

PART II

**Statutory Notifications (S. R. O.)**

GOVERNMENT OF PAKISTAN

**SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN**

**NOTIFICATION**

*Islamabad, the March 26, 2018*

**S.R.O. 407(I)/2018-** The following draft Limited Liability Partnership Regulations, 2018, proposed to be made by the Securities and Exchange Commission of Pakistan in exercise of the powers conferred by section 53 of the Limited Liability Partnership Act, 2017 (XV of 2017), is hereby published for the information of all the persons likely to be affected thereby and notice is hereby given that comments, if any, received within fourteen days of the date of this notification will be taken into consideration.

**DRAFT REGULATIONS**

**CHAPTER I**

**PRELIMINARY**

**1. Short title and commencement.-** (1) These regulations shall be called the Limited Liability Partnership Regulations, 2018.

(2) They shall come into force at once.

**2. Definitions.-** (1) In these regulations, unless there is anything repugnant in the subject or context,-

- (a) “Act” means the Limited Liability Partnership Act, 2017 (XV of 2017);
- (b) “annexure” means an annexure attached to these regulations;
- (c) “Companies Act” means the Companies Act, 2017 (XIX of 2017);
- (d) “electronic documents” includes documents in any electronic form and scanned images of physical documents;
- (e) “e-service” means any service or means provided by the Commission for the lodging or filing of electronic documents;

- (f) “financial statements” in relation to LLP, includes—
  - (i) a statement of financial position *i.e* balance sheet as at the end of the period;
  - (ii) a statement of profit and loss or income and expenditure;
  - (iii) notes, comprising a summary of significant accounting policies and other explanatory information;
  - (iv) comparative information in respect of the preceding period; and
  - (v) any other statement as may be notified by the Commission;
- (g) “Form” means a form appended to these regulations”;
- (h) “incorporation documents” means the documents as prescribed under these regulations for incorporation of LLP;
- (i) “LLP” means Limited Liability Partnership registered under the Act;
- (j) “register” includes manual or electronic registers maintained by the registrar for record of LLP;
- (k) “Schedule” means fee schedule appended to these regulations; and
- (l) “statement of accounts” means financial statements of the LLP.

(2) The words and expressions used but not defined herein shall have the same meaning as are assigned to them in the Act, the Companies Act, the Securities and Exchange Commission of Pakistan Act, 1997 (XLII of 1997) and any rules made thereunder.

## **CHAPTER II**

### **PROVISIONS RELATED TO NAME**

**3. Reservation of Name.** – (1) Subject to section 6, any person desirous of forming an LLP shall make an application to the registrar as per **LLP-Form-I** [Part 1] for reservation of name, either online or in physical form, along with fee as specified in Fee Schedule of the regulations.

(2) The applicant shall ensure that the proposed name of the limited liability partnership shall fulfil the criteria specified in section 6 of the Act and these regulations.

(3) The registrar if satisfied that the proposed name fulfills the criteria specified in the Act and these regulations, may allow the same as per LLP-Form-I [Part II] for a period of thirty days from the date of availability of name:

Provided that where the applicant fails to file application for incorporation of LLP along with payment of fee within the said period, the availability of name shall stand cancelled:

Provided further that in case of refusal of the proposed name, the registrar shall issue order of refusal as per LLP-Form-I [Part III].

(4) Any person aggrieved by order of the registrar may prefer an appeal within thirty days of the date of order to the Commission in terms of sub-section (4) of Section 6 of the Act.

**4. Prohibition of certain names.**— (1) Subject to section 6, the following words and combinations thereof shall not be used in the name of a limited liability partnership in English or any of the languages depicting the same meaning,-

- (a) Federal Government, Provincial Government, Name depicting association with any foreign government, Name suggesting association with any political personality, Commission, Authority, Register/ Registered, Co-operative, Bureau, Division, Department, Undertaking, Municipal, Union, Republic, Nation, President, Governor, Prime Minister, Chief Minister, Minister, Cabinet, Senate, National Assembly, Provincial Assembly, Parliament/ Parliamentary, Statute/ Statutory, Court/ Judiciary/ Judge, Jury, Administrator.
- (b) Names of International bodies and abbreviations thereof including, but not limited to, United Nations, South Asian Association for Regional Cooperation, Organization of Islamic Conference, World Bank, International Finance Corporation, Asian Development Bank, Islamic Development Bank, International Monetary Fund, Red Cross, Red Crescent:

Provided that the Commission may allow any of the above names under special circumstances on the request of any government or authority as the case may be.

