, at the address mentioned in the list as settled.

Application by Liquidator for rectification of list.

165. If after the settlement of the list of partners, the Liquidator has reason to think that a partner who had been included in the provisional list has been improperly or by mistake excluded or omitted from the list of partners as finally settled or that the character in which or the amount of contribution or extent of interest for which he has been included in the list as finally settled or any other particular contained therein requires rectification in any respect, he may, upon notice to the partner concerned, apply to the Tribunal for such rectification of the list as may be necessary and the Tribunal may, on such application, rectify or vary the list as it may think fit.

Application by partner to vary the list.

166. Subject to the powers of the Tribunal to extend the time or to allow an application to be made notwithstanding the expiration of the time limit for that purpose, no application to the Tribunal by any person who objects to his being settled on the list of partners as finally settled by the Liquidator shall be entertained after the expiration of twenty-one days from the date of service on such person of the notice of the settlement of the list of partners. An order varying such a list of partners shall be in **Form No. 54**.

Liquidator not to be personally liable for costs.

167. The Liquidator shall not in any case be personally liable to pay any costs of, or in relation to, an application to set aside or vary his act or decision settling the name of a person on the list of partners of a LLP.

**MEETINGS OF CREDITORS OR PARTNERS IN A WINDING UP BY TRIBUNAL
AND OF CREDITORS IN A VOLUNTARY WINDING UP**

'Tribunal meetings', 'Liquidator's meetings' and 'Voluntary Liquidation meetings'.

168. (1) In addition to the meeting of creditors or partners which may be directed to be held by the Tribunal under rule 61, hereinafter referred to as 'Tribunal meetings' of creditors or partners, the Liquidator may, in a winding up by the Tribunal, as and when he thinks fit, summon and hold meetings of the creditors or partners, hereinafter referred to as 'Liquidator's meetings' of creditors

or partners, for the purpose of ascertaining their wishes in all matters relating to the winding up and such meetings shall be summoned, held and conducted in the manner provided by these rules and subject to the control of the Tribunal.

(2) In a voluntary winding up, the LLP liquidator may himself from time to time summon, hold and conduct meetings of creditors for the purpose of ascertaining their wishes in all matters relating to the winding up. Such meetings and all meetings of creditors which an LLP or an LLP liquidator is by the Act or the rules required to convene in or immediately before such a voluntary winding up and all meetings convened by a creditor in a voluntary winding up under the rules are hereinafter called 'voluntary liquidation meeting'.

Application of rules to meetings.

169. Except where and so far as the nature of the subject matter or the context may otherwise require, the procedures as to meetings as hereinafter set out shall apply to 'Tribunal meetings', 'Liquidator's meetings' of creditors or partners and 'voluntary liquidation meetings', provided that in the case of 'Tribunal meetings', the rules shall apply only subject to any directions given by the Tribunal.

Notice of meeting.

170. (1) Unless otherwise stated elsewhere in the rules, the LLP liquidator or liquidator shall summon all meetings of creditors or partners, as the case may be, by giving not less than fourteen days notice of the time and place appointed for the meeting by advertisement in one daily newspaper in the English language and one daily newspaper in the regional language circulating in the State or Union territory concerned as the LLP liquidator or liquidator may consider suitable, and by sending individually to every creditor of the LLP notice of the meeting of creditors, and to every partner of the LLP notice of the meeting of partners by registered or speed post or other mode specified under rule 15 of the Limited Liability Partnership Rules 2009 so as to reach such person not less than fourteen days before the date fixed for the meeting. Where the creditors or partners are one hundred or less than one hundred, it shall not be necessary to give notice by advertisement but individual notices shall be issued.

(2) The notice to each creditor shall be sent to the address given in his proof, if any, submitted or, if he has not proved, to the address given in the statement of affairs, or, if there is no statement of affairs, to the address given in the books of the LLP, or to such other address as may be known to the person summoning the meeting. The notice to each partner shall be sent to the address mentioned in the books of the LLP or Statement of Affairs as the address of such partner or to such other address as may be known to the person summoning the meeting.

(3) In the case of meetings to fill vacancy in office of LLP liquidator, the continuing LLP liquidator, or if there is no continuing LLP liquidator, as the case may be, any creditor may summon the meeting.

(4) The notices shall be in such of the **Form Nos. 55, 55A, 55B, 55C and 55D** as may be appropriate.

(5) This rule shall not apply to meeting of partners under rule 5 and of creditors, under rule 8 and final meeting for dissolution.

Place and time of meeting.

171. Every meeting shall be held at such place and time as the person convening the same considers most convenient for the majority of the creditors or partners or both. Different times or places or both may, if thought fit, be appointed for the meetings of creditors and the meetings of partners.

Notice of first or other meeting to the officers of LLP.

172. (1) In a winding up by the Tribunal, the Liquidator shall also give to each of the officers of the LLP, who in his opinion ought to attend the first or any other meeting of creditors, fourteen days' notice of the time and place appointed for such meeting and the notice may either be delivered personally or sent by registered or speed post or other modes as specified in rule 15 of the Limited Liability Partnership Rules 2009 as may be convenient.

(2) It shall be the duty of every officer who receives notice of such meeting to attend if so required by the Liquidator, and if any such officer fails to attend the Liquidator may report such failure to the Tribunal. Such notice shall be in **Form No.56**.

(3) The Liquidator, if he thinks fit, may, instead of requiring any of the officer of the LLP to attend the meeting under sub-rule (1), require such officer to answer any interrogatories or to furnish in writing any information that he may require for purposes of such meeting, and if such officer fails to answer the interrogatories or furnish such information, he shall report such failure to the Tribunal.

Proof of notice.

173. An affidavit by the Liquidator, or by any person who sent the notices, that such notices have been duly sent, shall be sufficient evidence of the notices having been sent to the persons to whom the same were addressed. In the case of Tribunal meetings, the affidavit shall be filed in Tribunal and in the case of Liquidator's meetings, the affidavit shall be filed with the Liquidator. Such affidavit shall be in **Form No.57**.

Costs of calling meetings at the instance of creditor or partner.

174. (1) Where a creditor or partner requests the LLP liquidator or liquidator to convene a meeting, the LLP liquidator or liquidator may require such creditor or partner to deposit as a condition precedent thereto a sum sufficient for the costs thereof, to be computed as hereinafter provided; and on any application to the Tribunal by a creditor or partner to direct the LLP Liquidator or liquidator to convene a meeting, the Member may, if he thinks fit, require the applicant to deposit a similar sum for such costs and such sum shall include all disbursements necessary to be made for printing, stationery, postage and hire of room, to be calculated at the rate of Rs.200 for each creditor or partner up to the first 25 creditors or partners, Rs. 150/-for each creditor or partner for the next 75 creditors or partners, Rs. 100/- for each creditor or partner above the first 100 creditors or partners and the sum so deposited shall be repaid to the person depositing the same out of the assets of the LLP, if the Tribunal shall by order, or if the creditors shall by resolution in voluntary winding up, so direct.

(2) This rule shall not apply to meetings to be summoned by the Liquidator under rule 43 or a meeting summoned at the instance of a creditor for filling the vacancy of the LLP liquidator occurs by death, resignation or otherwise.

Chairman of meeting.

175. Where a meeting is summoned by the LLP liquidator or the liquidator, the LLP liquidator or the liquidator or some person nominated by him, shall be the Chairman of the meeting. The nomination shall be in **Form No. 58**. At every other meeting of creditors or partners, not being Tribunal meetings of creditors and partners, the Chairman shall be such person as the meeting by resolution shall appoint and this procedure shall not apply to meetings of partners under rule 5 and of creditors under rule 8.

Resolution at creditors' meeting.

176. At a meeting of creditors, a resolution shall be deemed to be passed, when a majority in value of the creditors present personally or by proxy and voting on the resolution has voted in

favour of the resolution. In a winding-up by the Tribunal, the value of a creditor, shall, for the purpose of a first meeting of the creditors, be deemed to be the value as shown in the books of the LLP, or the amount mentioned in his proof, whichever is less, and for the purpose of any other meeting, the value for which the creditor has proved his debt or claim.

Resolution of partners' meeting.

177. At a meeting of partners, a resolution shall be deemed to be passed when a majority in number of the partners present personally or by proxy and voting on the resolution have voted in favour of the resolution.

Copies of resolutions to be filed.

178. In a winding-up by the Tribunal, the Liquidator shall file in Tribunal a copy certified by him of every resolution passed at a meeting of creditors or partners and the Registrar of Tribunal shall keep in each case a file of such resolution.

Non-receipt of notice by a creditor or partner.

179. Where a meeting of creditors or partners is summoned by notice, the proceedings and resolutions at the meeting shall, unless the Tribunal otherwise orders, be valid notwithstanding that some creditors or partners may not have received the notice sent to him.

Adjournment.

180. The Chairman may, with the consent of partners or creditors present in the meeting, adjourn it from time to time, but the adjourned meeting shall be held at the same place as the original meeting unless in the resolution for adjournment another place is specified or unless the Tribunal otherwise orders and no adjournment should be granted unless there are compelling circumstances that are recorded in speaking order to be passed by the chairman.

Quorum.

181. A meeting may not act for any purpose except for adjournment thereof unless there are present or represented thereat in the case of a creditors' meeting at least two creditors entitled to vote if there are more than 2 or in the case of a meeting of partners at least two partners.

