

MINISTRY OF CORPORATE AFFAIRS**NOTIFICATION**

New Delhi, the 11th February, 2022

G.S.R. 110(E).—In exercise of the powers conferred by sub-section (1) of section 67 of the Limited Liability Partnership Act, 2008 (6 of 2009), the Central Government hereby directs that the provisions of sections 90, 164, 165, 167, sub-section (5) of section 206, sub-section (3) of section 207, 252 and section 439 of the Companies Act, 2013 (18 of 2013), shall apply to limited liability partnership, except where the context otherwise requires, with the modifications specified in Column (3) of the Table given below, from the date of publication of this notification in the Official Gazette, namely:-

TABLE

S. No.	Part/Chapter/Section /Sub-section(s) in the Companies Act, 2013	Modifications
(1)	(2)	(3)
1.	In section 90, in sub-section (1) to sub-section (11)	(i) for the word “shares”, wherever it occurs, the word “contribution” shall be substituted; (ii) for the word “company” wherever it occurs, the words “limited liability partnership” shall be substituted; (iii) for the word “member” wherever it occurs, the word “partner” shall be substituted; (iv) for the word “officer” wherever it occurs, substitute the words “partner” or “designated partner” shall be substituted.
2.	In section 164	
	Sub-section (1)	(i) for the words “for appointment” wherever they occurs, the words “to become” shall be substituted; (ii) for the word “director” wherever it occurs, the words “designated partner” shall be substituted; (iii) for the word “company” wherever it occurs, the words “limited liability partnership” shall be substituted;
	Sub-section (2)	for sub-section (2), the following shall be substituted, namely:- “(2) No person, who is or has been a director of a company or designated partner of limited liability partnership, as the case may be, which— (a) has not filed financial statements or the Statement of Account and Solvency or annual returns, as the case may be, for any continuous period of three financial years; or (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to become or continue as a designated partner of that limited liability partnership or to become designated partner in other limited liability partnerships for a period of five years from the date on which the said company or limited liability partnership fails to do so:

		Provided that where a person becomes as a designated partner of a limited liability partnership which is in default of clause (a) or clause (b), he shall not incur disqualification for a period of six months from the date he becomes designated partner.”.
3.	In section 165	
	Sub-section(1)	for sub-section (1), the following shall be substituted, namely:- “(1) No person shall become designated partner in more than twenty limited liability partnerships.”;
	Sub-section (3)	for sub-section (3), the following shall be substituted, namely:- “(3) Any person holding office as designated partner in limited liability partnerships more than the limits as specified in sub-section (1) ,immediately before this notification shall, within a period of one year from such notification ,- (a) choose not more than specified limit of those limited liability partnerships , as limited liability partnerships in which he wishes to continue to hold the office of designated partner; (b) resign his office as designated partner in the other remaining limited liability partnerships; and (c) intimate the choice made by him under clause (a),to each one of the limited liability partnerships in which he was holding the office of designated partner before such notification and Registrar having such jurisdiction in respect of each limited liability partnership.”;
	Sub-section (4)	for the word “company” wherever it occurs, the words “limited liability partnership” shall be substituted;
	Sub-section (5)	(i) for the words “director” or “non-executive director” wherever they occurs, the words “designated partner” shall be substituted; (ii) for the words “commencement of this Act”, the words “date of this notification” shall be substituted;
	Sub-section (6)	In sub-section (6), (i) for the words “accepts an appointment as a Director“, the words ”becomes a designated partner” shall be substituted; (ii) for the words “liable to a penalty” the words “punishable with fine which shall not be less than five thousand rupees but which may extend to twenty-five thousand rupees” shall be substituted.
4.	In section 167	
	Sub-section (1)	(i) for the word “director” wherever it occurs, the words “designated partner” shall be substituted; (ii) for the word “company” wherever it occurs, the words “limited liability partnership” shall be substituted; (iii) in proviso of clause (a), for the word “companies” the words “limited liability partnerships” shall be substituted; (iv) clause (b) shall be omitted; (v) for the words “this Act” the words “the Limited Liability Partnership Act, 2008”, shall be substituted; (vi) clause (h) shall be omitted;
	Sub-section (2)	for the word “director” wherever it occurs, the words “designated partner ” shall be substituted;

	Sub-section (3)	for sub-section (3), the following shall be substituted, namely:- “(3) where all the designated partners of limited liability partnership vacate their offices under any of the disqualifications specified in sub-section (1) , the partners or, in their absence, the Central Government shall appoint the required number of designated partners who shall hold office till the designated partners are appointed by the limited liability partnership .”.
5.	In section 206, sub-section (5)	for sub-section (5), the following shall be substituted, namely:- “(5) The Central Government may, if it is satisfied that circumstances so warrant, direct inspection of books and papers of a limited liability partnership by an inspector appointed by it for the purpose.”.
6.	In section 207, sub-section (3)	for the word “company”, the words “limited liability partnership” shall be substituted.
7.	In section 252	
	Sub-section (1)	(i) for the words and figures “notifying a company as dissolved under section 248” the words and figures “notifying a limited liability partnership as struck off and dissolved pursuant to section 75” shall be substituted; (ii) for the word “company” wherever it occurs, the words “limited liability partnership” shall be substituted; (iii) for the words “register of companies” wherever they occur, the words “register of limited liability partnership” shall be substituted;
	Sub-section (2)	(i) for the word “company” occurring at both the places, the words “ limited liability partnership” shall be substituted; (ii) for the words “register of companies”, the words “register of limited liability partnership” shall be substituted;
	Sub-section (3)	(i) for the word “member”, occurring at both the places the word “partner” shall be substituted; (ii) for the word “company” wherever it occurs, the words “limited liability partnership” shall be substituted; (iii) for the words “register of companies” wherever they occur, the words “register of limited liability partnership” shall be substituted; (iv) for the words “twenty years” the words “five year” shall be substituted; (v) for the words, brackets and figures “sub-section (5) of section 248”, the words and figures “pursuance to section 75” shall be substituted.
8.	In section 439	
	Sub-section (1)	for sub-section (1), the following shall be substituted, namely:- “(1) Notwithstanding anything in the Code of Criminal Procedure, 1973, (2 of 1974) every offence under this Act shall be deemed to be non-cognizable within the meaning of the said Code.”;
	Sub-section (2)	for sub-section (2), the following shall be substituted, namely:- “(2) No court shall take cognizance of any offence under this Act which is alleged to have been committed by any limited liability partnership or any designated partners or partners or employee thereof, except on the complaint in writing of the Registrar, or a partner of limited liability partnership, or of

		a person authorised by the Central Government in that behalf: Provided that nothing in this sub-section shall apply to a prosecution by limited liability partnership of any of its officers .”;
	Sub-section (3)	applicable without modification;
	Sub-section (4)	for sub-section (4), the following shall be substituted, namely:- “(4) The provisions of sub-section (2) shall not apply to any action taken by the liquidator of a limited liability partnership in respect of any offences alleged to have been committed in respect of any of the matters in Chapter XIII of this Act or rules for winding up and dissolution of limited liability partnership. <i>Explanation.</i> - The liquidator of the limited liability partnership shall not be deemed to be an officer of the limited liability partnership within the meaning of sub-section (2).”.

[F. No. 17/30/2018-CL-V]

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