**5. Rectification of Name.**- An LLP which, through inadvertence or otherwise, is registered by a name in contravention of the provisions of section 6 of the Act or these regulations or the name was obtained by furnishing false or incorrect information,-

- (a) may file an application to the registrar in the manner as provided in regulation 6 for change or rectification of name; and
- (b) shall, if the registrar so directs, within thirty days of receipt of such direction, change its name with approval of the registrar in the manner as provided in regulation 6:

Provided that the registrar shall, before issuing a direction for change of the name, afford the LLP an opportunity to make representation against the proposed direction.

**6. Change of name by LLP.**— (1) An LLP desirous of changing or rectifying its name shall pass a resolution by majority of not less than three-fourth of partners as are present in the meeting.

(2) Subsequent to the approval of the partners, the LLP shall make an application to the registrar as per **LLP-Form-II** along with fee specified in Fee Schedule for change of name:

Provided that the new name shall be subject to availability in accordance with the Act and these regulations.

**7. Registration of change of name and effect thereof.**- (1) Where an LLP changes or rectifies its name, the registrar shall enter the new name on the register in place of the former name, and shall issue a certificate as per **LLP-Annexure-I**.

(2) Where an LLP changes its name, it shall, for a period of three months from the date of issue of a certificate by the registrar under sub-regulation (1), continue to mention its former name along with its new name on every document of LLP and on the outside of every office or place in which its business is carried on in accordance with sub-section (5) of section 6 of the Act.

(3) The change of name shall not affect any rights or obligations of the LLP, or render defective any legal proceedings by or against the LLP and any legal proceedings that might have been continued or commenced against the LLP by its former name may be continued by or commenced against the LLP by its new name.

### CHAPTER III

#### INCORPORATION OF LIMITED LIABILITY PARTNERSHIP

**8. Application for incorporation of limited liability partnership.** – Subject to regulation 3, the applicant shall make an application to the registrar as per **LLP-Form-III** either online or in physical form for incorporation of LLP along with the following documents, –

- (a) copies of National Identity Card (NIC) of the partners and of designated partners and in case of physical application, of witness to the documents and in case of foreigner, a copy of passport;
- (b) attested copy of LLP agreement duly executed by the partners, witnessed and notarized;
- (c) consent of designated partner (if any);
- (d) In case of physical application, original bank challan evidencing the payment of fee as specified in Fee Schedule;
- (e) any other information and document as required by the registrar.

**9. Examination of documents by the registrar.** - The registrar shall examine the incorporation documents submitted for registration of LLP and if satisfied that the same are complete and in conformity with the requirements of the Act and these regulations, shall register the documents.

**10. Issuance of Certificate of Incorporation.-** On registration of incorporation documents, the registrar shall issue certificate of incorporation under his signatures and authenticated by official seal of the Registrar as per [LLP-Annexure-II](#).

**11. Refusal of Registration.** – In case the registration of LLP is refused, the applicant may file an appeal to the Appellate Bench of the Commission in terms of Section 41 of the Act within sixty days of the date of decision.

## CHAPTER IV

### PARTNERS AND DESIGNATED PARTNERS

**12. Consent to act as designated Partner.-** Every individual who agrees to act as designated partner shall file his prior consent on [LLP-Form-IV](#) [Part I] with the LLP and the LLP shall file the particulars of designated partner along with his consent to act as such with the Registrar as per [LLP-Form-IV](#) [Part II] within thirty days of the receipt of his consent.

**13. Eligibility of designated partners.-** Subject to section 10 of the Act, a person shall not be capable of being appointed as a designated partner of LLP, if he-

- (a) is a minor;
- (b) is of unsound mind;
- (c) is an undischarged insolvent;
- (d) has applied to be adjudicated as an insolvent and his application is pending;
- (e) any other disability or disqualification that renders him incapable to perform as designated partner.