Procedure in the absence of quorum.

182. If, within half an hour from the time appointed for the meeting, a quorum of creditors or partners, as the case may be, is not present or represented, the meeting shall be adjourned to the same day in the following week at the same time and place, or to such other day, or time or place as the chairman may appoint, but the day appointed shall be not less than seven or more than fourteen days from the day from which the meeting was adjourned and if at such adjourned meeting, a quorum be not present, two creditors or partners present in person shall form a quorum and may transact the business for which the meeting was convened.

When creditor can vote.

183. In the case of a meeting of creditor or any adjournment thereof a person shall not be entitled to vote as a creditor unless he has duly lodged with the Liquidator not later than the time mentioned for that purpose in the notice convening the meeting, a proof of the debt which he claims to be due to him from the LLP. In the case of other meetings of creditors a person shall not be entitled to vote as a creditor unless he has lodged with the Liquidator a proof of the debt which he claims to be due to him from the LLP and such proof has been admitted wholly or in part before the date on which the meeting is held:

Provided that this rule shall not apply to any creditors or class of creditors who by virtue of these rules or any directions given thereunder are not required to prove their debts, or to any voluntary liquidation meetings.

Cases to which creditors may not vote.

184. A creditor shall not vote in respect of any unliquidated or contingent debt or any debt the value of which is not ascertained, nor shall a creditor vote in respect of any debt on or secured by a current bill of exchange or promissory note held by him unless he is willing to treat liability to him thereon of every person who is liable thereon antecedently to the LLP, and against whom no order of adjudication has been made, as a security in his hands, and to estimate the value thereof, and for the purposes of voting, but not for purposes of distributable sum, to deduct it from his proof.

When secured creditor can vote and effect of voting.

185. (1) For the purposes of voting at a meeting, in a winding-up by the Tribunal, a secured creditor shall, unless he surrenders his security, state in his proof the particulars of his security, the date when it was given and the value at which he assesses it, and shall be entitled to vote only in respect of the balance due to him, if any, after deducting the value of his security.

(2) For the purpose of voting at any voluntary liquidation meeting, a secured creditor shall, unless he surrenders his security, lodge with the LLP liquidator, or where there is no LLP liquidator, at the registered office of the LLP, before the meeting, a statement giving the particulars of his security, the date when it was given and the value at which he assesses it, and shall be entitled to vote only in respect of balance due to him, if any, after deducting the value of his security.

(3) If a secured creditor votes in respect of his whole debt he shall be deemed to have surrendered his security, unless the Tribunal on application is satisfied that the omission to value the security was due to inadvertence.

Procedure when secured creditor votes without surrendering security.

186. The liquidator may within twenty-eight days from the date of the meeting at which a secured creditor voted on the basis of his valuation of the security, require him to give up the security for the benefit of the creditors generally on payment of the value so estimated by him, and may, if necessary, apply to the Tribunal for an order to compel such creditor to give up the security:

Provided that the Tribunal may, for good cause shown, permit a creditor to correct his valuation before being required to give up the security, upon such terms as to costs as the Tribunal may consider just.

187. The procedure for voting by the creditors specified in rules 183 to 186 shall not apply to a Tribunal meeting of creditors.

Admission or rejection of proofs for purposes of voting.

188. The chairman shall have power to admit or reject a proof for the purpose of voting, but his decision shall be subject to appeal to the Tribunal. If he is in doubt whether a proof shall be admitted or rejected, he shall mark it as objected to and allow the creditor to vote subject to the vote being declared invalid in the event of the objection being sustained.

Report of Tribunal meetings.

189. Where a meeting is summoned under the direction of the Tribunal, the Chairman shall, within the time fixed by the Tribunal, or if no time is fixed, within seven days of the conclusion of the meeting, report the result thereof to the Tribunal and such report shall be in **Form No. 59**.

Minutes of proceedings.

190. (1) The chairman shall cause minutes of the proceedings at the meeting to be drawn up and fairly entered in the book and the minutes shall be signed by him or by the chairman of the next meeting.

(2) A list of creditors and partners present at every meeting shall be made and kept as in **Form No.60**.

PROXIES IN RELATION TO MEETINGS IN WINDING-UP BY TRIBUNAL AND TO MEETINGS OF CREDITORS IN A VOLUNTARY WINDING-UP.

Voting by proxies.

191. A creditor or partner may vote either in person or by proxy. Where a person is authorised to represent a body corporate at any meeting of creditors or partners, such person shall produce to the Liquidator or the LLP liquidator in the case of meetings after the winding up of the LLP or in any other meeting the chairman of the meeting a copy of the resolution so authorizing him. Such copy must be certified to be a true copy by a director, the manager, the secretary or designated partner or other officer of the body corporate duly authorised in that behalf, who shall certify that he is so authorised.

Form of proxies.

192. A creditor or partner may give a general proxy or a special proxy to any person and a general proxy shall be in **Form No.61** and a special proxy in **Form No. 61A**.

Proxies to Liquidator or Chairman.

193. A creditor or partner in a winding up by the Tribunal may appoint the Liquidator, and in a voluntary winding up, the LLP liquidator, or if there is no LLP liquidator, some person under his official control to act as his general or special proxy.

Use of proxies by deputy.

194. Where an Liquidator who holds any proxies cannot attend the meeting for which they are given, he may in writing depute some person under his official control to use the proxies on his behalf and in such manner as he may direct.

Forms to be sent with notice.

195. Forms of proxies shall be sent to the creditors and partners with the notice summoning the meeting and no name shall be inserted or printed in the form before it is sent.

Proxies to be lodged.

196. A proxy shall be lodged not later than forty-eight hours before the meeting at which it is to be used, with the Liquidator in a winding-up by the Tribunal and with the LLP liquidator in voluntary winding up, or if there is no LLP liquidator, with the person named in the notice convening the meeting to receive the same, in a voluntary winding-up.

Holder of proxy not to vote on matter in which he is financially interested.

197. No person acting either under a general or special proxy, shall vote in favour of any resolution which would directly or indirectly place himself, his partner or employer in a position to receive any remuneration out of the assets of the LLP otherwise than as a creditor ratably with the other creditors of the LLP.

Minor not to be appointed proxy.

198. No person shall be appointed as a general or special proxy who is a minor.

Filling in proxy where creditor or partner is blind or incapable.

199. The proxy of a creditor or a partner, who is blind or incapable of writing, may be accepted if such creditor or partner has attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and address:

Provided that all insertions in the proxy are in the handwriting of the witness and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request and in the presence of the creditor or partner before he attached his signature or mark.

Proxy of person not acquainted with English.

200. The proxy of a creditor or partner who does not know English may be accepted if it is executed in the manner specified in rule 199 and the witness certifies that it was explained to the creditor or partner in the language known to him, and gives the creditor's or partner's name in English below the signature.

ATTENDANCE AND APPEARANCE OF CREDITORS AND PARTNERS

Attendance proceedings.

201. (1) Save as otherwise provided or by an order of Tribunal, every person for the time being on the list of partners of the LLP and every creditor whose debt has been admitted by Liquidator wholly or in part shall be at liberty at his own expense to attend the proceedings before the Tribunal or before the Liquidator and shall be entitled upon payment of the costs occasioned thereby to have notice of all such proceedings as he shall, by request in writing addressed to the Liquidator, desire to have notice of; but if the Tribunal is of the opinion that the attendance of any such person has occasioned any additional costs which ought not to be borne by the funds of the LLP, it may direct such costs or a gross sum in lieu thereof to be paid by such person and such person shall not be entitled to attend any further proceedings until he had paid the same.

(2) No partner or creditor shall be entitled to attend any proceedings before the Member, unless and until he or an Advocate or pleader or authorized representative on his behalf has filed an appearance with the Registrar of Tribunal. The Registrar of Tribunal shall keep an "Appearance Book" in which all such appearances shall be entered. Such book shall be open to the inspection of the Liquidator.

Representation of creditors and partners before Tribunal.

202. The Tribunal may, if it thinks fit, appoint from time to time any one or more of the creditors or partners to represent before the Tribunal at the expense of the LLP all or any class of creditors or partners upon any question or in relation to any proceedings before the Tribunal, and may remove any person so appointed, if more than one person is appointed under this rule to represent one class, the persons so appointed, shall employ the same advocate or pleader or same authorized representative to represent them, and where they fail to agree as to the advocate or the authorized representative to be employed, the Member may nominate an advocate or pleader for them.

COLLECTION AND DISTRIBUTION OF ASSETS IN A WINDING-UP BY TRIBUNAL

Powers of Liquidator.

203. The duties imposed on the Tribunal with regard to the collection of the assets of the LLP and the application of the assets in discharge of the LLP's liabilities shall be discharged by the Liquidator as an officer of the Tribunal subject to the control of the Tribunal.

Liquidator to be in the position of a receiver.

204. For the discharge by the Liquidator of the duties under rule 41 and exercise of the powers under rule 203, the Liquidator shall, for the purpose of acquiring and retaining possession of the property of the LLP, be in the same position as if he were a Receiver of the property appointed by the Tribunal, and the Tribunal may on his application enforce such acquisition or retention accordingly.

LLP's property to be surrendered to Liquidator on requisition.

205. Any partner for the time being on the list of partners, trustee, receiver, banker or agent or officer of a LLP which is being wound-up under order of the Tribunal, shall on notice from the Liquidator and within such time as he shall by notice require, pay, deliver, convey, surrender or transfer to or into the hands of the Liquidator any money; property or documents, books or papers which happen to be in his hands for the time being and to which the LLP is *prima*

facie entitled. Where the person required to do so fails to comply with the notice, the Liquidator may apply to the Tribunal for appropriate orders and the notice shall be in **Form No 62**.

**MONIES DUE FROM PARTNERS IN A WINDING UP BY THE TRIBUNAL
INCLUDING OUTSTANDING CONTRIBUTION, ETC.**

Liquidator to realize unrealized contribution etc.

206. Notwithstanding any charge or encumbrance on the contribution, the Liquidator shall alone be entitled to recover from any partner, the obligation to contribute but not contributed or to realize the unrealized or outstanding contribution in respect of contracts for services to be performed or agreement to contribute or in any other event. Such recovery shall be deemed to be collection of the assets of the LLP free from charge.

Service of notice of demand.

207. The Liquidator shall serve under registered or speed post or other modes as specified in rule 15 of the Limited Liability Partnership Rules 2009, demand notice of not less than fourteen days in **Form No.63** specifying the amount due from such partner.

Order for payment of demand.

208. In case where the partner fails to make the payment, the Liquidator may apply to the Tribunal for an order against any partner or partners for payment of moneys due on the demands made by him. The application shall be made by summons in **Form No. 64** and shall be supported by an affidavit in **Form No. 65**. Notice of the application together with a copy of the affidavit shall be served on the partner by registered post for acknowledgement or through empanelled courier agency not less than fourteen days before the date fixed for the hearing of the summons. The order for payment shall be in **Form No. 66**.

Other moneys due by partners.

209. When any money is due to the LLP from a partner or from the estate of the person whom he represents, other than moneys due on demands made subsequent to the winding-up on unrealized, unrecovered or outstanding contribution, the Liquidator may make an application to the Tribunal supported by an affidavit for an order against such partner for the payment of such moneys. Notice of the application shall be given to such partner by registered post or through empanelled courier agency not less than fourteen days prior to the date fixed for the hearing of the application.

**EXAMINATION OF PERSON SUSPECTED OF HAVING PROPERTY OF LLP ETC
AND EXAMINATION OF PARTNERS, DESIGNATED PARTNERS, OFFICERS ETC IN
CONNECTION WITH THE FRUAD ETC .**

Application for examination of persons suspected of having property, etc.

210. (1) An application for the examination of any officer of the LLP or person known or suspected to have in his possession any property or books or papers of the LLP or known or suspected to be indebted to the LLP or any person whom the Tribunals deem capable of giving information concerning the formation, trade, dealings, property, book or papers or affairs of the LLP may be made *ex parte*, provided that where the application is made by any person other than the Liquidator, notice of the application shall be given to the Liquidator.

(2) The summons shall be in **Form No.67** and, where the application is by the Liquidator, it shall be accompanied by a statement signed by him setting forth the facts on which the application is based. Where the application is made by a person other than the Liquidator, the summons shall be supported by an affidavit of the applicant setting forth the matters in respect of which the examination is sought and the grounds, relied on in support of the summons.

Directions at hearing of summons.

211. Upon the hearing of the summons the Member may, if satisfied that there are grounds for making the order, make an order directing the issue of a summons against the person named in the order for his examination and/or for the production of documents. Unless the Member otherwise directs, the examination of such person shall be held in Chambers. The order shall be in **Form No.68**.

Examination on commission or by interrogation.

212. The Tribunal may, if it thinks fit, instead of issuing a summons to any person for his appearance before the Tribunal for examination, issue a commission to any person or authority authorized by the Tribunal within whose jurisdiction such person resides for the examination or make an order for his examination by interrogatories, as the Tribunal may think fit.

Service of the summons.

213. The summons issued in pursuance of the order shall be in **Form No.69** and shall be served on the person to be examined not less than seven days before the date fixed for the examination. When the summons is served in person there shall be paid or tendered to the person summoned along with the summons a reasonable sum for his expenses to be fixed by the Member or Registrar of Tribunal with due regard to the scale of fees in force in the Tribunal. When the summons is served by registered or speed post, such sum shall be sent to such person by any other manner.

Conduct of the examination.

214. (1) The Liquidator shall conduct an examination: provided that, the Tribunal may, if for any reasons it thinks fit to do so, entrust the conduct of the examination to any partner or creditors.

(2) Where the conduct of the examination is entrusted to any person other than the Liquidator, the Liquidator shall nevertheless be entitled to be present at the examination in person or by advocate or by authorized representative, and may take notice of the examination for his own use and put such questions to the person examined as the Tribunal may allow.

(3) Save as provided in sub-rules (1) and (2), no person shall be entitled to take part in an examination except the Liquidator and his advocate, but any person examined shall be entitled to have the assistance of his advocate, who may re-examine the witness:

Provided that the Tribunal may permit, if it thinks fit, any creditor or partner to attend the examination subject to such conditions as it may impose.

(4) Notes of the examination may be permitted to be taken by the witness or any person on his behalf on his giving an undertaking to the Tribunal that such notes shall be used only for the purpose of the re-examination of the witness. On the conclusion of the examination, the notes shall, unless otherwise directed, be handed over to the Tribunal for destruction.

Notes of the deposition.

215. (1) The notice of the deposition of a person examined shall be signed by such person and shall be lodged in the office of the Registrar of Tribunal. But the notes shall not be open to the inspection of any creditor, partner or other person, except the Liquidator, nor shall a copy thereof or extract therefrom be supplied to any person other than the Liquidator, save upon orders of Tribunal.

(2) The Tribunal may from time to time give such general or special directions as it shall think expedient as to the custody any inspection of such notes and the furnishing of copies thereof or extracts therefrom.

Order for public examination of partners, designated partners, officers etc in connection with fraud etc

216. (1) Where an order is made for the examination of any person or persons, the examination shall be held before the Member, the Member may direct that the whole or any part of the examination of any such person or persons, be held before any of the officers as may be mentioned in the order and where the date of the examination has not been fixed by the order, the Liquidator shall take an appointment from the Member, or officer before whom the examination is to be held as to the date of the examination.

(2) The order directing a public examination shall be in **Form No. 70**.

(3) The Member may, if he thinks fit, either in the order for examination or by any subsequent order, give directions as to the specific matters on which such person is to be examined.

Notice of public examination.

217. (1) Not less than seven clear days before the date fixed for the examination, the Liquidator shall give notice thereof to the creditors and partners of the LLP by advertisement in **Form No.71**, in such newspapers as the Member shall direct, and shall within the same period, serve, either personally or by registered or speed post or through empanelled courier agency, on the person or persons to be examined, a notice in **Form No.72**, of the date and hour fixed for the examination and the officer before whom it is to be held, together with a copy of the order directing the examination.

(2) Where a public examination is adjourned, it shall not be necessary to advertise the adjournment or serve notice thereof unless otherwise ordered.

Adjournment of public examination to Tribunal.

218. Where on an examination held before an officer appointed by the Member, such officer is of the opinion that the examination is being unduly or unnecessarily protracted or, for any other sufficient cause, he is of the opinion that the examination should be held before the Member, such officer may adjourn the examination of any person, or any part of the examination to be held before the Member and submit his report to the Member and the Member may thereupon hold the examination himself or pass such orders as he may think fit.

Procedure for contumacy.

219. (1) If a person examined before an officer appointed by the Member refuses to answer to the satisfaction of such officer any question which he may put or allow to be put, such officer shall report such refusal to the Member and upon such report being made, the person in default shall be dealt with in the same manner as if he had made default in answering before the Member.

(2) The report shall be in writing and shall set forth the question or questions put and the answer or answers given (if any) by the person examined, and the officer shall notify the person examined of the date when he should attend before the Member. The report shall be in **Form No.73** and upon receiving the report, the Member may take such action thereon as he shall think fit.

Notes of Examination.

220. The notes of every public examination shall, after being signed, form part of the records of winding up and the Liquidator, the person examined and any creditor or partner of the LLP, shall be entitled to obtain a copy thereof from the Tribunal on payment of the prescribed charges.

Shorthand notes of examination under above rules

221. (1) In respect of any examination, the Tribunal may order that the evidence be taken down in shorthand. Where such order is made, the Member or the officer before whom the evidence is taken shall nominate a person to take down the evidence and the costs, if any, occasioned thereby shall be paid out of the assets of the LLP.

(2) The shorthand note of the examination shall be transcribed and the transcript shall be read over to or by the person examined, and signed by him.

Application by any person under examination for fraud, etc. to be exculpated.

222. An application by any person ordered to be exculpated from any charges made or suggested against him, shall be made upon notice to the Liquidator and to such other persons as the Tribunal may direct.

Default in attending examination.

223. (1) If any person who has been directed by the Tribunal to attend for examination fails to attend at the time and place appointed for holding or processing with the same and no good cause is shown by him for such failure, or if before the day appointed for such examination, the Liquidator satisfies the Tribunal that such person has absconded or that there is reason to believe, that he is about to abscond with the view of avoiding the examination, the Tribunal may, if satisfied that notice of the date and hour fixed for the examination was duly served on such person, make such orders as may be deemed fit.

Public examination in connection with fraud etc.