**14. Registration of changes in Partners.-** (1) A notice in terms of section 14 of the Act to become or cease to be a partner or designated partner as the case may be shall be signed, authenticated under common seal of LLP and filed with the registrar within fifteen days as per **LLP-Form-V** along with the copy of LLP Agreement and fee as specified in Fee Schedule.

(2) The notice concerning admission of new partner as per sub-regulation (1), shall be accompanied by his consent to act as such as per **LLP-Form-IV** along with a copy of LLP Agreement.

(3) A notice in terms of section 14 of the Act for any change in the name or address of a partner or designated partner as the case may be, shall be signed, authenticated under common seal of LLP and filed with the registrar within fifteen days as per **LLP-Form-V** along with the copy of LLP agreement, if required and fee as specified in Fee Schedule.

**15. Form of Contribution.-** (1) The contribution of each partner shall include but not limited to moneys, negotiable instruments, properties including valuable rights, intangibles, knowledge and skills in accordance with the partnership agreement.

(2) The respective contribution of each partner may be accounted for in accordance with the partnership agreement and disclosed in the financial statements of the LLP along with nature and value of contribution.

(3) The monetary value of contribution of partners representing tangible and intangible properties shall be determined in accordance with the Company law and rules and regulations made thereunder.

**16. Partner's transferable interest.-** The LLP shall inform the Registrar, the transfer of rights of a partner to share the profits and losses of the LLP and to receive distributions to another person and shall file LLP agreement as per **LLP-Form-VIII** along with fee as specified in Fee Schedule within seven days of such change.

## CHAPTER V

### BOOKS OF ACCOUNTS AND AUDITORS

**17. Books of Accounts. -**(1) Subject to section 20 of the Act, each LLP shall maintain books of accounts at its registered office relating to its state of affairs for each year of its existence on accrual basis and according to double entry system of accounting.

(2) The books of accounts of every LLP relating to a period of not less than ten years immediately preceding the current year shall be preserved in good order.

(3) Every LLP shall prepare its financial statements within a period of four months from the end of each financial year.

Provided that the LLPs as notified by the Commission shall be required to file the financial statements along with the fee with the Registrar.

(4) The books of account shall contain—

- (a) particulars of all sums of money received and expended by the LLP and the matters in respect of which the receipt and expenditure takes place;
- (b) a record of the assets and liabilities of the LLP;
- (c) statements of cost of goods purchased, inventories, work-in-progress, finished goods and cost of goods sold;
- (d) any other records decided by the partners; and
- (e) any other particulars as notified by the Commission.

(5) The financial statements of the LLP shall be approved through resolution passed by a majority in number of partners. The financial statements shall be signed on behalf of the limited liability partnership by its designated partner and where the designated partner is not available, these shall be signed by all the partners.

**18. Appointment of Auditor.-** (1) An auditor or auditors of a LLP shall be appointed after seeking approval of partners through resolution passed by a majority of partners.

(2) The first auditor or auditors of a LLP shall be appointed by the partners within sixty days of the date of incorporation of the LLP.

Provided that the LLP shall obtain a consent in writing from the auditor before his appointment.

**19. Term of Auditors.-** (1) An auditor or auditors of an LLP shall hold office in accordance with the terms of his or their appointment.

(2) The remuneration of an auditor appointed by the limited liability partnership may be fixed by the designated partner or by following the procedure as laid down in the limited liability partnership agreement.

(3) The partners of a limited liability partnership may remove an auditor from office at any time before the expiry of term by three fourth majority of the partners by following the procedure as laid down in the limited liability partnership agreement.

(4) An auditor of an LLP may resign from his office by giving a notice in writing to that effect at the LLP's registered office.

(5) Any vacancy of the auditor shall be filled by the partners within thirty days of the date thereof.

**20. Auditors' right to information.-** (1) An auditor of a LLP has a right,-

- (a) of access, at all times, to the LLP's books, accounts and vouchers (in whatever form they are held);
- (b) to require any of the following persons to provide him with such information or explanations as he thinks necessary for the performance of his duties as auditor,-
  - (i) any partner, designated partner, officer or employee of the LLP; or
  - (ii) any person holding or accountable for any of the LLP's books, accounts or vouchers.