224. Where, in a voluntary winding-up, an order is made for the public examination of any of the persons in connection with fraud, etc., the procedures relating to a public examination in a winding-up by the Tribunal shall apply *mutatis mutandis* in respect of such examination.

**APPLICATION AGAINST DELINQUENT PARTNERS, DESIGNATED PARTNERS
AND OFFICERS OF THE LLP**

Applications in connection with Liability for fraudulent conduct of business or to assess damages against delinquent partners, etc.

225. (1) An application shall be made by a summons returnable in the first instance in chambers and the summons shall state the nature of the declaration or order for which the application is made, and the grounds of the application, and shall be served on every person against whom an order is sought not less than seven days before the day named in the summons for the hearing of the application.

(2) It shall not be necessary to file any affidavit or report before the return of the summons. The summons shall be in **Form No. 74 or 74A** with such variations as may be necessary.

Directions at preliminary hearing of summons.

226. On the return of the summons, the Tribunal may give such directions as it shall think fit as to whether points of claim and defense are to be delivered, as to the taking of evidence wholly or in part by affidavit or orally, as to the cross-examination, before the Member on the hearing, either in Tribunal or in Chamber, of any deponents to affidavits in support of or in opposition to the application, as to any report it may require the Liquidator to make, and generally as to the procedure on the summons for the hearing thereof. Points of claim to be delivered shall be in **Form No.75 or 75A**, with such variations as may be necessary.

Application for further directions.

227. Where the Tribunal has directed that points of claim and defense shall be delivered, it shall be open to either party who wishes to apply for any further direction as to any interlocutory matter, to apply, by restoration, of the summons, before the summons has been set down for trial, for such direction, upon giving two clear days' notice in writing to the other party stating the grounds of the application and a copy of the notice shall be filed with the Registrar of Tribunal two clear days before the day fixed for the hearing of the application.

Application for disclaimer of onerous property.

228. (1) An application for leave to disclaim any part of the property of a LLP shall be made by a summons supported by an affidavit setting out the full facts relating to the property, the parties interested and the nature of their interests, and stating whether the LLP is solvent and whether any notice has been served on the liquidator by any party requiring him to elect whether or not he will disclaim.

(2) **Form Nos.76 to 76F** shall be used in respect of the matters to which they relate with such variations as may be necessary.

Preliminary hearing of the summons.

229. The summons shall be posted before the Tribunal *ex parte* in the first instance for directions as to the persons on whom notice of the summons should be served, and the Tribunal shall thereupon fix a date for the hearing of the summons and give such directions as may be necessary as to the persons on whom notice of the summons should be served.

Claimant to furnish statement of his interest.

230. Where a person claims to be interested in any part of the property of a LLP, which the Liquidator wishes to disclaim, such person shall, if so required by the Liquidator, furnish a statement of the interest claimed by him.

Service of notice.

231. Notice of the date fixed for the hearing of the summons shall be in **Form No.77**, and shall be served not less than seven days before the date fixed for the hearing, together with a copy of the summons and of the affidavit filed in support thereof and the notice shall require that any affidavit-in-opposition to the summons shall be filed in Tribunal and a copy thereof served on the Liquidator of the LLP not later than two days before the date fixed for the hearing.

Order granting leave to disclaim.

232. On the hearing of the summons, the Tribunal may after hearing the Liquidator and such parties as may appear in response to the notices issued, and such other persons appearing and interested as the Tribunal may think fit to hear, grant leave to the Liquidator and to disclaim on such terms and conditions if any, as to the Tribunal may seem just and the order granting leave to disclaim shall be in **Form No.78**.

Disclaimer to be filed in Tribunal.

233. (1) Every disclaimer shall be filed in Tribunal by the Liquidator and shall not be operative until it is so filed. Where the disclaimer is in respect of a leasehold interest, it shall be filed in Tribunal forthwith. Notice of the filing of the disclaimer shall be given to the persons interested in the property. (2) The disclaimer shall contain particulars of the interest disclaimed and a statement of the persons to whom notice of the disclaimer has been given and a disclaimer shall be in **Form No.79**, and a notice of disclaimer in **Form No.80**.

(3) Where a disclaimer has been filed in Tribunal, the Liquidator shall file a copy thereof with the Registrar.

Vesting of disclaimed property.

234. Where the disclaimed property is a leasehold interest and an application is made by any person who either claims any interest in any disclaimed property or is under any liability not discharged by the Act in respect of any disclaimed property, and after hearing any such persons as it thinks fit, make an order for the vesting of the property in, or the delivery of the property to, any person entitled thereto or to whom it may seem just that the property should be delivered by way of compensation for such liability as aforesaid, or a trustee for him, and on such terms as the Tribunal thinks just; and on any such vesting order being made, the property comprised therein

shall vest accordingly in the person therein named in that behalf without any conveyance or assignment for the purpose:

Provided that, where property disclaimed is of a lease-hold nature, the Tribunal shall not make a vesting order in favour of any person claiming under the LLP, whether as under-lessee or as mortgagee or holder of a charge by way of demise, except upon the terms of making that person-

- (a) subject to the same liabilities and obligations as those to which the LLP was subject under the lease in respect of the property at the commencement of the winding up; or
 - (b) if the Tribunal thinks fit, subject only to the same liabilities and obligations as if the lease had been assigned to that person at that date, and in either event (if the case so requires) as if the lease had comprised only the property comprised in the vesting order; and any mortgagee or under-lessee declining to accept a vesting order upon such terms shall be excluded from all interest in and security upon the property, and, if there is no person claiming under the LLP who is willing to accept an order upon such terms, the Tribunal shall have power to vest the estate and interest of the LLP in the property in any person liable, either personally or in a representative character, and either alone or jointly with the LLP, to perform the lessee's covenants in the lease, freed and discharged from all estates, encumbrances and interests created therein by the LLP.
- (2) The Tribunal may adjourn the application for such notice to be given and for such under-lessee, mortgagee or holder of charge, to be added as a party to and served with a copy of the application, and to make, if he sees fit, such election and application as is mentioned in the notice and if at the expiration of the time so fixed by the Tribunal, such under-lessee, mortgagee or holder of charge, fails to make such election and application, the Tribunal, may make an order vesting the property in the applicant or other person who, in the opinion of the Tribunal, may be entitled thereto, and excluding such under-lessee, mortgagee or holder of charge, from all interest in or security upon the property.
- (3) Any person injured by the operation of a disclaimer under this rule shall be deemed to be a creditor of the LLP to the amount of the compensation or damages payable in respect of the injury, and may accordingly prove the amount as a debt in the winding up.
- (4) An order requiring parties interested in a disclaimed lease to apply for a vesting order or to be excluded from all interest in the lease shall be in **Form No.81**, and an order vesting lease and excluding persons who have not elected to apply, shall be in **Form No.81A**.

COMPROMISE OR ABANDONMENT OF CLAIMS

No claim to be compromised or abandoned without sanction of Tribunal.

235. In a winding up, no claim by the LLP against any person shall be compromised or abandoned by the Liquidator without the sanction of the Tribunal upon notice to such person as the Tribunal may direct.

Application for sanction of compromise.

236. Every application for sanction of a compromise or arrangement with any person shall be accompanied by a copy of the proposed compromise or arrangement and shall be supported by an affidavit of the Liquidator stating that for the reasons set out in the affidavit he is satisfied that the proposed compromise or arrangement is beneficial to the LLP and the Tribunal may, if it thinks fit, direct notice of the application to be given to the Committee of Inspection, if there is one, and to such other person as it may think fit.

SALES BY THE LIQUIDATORS

Sale to be subject to sanction and to confirmation by Tribunal.

237. Unless the Tribunal otherwise orders, no property belonging to LLP which is being wound-up by the Tribunal shall be sold by the Liquidator without the previous sanction of the Tribunal, and every sale shall be subject to confirmation by the Tribunal and such order of confirmation or otherwise may be passed within sixty days of the filing of the report by the liquidator or the Provisional Liquidator, as the case may be.

Procedure at sale.

238. (1) Subject to the provisions of the Act and rules, every sale shall be held by the Liquidator by an agent or an auctioneer approved by the Tribunal, and subject to such terms and conditions, if any, as may be approved by the Tribunal.

(2) All sales shall be made by public auction or by inviting sealed tenders or in such manner as the Member may direct.

Expenses of sale.

239. Where property forming part of a LLP's assets is sold by the Liquidator through an auctioneer or other agent, the gross proceeds of the sale shall, unless, the Tribunal otherwise orders, be paid over to the Liquidator by such auctioneer or agent and the charges and expenses connected with the sale shall afterwards be paid to such auctioneer or agent in accordance with the scales, if any, fixed by the Tribunal or as approved by the Tribunal.

**DISTRIBUTABLE SUM AND RETURNS OF ASSETS IN A WINDING UP BY
TRIBUNAL**

Declaration of distributable sum or return of assets.

240. No distributable sum to creditors or return of assets to partners shall be declared by the Liquidator without the sanction of the Tribunal and no payment shall be made to the creditors which would be deemed to be distributable sum without filing list of creditors and sanctioned by the Tribunal as distributable sum and no payment shall be made to the partners without filing final settlement of the list of settlement of partners and sanctioned by the Tribunal.

Notice of declaration.

241. The Liquidator shall give notice of the declaration of distributable sum not less than one month prior to the date fixed for the payment thereof and unless otherwise directed by the Member, such notice shall be given by advertisement in such newspapers as the Member shall direct and by sending by prepaid letter post under certificate of posting a notice to every person whose name appears in the list of creditors as on such date. The advertisement shall be in **Form No.82** and the notice to creditor in **Form No.83**.

Form of authority to pay distributable sum.

242. A person to whom distributable sum is payable may lodge with the Liquidator an authority in writing to pay such distributable sum to another person named therein. Such authority shall be in **Form No. 84**.

Transmission of distributable sums by post.

243. Distributable sum may, at the request and risks of the persons to whom they are payable, be transmitted to him by registered post or any other mode as approved by the Tribunal, by cheques or Demand Drafts or any other manner as may be appropriate or as approved by the Tribunal within forty five days from the date of filing the list of creditors before the Tribunal.

Form of order directing return of Assets.

244. (1) Every order by which the Liquidator is authorized to make a return to partners of the LLP, shall, unless the Tribunal otherwise directs, contain or have appended thereto a list (which the Liquidator shall prepare) setting out in a tabular form the full names and addresses of the persons to whom the return is to be paid, and the amount of money payable to each person, and

particulars of the transfers of economic interest (if any) which have been made or the variations in the list of partners which have arisen since the date of the settlement of the list of partners and such other information as may be necessary to enable the return to be made.

(2) The list shall be in **Form No.85**, with such variations as circumstances shall require and the Liquidator shall send a notice of return to each partner by ordinary post under certificate of posting in **Form No.86**.

(3) Payment may be sent either by registered post or any other mode as may be appropriate or as approved by the Tribunal at the risk of the partners.

Payment of distributable sum or return of Assets due to a deceased creditor or partner.

245. Where a claim made in respect of a distributable sum due to a deceased creditor or a return of contribution due to a deceased partner is Rs.500 or less, the Liquidator may, upon satisfying himself as to the claimant's right and title to receive the distributable sum or the return, as the case may be, apply to the Tribunal for sanctioning the payment of such distributable sum or return to the claimant without the production of a succession certificate or like authority and where the Tribunal sanctions the payment, the Liquidator shall make the payment upon obtaining a personal indemnity from the payee.

TERMINATION OF WINDING UP

Liquidator to apply for dissolution,

246. (1) As soon as the affairs of the LLP have been fully wound up, the Liquidator in a winding-up by the Tribunal shall file his final account with the Tribunal in **Form No.89** and apply for orders as to the dissolution of the LLP.

(2) The application shall not be set down for hearing until the completion of the audit of the final accounts and the filing of the auditor's certificate in relation thereto and in the event, affairs of the LLP have not been wound up within one year from the date of the winding up order, the liquidator shall file an application before the Tribunal explaining the reasons and seek appropriate directions.

Dissolution of the LLP.

247. Upon the hearing of the application, the Tribunal may, after hearing the Liquidator and any other person to whom notice may have been ordered by the Tribunal, upon perusing the account as audited, make such orders as it may think fit to the dissolution of the LLP, the application, subject to the provisions of the Act, of the balance in the hands of the Liquidator or the payment thereof into the LLPs Liquidation Account in the public account of India and the disposal of the books and papers of the LLP and of the Liquidator.

Liquidator to pay the balance into public account.

248. (1) Upon an order for dissolution being made, the Liquidator shall forthwith pay into the LLPs Liquidation Account in the public account of India any unclaimed or unpaid distributable sum payable to creditors or undistributed or unpaid assets refundable to partners in his hands on the date of the order of dissolution, and such other balance in his hands as he has been directed by the Tribunal to deposit into the LLPs Liquidation Account.

(2) A copy of the order of dissolution shall, within thirty days from the date thereof, be forwarded by the Liquidator to the Registrar in **Form No. 11** who shall make in his books a minute of the dissolution of the LLP and along with the copy of the order shall be filed with the Registrar, a statement signed by the Liquidator that the directions of the Tribunal regarding the application of the balance as per his final account have been duly complied with.

Explanation:- In computing the period of thirty days from the date of the order, the requisite time for obtaining a certified copy of the order shall be excluded.

Conclusion of winding up.

249. The winding up of a LLP shall be deemed to be concluded, in the case of -

- (a) an LLP wound up by order of the Tribunal, at the date on which the order dissolving the LLP has been reported by the Liquidator to the Registrar ;
- (b) an LLP wound up voluntarily, at the date of the dissolution of the LLP, unless at such date any fund or assets of the LLP remain unclaimed or undistributed in the hands or under the control of the LLP Liquidator, or any person who has acted as Liquidator, in which case the winding up shall not be deemed to be concluded until such funds or assets have either been distributed or paid into the LLP Liquidation Account.

Application to declare dissolution void.

250. An application shall be made upon notice to the Central Government and the Registrar. Where the Tribunal declares the dissolution to have been void, the applicant shall file a certified copy of the order with the Registrar not later than thirty days from the date of the order.

Explanation:- In computing the period of thirty days from the date of the order, the requisite time for obtaining a certified copy of the order shall be excluded.

REGISTERS AND BOOKS OF ACCOUNT OF THE LIQUIDATOR**Registers and Books to be maintained by the Liquidator.**

251. (1) The Liquidator shall maintain the following Registers and Books either in physical or digital format or both physical and digital:-

- (a) Register of Liquidations in Form No. 87;
- (b) Central Cash Book in Form No. 87A;
- (c) LLP's Cash Book in Form No. 87B;
- (d) General Ledger in Form No. 87C;
- (e) Cashier's Cash Book in Form No. 87D;
- (f) Bank Ledger in Form No. 87E;
- (g) Register of Assets in Form No. 87F;
- (h) Investment Register in Form No. 87G;
- (i) Register of Book Debts and Outstanding in Form No. 87H;
- (j) Tenants Ledger in Form No. 87-I;
- (k) Suits Register in Form No. 87J;
- (l) Decree Register in Form No. 87K;
- (m) Sales Register in Form No. 87L;
- (n) Register of Claims and Distributable sums in Form No. 87M;
- (o) partners Register/ Ledger in Form No. 87N;
- (p) Distributable sums Paid Register in Form No. 87-O;
- (q) Commission Register in Form No. 87P;
- (r) Suspense Register in Form No. 87Q;
- (s) Documents Register in Form No. 87R;
- (t) Books Register in Form No. 87S;
- (u) Register of unclaimed distributable sums and undistributed assets, deposited into the LLPs liquidation account in Form No. 87T;
- (v) A Record Book for each LLP in which shall be entered all minutes of proceedings and the resolutions passed at any meeting of the creditors or partners or of the Committee of Inspection, the substance of all orders passed by the Tribunal in the liquidation proceedings, and all such matters other than matters of account as may be necessary to furnish a correct view of the administration of the LLP's affairs; and

- (w) any other register as may be prescribed by the Tribunal or the Central Government from time to time.
- (2) In maintaining the registers and books mentioned in sub-rule (1), the Liquidator shall follow the instructions contained in the respective forms prescribed for the said books and registers and with such variations as may be necessary for the purpose of maintaining in the computer system or in digital format and the Central Government may review the Registers and modify the same from time to time.
- (3) The Liquidator shall, in addition to the Registers and Books under sub-rule (1), maintain such books as may be necessary for the proper and efficient working of his office such as Petty Cash Register, Correspondence Register, Dispatch Register, Daily Register of Money Orders and Cheques received, and so on, and shall also keep the necessary files of correspondence and of proceedings in respect of each LLP under liquidation in his charge.
- (4) Where the accounts of the LLP are incomplete, the Liquidator shall, with all convenient speed, as soon as the order for winding up is made, have them completed and brought up-to-date and audited by the partners and officers of the LLP in liquidation.
- (5) (i) Where the Liquidator is authorised to carry on the business of the LLP, he shall keep separate books of account in respect of such business and such books shall, as far as possible, be in conformity with the books already kept by the LLP in the course of its business and the Liquidator shall incorporate in the Central Cash Book and in the LLP's Cash Book, the total weekly amounts of the receipts and payments on such trading account.
- (ii) The trading account shall from time to time not less than once in every month, be verified by affidavit.
- (6) The Liquidator shall also keep a counterfoil Receipt Book in triplicate in **Form No.88**, the leaves of which shall be machine numbered serially, from which shall be issued all receipts for payment made to the Liquidator. The duplicate and the triplicate shall bear the same number as the original.
- (7) The Liquidator shall keep proper vouchers for all payments made or expenses incurred by him. The vouchers shall be serially numbered.

BANKING ACCOUNT OF THE LIQUIDATOR

All money to be paid into Scheduled Bank.

252. (1) The Liquidator shall pay into the Public Account of India or the designated Scheduled bank (hereinafter referred to as the Bank) to the credit of an account in his Official name, all moneys received by him as the Liquidator of any LLP, and the realizations of each day shall be paid into the Bank without deduction not later than the next working day of the Bank, provided that the remittance of money into the Bank may be deferred until the realizations exceed rupees one thousand. All payments out of the account by the Liquidator above rupees one thousand shall ordinarily be made by cheques drawn against the said account:

Provided that in the case of liquidator appointed from the panel, the Tribunal may direct maintaining and operating the bank account in any other manner.