**21. Duties of Auditor.-** (1) The LLP's auditor shall conduct the audit and prepare his report in compliance with the requirements of International Standards on Auditing as adopted by the Institute of Chartered Accountants of Pakistan.

(2) The LLP's auditor must carry out such examination to enable him to form an opinion as to-

- (a) whether or not the financial statement present a true and fair view;
- (b) whether or not the financial statements have been prepared in accordance with the requirements of the Act and the regulations.

(3) The auditor shall make out a report on the accounts and books of accounts of the LLP on every annual financial statements and on every other document forming part of such statements including notes, statements or schedules appended thereto, the report shall state-

- (a) whether or not they have obtained all the information and explanations which to the best of their knowledge and belief were necessary for the purposes of the audit and if not, the details thereof and the effect of such information on the financial statements;
- (b) whether or not in their opinion proper books of accounts have been kept by the LLP;
- (c) whether or not in their opinion and to the best of their information and according to the explanations given to them, the said financial statements give a true and fair view-



- (i) in the case of the statement of financial position, of the state of affairs of the LLP as at the end of the financial year; and
  - (ii) in the case of the profit and loss account or the income and expenditure account, of the profit or loss or surplus or deficit, as the case may be, for its financial year.
- (d) whether or not in their opinion-
- (i) investments made, expenditure incurred and guarantees extended, during the year, were for the purpose of LLP's business; and
  - (ii) zakat deductible at source under the Zakat and Usher Ordinance, 1980 (XVIII of 1980), was deducted by the LLP and deposited in the Central Zakat Fund established under section 7 of Zakat and Usher Ordinance, 1980.

(4) Where the auditor's report contains a reference to any other report, statement or remarks which they have made on the financial statements examined by them, such statement or remarks shall be annexed to the auditor's report and shall be deemed to be a part of the auditor's report.

(5) The auditors' report-

- (a) must be either unmodified or modified; and
- (b) must include a reference to any matter, if required, to which the auditor wishes to draw attention by way of emphasis without modifying the report.

(6) Where the auditor fails to obtain all the information and explanation to the best of his knowledge and belief are necessary for the purposes of his audit, he shall state that fact in the report.

**22. Authentication of Auditor's Report.-** (1) The auditor's report shall state the name of auditor and be signed and dated.

(2) Where the auditor is an individual, the report shall be signed by him and where the auditor is a firm, the report must be signed by the partnership firm with the name of the engagement partner.

## **CHAPTER VI**

### **CONVERSION TO LIMITED LIABILITY PARTNERSHIP**

**23. Conversion from firm to limited liability partnership.-** (1) The application for conversion from firm to a LLP shall be filed as per **LLP-Form-VI [Part I]** in terms of requirements specified in Second Schedule of the Act subject to compliance with all the requirements regarding incorporation of LLP and payment of fee as per Fee Schedule of these regulations.

(2) The registrar on being satisfied with the application, shall register the LLP and issue a certificate of Incorporation as per **LLP-Annexure-II**.

**24. Conversion from private limited company to limited liability partnership.-** (1) The application for conversion from private limited company to a LLP shall be filed as per **LLP-Form-VI [Part II]** in terms of requirements as specified in the third Schedule of the Act subject to payment of fee as per Fee Schedule of these regulations.

(2) The registrar on being satisfied with the application, shall register the LLP and issue a Certificate of Incorporation as per **LLP-Annexure-II**.

## CHAPTER VII

### MODE AND MANNER OF FILING OF APPLICATIONS AND DOCUMENTS

**25. Electronic Documents.-** (1) The Commission may provide e-service for the electronic filing or lodging of the application, document or report to be filed under any provision of the Act, Rules made under the Act or under these regulations.

(2) A copy of or an extract from any document electronically filed or lodged with the Commission or the registrar or supplied or issued by the Commission or the registrar and certified to be a true copy thereof or extract therefrom under the hand and seal of an officer of the Commission or the registrar, shall be admissible in evidence in any proceedings as of equal validity as the original document.

(3) Where a document is electronically filed or lodged with the Commission or the registrar, the Commission or the registrar shall not be liable for any loss or damage suffered by any person by reason of any error or omission of whatever nature arising or appearing in any document obtained by any person under the e-service referred under these regulations, if such error or omission was made in good faith and in the ordinary course of the discharge of the duties of the Commission or the registrar.