(2) The Liquidator shall maintain a bank remittance challan book in counterfoil, the leaves of which shall be serially numbered in which the acknowledgement of the Bank shall be obtained for all moneys (whether in cash or cheques) deposited into the Bank to the credit of the account mentioned in clause (1) above and the Form of the challan book shall be settled by the Liquidator in consultation with the bank.

Bills, cheques and securities to be deposited into bank.

253. All bills, cheques, hundies notes and other securities of a like nature payable to the LLP or to the Liquidator thereof shall, as soon as they come into the hands of the Liquidator, be deposited by him with the Bank for the purpose of being presented for acceptance and payment or for payment only, as the case may be, and the proceeds when realised shall be credited by the Bank to the account of the Liquidator.

Payments into Bank

254. (1) Where the Tribunal makes an order directing any person to pay any money due to the LLP into the Public Account of India in the Reserve Bank of India or the designated Scheduled bank, instead of the Liquidator, the person so directed shall, at the time of making the payment, produce to the Bank a certified copy of the order or a payment in challan endorsed by the Liquidator under his signature.

(2) The money so paid shall be credited to the Liquidator's account into the Public Account of India or the designated Scheduled bank and the person making the payment shall give notice thereof to the Liquidator and produce before him the Bank receipt relating thereto.

Liquidator's Distributable sum Account.

255. (1) The Liquidator shall also open a separate distributable sum account for each LLP under liquidation either in the designated bank, or, with the sanction of the Tribunal, in any other Scheduled Bank, as may be convenient, under the name 'the Distributable Sum Account of (name of the LLP) in liquidation by the Liquidator', into which account he shall, upon a declaration of distributable sum being made in the winding up of any LLP, deposit by transfer from his account, with the Reserve Bank of India or designated bank the total amount of the distributable sum payable upon such declaration.

(2) There shall be a separate account in respect of each declaration of distributable sum and all payments of distributable sum shall be made from the said Liquidator's distributable sum account and any unpaid balance in the account shall be transferred back to the Liquidator's account in the Reserve Bank of India or designated bank before being paid into the LLPs liquidation account as unclaimed distributable sums.

(3) All payments of distributable sums above Rs.100 shall ordinarily be made by cheques drawn against the said account.

Fees to be credited to Central Government.

256. (1) In every winding up where the Official Liquidator becomes or acts as Liquidator or is appointed as Liquidator in terms of rule 29, there shall be paid into the public account of India in the designated bank to the credit of the Central Government, from out of the assets of the LLP in liquidation (or by the petitioner as provided in clause (a) below) such amount as laid down in clause (b) on or before 30th October the commission due for the preceding period ended 31st March.

(2) In the cases where Liquidator is appointed in terms of rule 29, the remuneration of the Liquidator shall be approved by the Tribunal subject to a maximum remuneration of 5% of the value of the debt recovered and realization by sale of assets. The fees shall be determined in accordance with the following provisions:-

- (a) where the Official Liquidator acts as a Provisional Liquidator only, such fee as the Tribunal may consider reasonable, to be paid out of the assets of the LLP or by the petitioner as the Tribunal may direct, in respect of the services of the Liquidator as Provisional Liquidator;
- (b) where a winding up order is made and the official Liquidator acts as liquidator of a LLP, -

- (i) upon the total assets, including unrealized or unrecovered contribution, interest on investments and rents from properties, realised or brought to credit by the Liquidator, after deducting sums on which fees are chargeable under clause (c) below and the amount spent out of the money received in carrying on the business of the LLP, upon each year's collections.

On the first Rs.10,0000 or fraction thereof	4 per cent.
On the next Rs.40,0000 or fraction thereof	3 per cent.
On the next Rs.50,0000 or fraction thereof	2 per cent.
Above Rs.1,00,0000	1 per cent.

- (ii) On the total amount distributed as distributable sum to the creditors or return of contribution or assets to the partners;

- (c) where the official Liquidator realises property for secured creditors, on the amount realised for each secured creditor -

On the first Rs.10,0000 or fraction thereof	5 per cent.
On the next Rs.40,0000 or fraction thereof	3½ per cent.
On the next Rs.50,0000 or fraction thereof	3 per cent.
Above Rs.1,00,0000	2 per cent.

- (d) when the official Liquidator acts as trustee, under a scheme of arrangement, such fee not exceeding the scale of fees under clause (b) above, as the Tribunal shall allow;
- (e) when the official Liquidator performs any special duties not provided for above such fee as the Tribunal may fix on the application of the Liquidator, in addition to any other fee payable;
- (f) where the official Liquidator acts as liquidator in a creditor's voluntary winding-up, such fee as the Tribunal may fix, not exceeding the scale under sub-rule(2) below;
- (g) where the Tribunal appoints any persons who are already liquidators in a winding-up to be additional liquidators in a winding-up of the LLP by the Tribunal, subject to the control of the official Liquidator, such fee as may be fixed by the Tribunal after taking into consideration the remuneration payable to such additional liquidators;
- (h) where the Tribunal has sanctioned the reconstruction of the LLP under liquidation or a scheme of arrangement of its affairs, or where for any reason the Tribunal is of the opinion that the fees prescribed above would be insufficient. Such fee may be made as the Tribunal thinks fit.

(2) In every winding up where Liquidator has been appointed under any other rule, the remuneration of the Liquidator shall be approved by the Tribunal subject to a maximum remuneration of five per cent of the value of the debt recovered and realization by sale of assets.

Where the LLP has no available assets.

257. Where a LLP against which a winding up order has been made has no available assets, the Liquidator may, with the leave of the Tribunal, incur any necessary expenses in connection with the winding up out of any permanent advance or other fund provided by the Central Government or the Tribunal, and the expenses so incurred shall be recouped out of the assets of the LLP in priority to the debts of the LLP:

Provided that where any money has been advanced to the Liquidator by the petitioning or other creditor or partner for meeting any preliminary expenses in connection with the winding-up, the Liquidator may incur any necessary expenses out of such amount, and the money so advanced shall be paid out of the assets of the LLP in priority to the debts of the LLP.

INVESTMENT OF SURPLUS FUNDS

Investment of moneys.

258. All such money for the time being standing to the credit of the Liquidator at the Bank as is not immediately required for the purposes of winding up, shall be invested in Government securities or in interest bearing deposits in the designated schedule bank, or, with the previous sanction of the Tribunal, in interest bearing deposits in any other Scheduled Bank, in the name of the Liquidator as Liquidator of the LLP to which the funds belong wherever beneficial to the liquidation:

Provided that in the case of liquidator appointed from the panel, the Tribunal may direct investment of surplus fund in any other manner.

Liquidator to examine the accounts for purposes of investment.

259. The Liquidator shall, at the end of every three months, examine the account of each liquidation in his charge to ascertain what moneys are available for investment, and shall make an entry at the end of every three months in the Record Book relating to the LLP of his having examined the account for the purpose and of the decision taken by him regarding the investment, and in case he decides not to invest any surplus funds, the reasons for such decision.

Investments to be made by the Bank.

260. (1) All investments shall be made by the Bank upon the written request of the Liquidator.

(2) The securities shall be retained in the Bank in the name and on behalf of the Liquidator, and shall not be sold except by the Bank and under the written instructions of the Liquidator and when the securities are sold the proceeds shall be credited by the Bank to the account of the Liquidator.

Distributable sum and interest to be credited.

261. All distributable sums and interest accruing from securities or investments shall from time to time be received by the Bank and placed to the credit of the account of the Liquidator and intimation thereof shall be given to the Liquidator, who shall thereupon credit such distributable sum or interest in his accounts to the LLP to which the security or the investment relating thereto belongs.

Refund of Income-tax.

262. The Liquidator shall claim such refunds of income-tax as may be due in respect of any distributable sums or interest received on the securities or investments and credit the same when realised to the appropriate account.

FILING, AUDIT AND INSPECTION OF THE LIQUIDATOR'S ACCOUNT

Yearly Accounts to be filled.

263. (1) Unless otherwise ordered by the Tribunal the liquidator shall prepare, every year, a statement of accounts as on the 31st March within two months from the 31st March and file such accounts with the Registrar not later than 30th September following.

(2) The final accounts of the liquidator shall be filed with the Tribunal and the Registrar as soon as the affairs of the LLP have been fully wound up, irrespective of the period prescribed above.

Explanation;- "Year" in relation to the statement means period from first day of April of the year to the 31st day of March following year.

Form of accounts.

264. The Account shall be in **Form No. 15** and shall be verified by a declaration. The final account shall be in **Form No. 89**.

Nil Account

265. Where the liquidator has not, during the period of account, received or paid any sum of money on account of the assets of the LLP, he shall file an affidavit of no receipt or payment for the period.

Audit of the Liquidator's accounts.

266. (1) The accounts shall be audited by a person qualified to act as auditor of the limited liability partnership and for the purpose of the audit, the liquidator shall furnish the auditor such information as the auditor may require:

Provided that no such audit is required where the transaction during the period is for rupees fifty thousand or less.

(2) Where the audit of the accounts is not required under this rule, the statements of accounts shall contain a declaration by the liquidator that the books and accounts are properly maintained and funds have been utilized only for the purpose of winding up of the affairs of the LLP.

Auditors certificate to be filed.

267. One copy of the statement of accounts along with the auditor's report shall be filed with the Tribunal forthwith and the Tribunal may at any time require the production of, and inspect, any books of accounts kept by the liquidator. Other copy of the statement along with the auditor's report shall be filed with the Registrar in **Form No. 10** not later than 30th September.

Audit fees.

268. Audit fees on the gross amount brought to credit, including the unrealized or unrecovered contribution of the partners on partners interest on investments and rents from properties, but after deducting (a) the amount spent out of the money received in carrying on the business of the LLP and (b) the amounts paid by the Liquidator to secured creditors (other than debenture holders), shall be paid to the auditor and debited to the account of the liquidation to which the audit relates according to the following scale:-

- (a) On the amount brought to credit including the unrealized or unrecovered contribution, interest on investments and rents from properties, but after deducting (a) the amount spent out of the money received in carrying on the business of the LLP, and (b) amounts paid by the Liquidator to secured creditors other than debenture holders½ per cent
- (b) On disbursements, other than payments to secured creditors not being debenture holders½ per cent;

Provided that the minimum audit fee for the account of the Liquidator shall be not less than Rs. 2500/- in respect of one LLP for a period of one year and the maximum audit fee shall be Rs. 25,000/- for the audit of account of a LLP for one year subject to variation of 25% of the aforesaid fee at the discretion of the Member or Tribunal for reasons to be recorded in writing.

Inspection of the account and certificate of audit.

269. Any creditor or partner shall be entitled to inspect the accounts and the auditor's certificate in the office of the Tribunal on payment of a fee as specified in Annexure, and to obtain a copy thereof on payment of the specified charges.

Account and auditor's report to be placed before Member.

270. Upon the audit of the account, the Registrar of Tribunal shall place the statement of account and the auditor's certificate before the Member for his consideration and orders.

Assistance for the Liquidator.

271. The Liquidator may, appoint one or more practicing Chartered Accountants or practicing Company Secretaries or practicing Cost Accountants or legal practitioners entitled to appear before the Tribunal or such other professionals or experts or valuer or agency as he considers necessary to assist him in the performance of his duties and functions under the Act or the rules, in accordance with the rule 42.

Employment of additional or special staff where official Liquidator acts as Liquidator.

272. (1) Where the Liquidator is of opinion that the employment of any special or additional staff is necessary in any liquidation, he shall apply to the Tribunal for sanction, and the Tribunal may sanction such staff as it thinks fit on such salaries and allowances as to the Tribunal may seem appropriate.

(2) The special or additional staff shall be from ex- servicemen and in case of their non-availability , persons retired from Central Government, State Government, autonomous bodies of Central or State Governments and public sector undertakings and they shall be on contractual basis till dissolution of a particular LLP or for five years whichever is earlier. In case his services are availed for more than one LLP, contract shall terminate as aforesaid and fresh contract may be entered into for another LLP.

Apportionment of expenses of common staff where official Liquidator acts as Liquidator

273. Where any staff is employed to attend to the work of more than one liquidation, or any establishment or other charges are incurred for more than one liquidation, the expenses incurred on such staff and the common establishment and other concerned in such proportions as he may think fit, subject to the directions of the Member, if any.

Application for examination

274. (1) The Central Government may at any time require any liquidator of an LLP which is being wound-up by the Tribunal to answer any inquiry in relation to any winding up in which he is engaged, and may, if the Central Government thinks fit, apply to the Tribunal to examine him or any other person on oath concerning the winding up.

(2) If it appears to the liquidator in the course of a voluntary winding up that any past or present officer, or any member, of the LLP has been guilty of any offence in relation to the LLP, he shall forthwith report the matter to the Registrar and shall furnish to him such information and give to him such access to and facilities for inspecting and taking copies of any books and papers, being information or books and papers in the possession or under the control of the liquidator and relating to the matter in question, as the Registrar may require.

(3) Where any report is made under sub-rule (2) to the Registrar, he may, if he thinks fit, refer the matter to the Central Government for further inquiry and the Central Government shall thereupon investigate the matter and may, if it thinks it expedient, apply to the Tribunal for an order conferring on any person designated by the Central Government for the purpose, with respect to the LLP concerned, all such powers of investigating the affairs of the LLP as are provided by this Act in the case of a winding up by the Tribunal.

VOLUNTARY WINDING UP AND WINDING UP SUBJECT TO SUPERVISION

Applicability of rules.

275. (1) Where an application is made to the Tribunal in pursuance of the provisions relating to the voluntary winding up of a LLP, whether or not an order shall have been made that the voluntary winding up shall continue, the proceedings contained in these rules, so far as may be, shall be applied to the subject- matter and mode of such application in a voluntary winding up.

(2) Save as aforesaid, Rules which from their nature and subject-matter, or by the headlines above the group in which they are contained or by their terms are made applicable only to

proceedings in a winding-up by the Tribunal or only to such proceedings and to proceedings in a creditors' voluntary winding up, shall not apply to proceedings in a voluntary winding up, or, as the case may be, in a members' voluntary winding up, whether any such voluntary winding up is or is not being continued under the supervision of the Tribunal.

Declaration of solvency

276. The declaration of solvency to be made by the partners of a LLP in **Form No.2** with such variations as the circumstances may require.

Statement to be laid before meeting of creditors.

277. The statement of the assets and liabilities of the LLP to be laid before a meeting of creditors by a liquidator in a voluntary winding-up shall be in **Form No.4** with such variations, as may be necessary.

LLP LIQUIDATOR IN VOLUNTARY WINDING-UP

Notice of appointment of LLP liquidator

278. The notice of his appointment which every LLP liquidator is required to be published in the newspaper shall be in **Form No. 90** and the notice of the appointment to be delivered to the Registrar shall be in **Form No 7**.

Security by LLP liquidator appointed by Tribunal.

279. (1) Every LLP Liquidator appointed by the Tribunal shall, before entering upon his duties as a Liquidator of the LLP for which he is appointed, furnish security in such sum and in such manner as the Tribunal may direct. The cost of furnishing the required security shall be borne by the LLP Liquidator and shall not be charged against the assets of the LLP as an expense incurred in the winding up.

(2) If the Tribunal is of the opinion that the security furnished by the LLP Liquidator under sub-rule (1) is inadequate, the Tribunal may require the LLP Liquidator to furnish additional security. Where the security furnished is excessive, the LLP Liquidator may apply to the Tribunal for reducing the amount of security, and the Tribunal may make such order thereon as it thinks fit.

Limit of remuneration of LLP liquidator appointed by the Tribunal.

280. An LLP liquidator shall not, under any circumstances whatever, make any arrangement for, or accept from any advocate, auctioneer or any other person connected with LLP of which he is the liquidator, or employed in or in connection with the winding-up of the LLP, any gift, remuneration, or pecuniary or other benefit whatever beyond the remuneration to which under the Act and the rules he is entitled as liquidator, nor shall he make any arrangement for giving up, or give up any part of such remuneration to any such person.

Restriction on purchase of goods by LLP liquidator.

281. Where the LLP liquidator carries on the business of the LLP, he shall not, without the express sanction of the Tribunal, purchase goods for the carrying on of such business from any person whose connection with him is of such a nature as would result in his obtaining directly or indirectly any benefit out of the transaction. Where the LLP liquidator applies for sanction, he shall disclose in his application the nature of his interest in the transaction, and the cost of obtaining sanction of Tribunal shall be borne by the LLP liquidator personally.

Office of LLP liquidator vacated by his insolvency.

282. An LLP liquidator against whom an order of adjudication is made, shall thereby vacate his office, and for the purpose of the application of the Act and the rules, he shall be deemed to have been removed.

Resignation of LLP liquidator.

283. (1) An LLP liquidator who desires to resign his office shall summon separate meetings of the partners and creditors, if any, of the LLP to decide whether or not his resignation shall be accepted. If the partners and creditors, if any, agree, by majority, to accept the resignation of the LLP liquidator, the resignation shall take effect. In any other case, the LLP liquidator shall report to the Tribunal the result of the meetings and apply for appropriate orders of the Tribunal and the Tribunal may, upon such application, determine whether or not the resignation of the LLP liquidator shall be accepted, and may give such directions and make such orders as it considers necessary.

(2) The LLP liquidator shall, along with his resignation, submit an account of his acts and dealings as liquidator and a statement as to the position of the liquidation, in a form in all respects similar to the statement specified under rule 56, commencing from the date when the last previous statement, if any, under the said section terminated, or from the date of his appointment as liquidator, whichever is later, and brought down to the date of his resignation.

(3) The expenses of summoning meetings under sub-rule (1), and of the application to be made to the Tribunal, shall be part of the expenses of the liquidation.

Duty of LLP liquidator upon resignation.

284. Upon a LLP liquidator resigning or being released or removed from his office, he shall deliver over to the new LLP liquidator all books kept by him, and all other books, documents, papers and accounts in his possession relating to the LLP or to the office of the liquidator.

Books to be kept by the LLP liquidator.

285. (1) The LLP liquidator shall keep proper books of account in the form and manner specified in this part showing all receipts and payments made by him in the course of the liquidation.

(2) He shall keep such books as the Committee of Inspection, or if there is no such Committee, as the creditors, if any, direct, and submit all the books and accounts and documents and papers in his possession relating to his office as liquidator or to the LLP, to the Committee of Inspection, or if there is none, to the creditors whenever required by the Committee or creditors, as the case may be.