**26. Mode of payment.-** The fee for the filing of applications, documents or reports may be paid through any of the acceptable methods of payment notified by the Commission from time to time.

**27. Payment of fees, etc.-** Except as otherwise provided, all fees and other sums payable, paid or realized under the Act or any rules or regulations made or notification issued there

under shall be accounted for to the Commission and deposited with a designated bank branch specified by the Commission for the purpose and the original receipt thereof shall be furnished to the Commission or the registrar, as the case may be, along with the document or application for which the same is payable or the other communication intimating payment.

## CHAPTER VIII

### MISCELLANEOUS

**28. Registered Office.-** An LLP shall notify the change in the registered office address or other particulars as per **LLP-Form-VII** along with fee specified in Fee Schedule within fifteen days of such change.

**29. Filing of LLP Agreement.-** An LLP shall file any change in the partnership agreement within seven days of change with the Registrar as per **LLP-Form-VIII** along with fee as specified in Fee Schedule of the Regulations.

**30. Striking off name of LLP.-** (1) The Registrar may strike the name of LLP off the register if an LLP is not carrying on any business or its operation in accordance with the provisions of the Act or has failed to comply with any provision of the Act.

(2) The registrar shall send a notice to the LLP and all its partners, of his intention to strike off the name of the LLP from the register and requesting them to send their representations within a period of one month from the date of the notice:

Provided that where the LLP is regulated under any special law, the consent in writing of the regulatory body shall be obtained prior to removal of the name of LLP off the register.

(3) At the expiry of the time mentioned in the notice under sub-regulation (2), the Registrar may, by an order, unless cause to the contrary is shown by the LLP or the registrar is satisfied that the name may not be struck off the register, strike its name off the register, and shall publish notice thereof in the Official Gazette, and on the publication in the Official Gazette of the notice, the LLP shall stand dissolved.

Provided that where an LLP which has any known assets and liabilities, the name of such LLP shall be struck off and shall be directed to proceed for voluntary winding up in accordance with the provisions of the Act.

Provided further that the liability, if any, of every designated partner and other partners of the LLP shall continue and may be enforced as if the LLP had not been dissolved.

**31. Establishment of LLP Registration Office.-** The Commission through notification shall establish offices at such places as deem fit for registration of LLP and performing other duties under the Act and the rules and regulations made thereunder.

**32. Inspection of documents kept by Registrar.-** (1) The registrar shall permit any person to inspect incorporation document, names of partners and changes if any made therein subject to payment of fee as prescribed in Fee Schedule of these regulations.

(2) The inspection of documents permitted under sub-regulation (1) shall be carried out in the presence of the registrar or an official authorized by him in this behalf and shall be completed by the applicant during the time specified for the transaction of business with the public.

(3) The registrar or other authorized official supervising the inspection, may permit notes of the inspected documents to be taken, however, verbatim copy of the document inspected may not be allowed to be taken.

**33. Issuance of copies of documents.-** The registrar shall, on the application of a person, cause copies of documents of incorporation and other documents as filed under the Act, rules or these regulations on payment of fee prescribed in Fee Schedule of these regulations.

**34. Destruction of documents.-** (1) Subject to the prior approval of the Registrar of LLP, the LLP records kept in a LLP Registration Office in physical form under the Act may be destroyed, after the expiration of ten years from the date of filing of said record in case of LLP in existence and five years from the date of dissolution in case of dissolved LLP, if the same are not of sufficient public value to justify their further preservation, or have not been ordered by the Commission or any Court or any other competent authority to be preserved for a longer period, or are not likely to be needed in connection with any pending proceedings, before any Court or authority, of which the LLP Registration Office has notice:

Provided that the physical documents and record filed at the time of incorporation of a LLP shall be preserved in the physical form permanently:

Provided further that before destroying any physical documents and record, it shall be ensured that each and every document is duly preserved in the electronic form permanently.

(2) Save as provided in sub-regulation (1), the physical record relevant to any legal proceeding, inquiry or investigation which has been initiated in respect of any LLP under any law for the time being in force, shall not be destroyed till the said proceeding attain finality or inquiry or investigation has been closed by the respective authority.