(3) In addition to the books of accounts, the LLP liquidator shall keep a record book in which shall be entered all minutes of proceedings and the resolutions passed at any meeting of the creditors or partners or of the Committee of Inspection, particulars of all his transactions and negotiations in relation to the winding up and all such matters other than matters of account as may be necessary to furnish a correct view of the administration of the LLP's affairs. He shall also keep a book showing the dates at which all notices to creditors and partners were sent out and posted. The person who dispatched the notices shall initial the entries in the book relating thereto.

(4) The accounts of the liquidator shall be open to the inspection of every creditor or partner during office hours upon payment of a fee of Rs.10 for every hour of inspection or part thereof.

Banking account of the LLP liquidator.

286. (1) The liquidator shall open a account of the liquidator called the "Liquidation Account of LLP" in a Scheduled Bank, into which he shall pay all money received by him as liquidator, and the realization of each day shall be paid into the said account without deduction not later than the next working day of the Bank, provided that the remittance of moneys into the Bank may be deferred until the realization exceeds Rs.1000. The money needed for meeting the expenses of liquidation or for making any payments by the liquidator in cash shall be drawn from

the Bank by cheques drawn upon the Bank by the liquidator. All payments by the liquidator above Rs.1000/- shall ordinarily be made by cheque.

(2) Unless the contrary appears, all references in these rules to the Bank in a voluntary winding-up shall mean references to the Bank in which an account has been opened as aforesaid.

Bills, cheques and securities to be deposited in Bank.

287. All bills, cheques, hundies, notes and other securities of a like nature payable to the LLP or to the liquidator thereof shall, as soon as they come into the hands of the liquidator be deposited by him with the Bank for the purpose of being presented for acceptance and payment or for payment only, as the case may be, and the proceeds when realised shall be credited by the Bank to the account of the liquidator.

Investment of surplus funds.

288. (1) All such moneys for the time being standing to the credit of the liquidation account as is not immediately required for the purposes of the winding up, shall be invested by the LLP liquidator in Government securities or in interest bearing deposits in a Scheduled Bank.

(2) Rules 258 to 262 of these rules relating to investment shall apply *mutatis mutandis* to investments made by the LLP liquidator.

Liquidator's statements under rule 56.

289. In a voluntary winding-up or a winding-up under the supervision of the Tribunal, the statements required to be filed under Rule 56 with respect to the proceedings in and position of the liquidation of an LLP the winding up of which is not concluded within a year after its commencement, shall be filed with the Registrar twice in every year as follows:-

- (1) The first statement, commencing from the date when a liquidator was first appointed and brought down to the end of twelve months from the commencement of the winding up shall be filed within one month from the expiration of such twelve months, and subsequent statements shall be filed at intervals of half a year, each statement being brought down to the end of the half year for which it is filed. Where the winding up is concluded before the expiration of a half-yearly interval, the final statement of account brought down to the close of the winding-up shall be filed forthwith.
- (2) Where the time for filing the statement has expired the Tribunal may on application extend the time, and unless the Tribunal otherwise orders, the costs of such application shall be borne by the liquidator personally.
- (3) The statements shall be in **Form No. 15** (with such variations as may be necessary in the case of the final account) and shall be prepared in accordance with the instructions contained in the Form and verified by an affidavit.
- (4) Where the liquidator has not, during any period for which the statement has to be filed, received or paid any money on account of the LLP, he shall, at the period when he is required to file his statement, file with the Registrar the prescribed statement in the above Form No. 15, containing the particulars therein required with respect to the proceedings in and the position of the liquidation together with an affidavit of no receipt or payments.
- (5) Every statement shall be filed in duplicate with the Registrar, and, in a winding up under the supervision of the Tribunal, a copy of the statement shall also be filed in the Tribunal, within the time prescribed in clause (1) above.

Submission of periodical reports to the Tribunal.

290. (1) The LLP Liquidator shall make periodical reports to the Tribunal and in any case make a report at the end of each quarter with respect to the progress of the winding up of the LLP in **Form No. 8**.

Notice convening final meeting and the account to be laid before the meeting.

291. The notice convening the final meeting of the LLP and the creditors in a voluntary winding-up, shall be in **Form No. 59**. The Accounts of the winding up to be laid by the LLP Liquidator before the said meeting or meetings shall be **Form No. 9**.

Returns to Registrar.

292. The returns to be made to the Registrar after final meeting and dissolution during voluntary winding up shall be in **Forms Nos 10 and 11** respectively.

Inspection by creditor or partner of statements filed by liquidator.

293. Any partner or creditor, if any, of an LLP which is being wound up shall be entitled to inspect any of the statements filed with the liquidator on payment of a fee as prescribed in Annexure and to obtain a copy thereof or extract therefrom on payment of the prescribed charges as prescribed in Annexure.

Audit of the liquidators' account.

294. The partners, in a meeting, and the creditors, if any of an LLP may, if and when they think fit, appoint an auditor to audit the accounts of the liquidator, and shall fix the fees to be paid to such auditor.

Applications for stay of proceeding in the winding up

295. (1) An application shall be made by a summons, and notice of the application shall be given to the LLP liquidator where he is not the applicant, to the respondents, if any, named in the application, and to such other persons and in such manner as the Tribunal may direct.

(2) Where an order is made staying the proceeding in the winding-up, the order shall direct that the applicant at whose instance the order for stay was made shall, within seven days of the making of the order, file a certified copy thereof with the Registrar in **Form No. 11**.

Explanation.- In computing the period of thirty days from the date of the order, the requisite time for obtaining a certified copy of the order shall be excluded.

PAYMENT OF UNCLAIMED DISTRIBUTABLE SUMS AND UNDISTRIBUTED ASSETS INTO THE LLPS LIQUIDATION ACCOUNT IN A WINDING UP

Statement of payment.

296. (1) The Statement to be furnished, under rule 60 to the Registrar by the Liquidator in a winding up by the Tribunal and a LLP Liquidator in a voluntary winding-up, when making any payment of unclaimed distributable sums or undistributed assets into the LLPs Liquidation Account in the Reserve Bank of India or designated Bank under rule 61, shall be in **Form No.91**.

Unclaimed distributable sums or undistributed assets under investment.

297. For purposes of payment of unclaimed distributable sums and undistributed assets into the LLPs Liquidation Account, money invested or deposited at interest by the liquidator shall be deemed to be money in his hand, and when such money forms part of the unclaimed distributable sums or undistributed assets of the LLP, the liquidator shall realize the investment or withdraw the deposit and shall pay the proceeds into the LLPs Liquidation Account.

Operation and maintenance of the Account.

298. LLP Liquidation account shall be operated by the Registrar and the Registrar shall cause to be maintained in his office separate accounts in respect of each LLP whose unpaid distributable sums or undistributed assets are deposited in the said account.

COST INCLUDING EXPENSES, CHARGES OR FEES

Cost, expenses, charges or fees payable out of the assets in a winding up by the Tribunal

299. (1) The assets of a LLP in a winding up by the Tribunal remaining after payment of the fees and expenses properly incurred in preserving, realizing or getting in the assets including, where the LLP has previously commenced to be wound up voluntarily, such remuneration, cost and expenses as the Tribunal may allow to the liquidator in such voluntary winding up, shall, subject to any order of the Tribunal and to the rights of secured creditors if any, be liable to the following payments which shall be made in the following order of priority, namely :-

- (i) - the costs of the petition including the costs of any person appearing on the petition, whose costs are allowed by the Tribunal;
 - (ii) - fees to the liquidator appointed from the panel;
 - (iii) - the necessary disbursements of the Liquidator other than expenses properly incurred in preserving, realizing or getting in the properties of the LLP;
 - (iv) - the cost of any person properly employed by the Liquidators which may in the form of salary, perks etc and cost incurred in engaging the services of professionals, advocates, experts etc;
 - (v) - the fees to be credited to Government;
 - (vi) - the actual out of pocket expenses necessarily incurred by the members of the Committee of Inspection, and sanctioned by the Tribunal.
- (2) Save as otherwise ordered by the Tribunal no payments in respect of bills of professionals, advocates, experts etc shall be allowed out of the assets of the LLP unless the appointment is made in accordance with the rule and the fees payable is approved by the Tribunal.
- (3) Nothing contained in this rule shall apply to or affect costs which in the course of legal proceeding by or against the LLP which is being wound up by the Tribunal, are ordered by the Tribunal in which such proceedings are pending, to be paid by the LLP or the liquidator, or the rights of the person to whom such costs are payable.

MISCELLANEOUS

Inspection of file.

300. (1) Every duly authorized officer of the Central Government and save as otherwise provided by the rules, every person who has been a partner or creditor of a LLP which is being wound up, shall be entitled, on payment of charges specified in Annexure, at all reasonable times to inspect the file of proceeding of the liquidation and to take copies of extracts from any document therein, and, on payment of prescribed charges, to be furnished with such copies or extracts.

(2) Save as otherwise provided in the rules, every partner and every creditor whose claim proof has been admitted, shall be entitled, on payment of the specified charges, at all reasonable time to inspect the file of proceedings and to be furnished with copies and extracts from any document therein.

Appeal from Order of Tribunal to National Company Law Appellate Tribunal

301. Any aggrieved person may prefer an appeal against the order or decision of the Tribunal to the National Company Law Appellate Tribunal within a period of forty-five days from the date on which the copy of the order is delivered in such manner as may be provided by that Appellate Tribunal.