(3) The documents filed by a LLP through e-service shall be preserved permanently.

**35. Filing of documents through intermediaries.** The LLP may, for the purpose of filing of documents under these regulations, avail services of intermediary under the Intermediaries (Registration) Regulations, 2017.

**36. Official Seal.-** The LLP Registration Office shall have a seal for authentication of

documents required for or in connection with registration of LLPs:

Provided that the design of the seal shall require approval of the Registrar LLP.

**37. Penalty for contravention of the regulations.-** Whoever fails or refuses to comply with, or contravenes any provisions of these regulations be punishable with fine and, in the case of continuing failure, to a further fine, as provided in sub-section (3) of section 53 of the Act.

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**LIMITED LIABILITY PARTNERSHIP REGULATIONS, 2018**

[See Regulation 3]

**APPLICATION FOR RESERVATION OF NAME**

**PART – I**

*(To be filled by the applicant in block letters)*

	Challan No	Amount
1. Fee Payment Details		
2. Proposed name for reservation <i>(Provide three options of choice in order in which only one name shall be allowed)</i>	Option:1	
	Option:2	
	Option:3	
3. Meaning / Significance of the proposed name/s		
4. If any LLP, company or body corporate already exists with identical or similar name, please mention your relationship with such company or entity along with documentary evidence		
5. Declaration by the applicant	I do hereby solemnly and sincerely declare that the information provided in the form is true and correct and nothing is concealed.	
6. Name and Signature of applicant/authorized intermediary		
7. Registration number of authorized intermediary, if applicable		

8. N.I.C No. of applicant 

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(Passport No. in case of foreign national)

9. Postal Address 

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10. Email address 

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11. Phone number(s) - 

Mobile #:	Landline #:
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12. Date 

Day	Month	Year								
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*Enclosures:*

- (i) Original copy of paid bank challan or any other evidence of payment of fee. (in case of physical filing only)
- (ii) Any other document deemed necessary.

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**PART – II**

(for official use only)

No.

Date:

**AVAILABILITY OF NAME**

The above proposed name appears to be available for registration under the provisions of the Limited Liability Partnership Act, 2017 and Limited Liability Partnership Regulations, 2018. The proposed name shall be reserved for a period of thirty (30) days in which the proposed LLP shall be registered. In case the applicant fails to file application for incorporation of LLP within the said period, the availability of name shall stand cancelled.

<REGISTRAR>  
(Name and designation)

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**PART – III**

No.

(for official use only)

Date:

**REFUSAL OF NAME**

We regret to inform you that the proposed name is not available for registration due to the below mentioned reasons/restrictions imposed under section 6 of the Limited Liability Partnership Act, 2017 and regulation 4 of the Limited Liability Partnership Regulations, 2018:

<Reasons>

However, you may wish to adopt some other suitable name of your preference or file an appeal with the Commission, if desired.

<REGISTRAR>  
(Name and designation)



**LIMITED LIABILITY PARTNERSHIP REGULATIONS, 2018**

[See Regulation 6]

**APPLICATION FOR CHANGE / RECTIFICATION OF NAME**

**PART-I**

*(Please complete in typescript or in bold block capitals)*

1.1 LLP Incorporation Number

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1.2 Name of the LLP

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1.3 Fee Payment Details

Challan No		Challan Amount	

**PART-II**

2.1 New name of the LLP as changed/rectified

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2.2 Precise reason for Change/rectification

--

2.3 Declaration

I do hereby solemnly and sincerely declare that the information provided in the form is true, and correct to the best of my knowledge and nothing has been concealed.
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**PART-III**

3.1 Signature

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3.2 Name of Designated Partner/Authorized Intermediary

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3.3 Registration Number of Authorized Intermediary, where applicable

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3.4 Date

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**Enclosures:**

- (i) Original copy of paid bank challan evidencing payment of fee
- (ii) Copy of name availability letter
- (iii) Attested copy of resolution of the partners regarding change/rectification of name
- (iv) Amended copy of any other documents deemed necessary.




**4.2 Body Corporate**

Name	CUIN/Registration No.	Place of incorporation/registration	Name and address of registering body/authority	Registered Office	Authorized Signatory on behalf of body corporate

**Section – D– Details of Designated Partners, if any**

5.1

Name	Father/Husband Name	NIC OR Passport No	Nationality	Occupation	Residential address	Status (whether partner or nominee of partner)	Signatures

The partners hereby solemnly and sincerely declare that in case no designated partner is specified in table above then every person who from time to time is a partner of the limited liability partnership shall be a designated partner.

**Section – E– Liability of Partners**

6.1 The liability of partners of <name of LLP> shall be limited.

**PART-III**

**Statement of applicant under section 5(d) of the Act.**

7.1 Name of person making the statement

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7.2 father/husband name of person making the statement

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7.3 Profession / Designation of the person making the statement

*(Please check relevant box)*

- Authorized Intermediary
- Advocate entitled to appear before a High Court/ Supreme Court
- Chartered Accountant/ Cost & Management Accountant practicing in Pakistan engaged in the formation of LLP
- a person who has subscribed his name to the incorporation document of the proposed LLP.

7.4 Statement

I do hereby solemnly and sincerely declare that:

- a) I have been authorized by the subscribers to the incorporation document of proposed LLP to give this statement;
- b) all the requirements of the Limited Liability Partnership, 2017, and the rules, the regulations made there under in respect of matters precedent to the registration of the said LLP and incidental thereto have been complied with; and
- c) I make this solemn statement conscientiously believing the same to be true.

7.4 Signature of person making the statement

7.5 Registration Number of Authorized Intermediary, where applicable

**Enclosures:**

*Before submitting your application please check that all required documents are attached and the same are complete in all respects;*

- (i) Original copy of paid bank challan or any other evidence of payment of fee. (in case of physical filing only).
- (ii) Copies of NICs/passport of the partners/designated partners and of the person making the statement.
- (iii) Attested copy of LLP agreement duly signed, notarized and witnessed.
- (iv) Consent of designated partners, if any
- (v) Authority letter signed by all the partners in favour of the person who has been authorized to file documents
- (vi) Name availability letter
- (vii) Any other document deemed necessary by the Registrar

Witness to above signatures: *(For the documents submitted in physical form)*

Signatures	
Full Name (in Block Letters)	
Father's/ Husband's name	
Nationality	
NIC No.	
Usual residential address	

**Authorized Intermediary information, if any**

*Form submitted by*  
*Registration #*


**LIMITED LIABILITY PARTNERSHIP ACT, 2017**

[See section 10, 14 and regulation 12 and 14]

(To be filled by the partners/designated partners)

**[PART I]**

**CONSENT TO ACT AS PARTNER / DESIGNATED PARTNER**

I /We \_\_\_\_\_ son/daughter/wife of \_\_\_\_\_ having NIC Number/Passport Number have consented to act as Partner(s) / designated partner(s) of the <Name of LLP> pursuant to clause (c) of sub-section (2) of section 14 / sub-section (5) of section 10 of the Limited Liability Partnership Act, 2017, and certify that I am/we are not ineligible to become:

- (a) Partner under section 8 of the Act;
- (b) Designated partner under regulation 13.

Name(s) & Signature(s) of Partner(s)/Designated Partner(s)  
Address & Contact number of Partner/Designated Partner

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**[PART- II]**

[See Regulation 12 and section 10]  
(To be filled and filed by the LLP)

**FILING OF CONSENT TO ACT AS PARTNER / DESIGNATED PARTNER**

1.1 LLP Incorporation Number

--	--	--	--	--	--	--	--

1.2 Name of the LLP

--

2. Details of Partner(s) / Designated Partner(s)

Name	Father/ Husband Name	CNIC OR Passport No	Nationality	Occupation	Residential address

--	--	--	--	--	--

3. Signature

--

4. Name of Designated Partner/Authorized Intermediary

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5. Registration Number of Authorized Intermediary, where applicable

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6. Date

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**Enclosures:**

Fee Challan



**LIMITED LIABILITY PARTNERSHIP REGULATIONS, 2018**  
**[See Regulation 14]**

**\*NOTICE OF INDUCTION AND CESSATION OF PARTNERS AND DESIGNATED PARTNERS**

*(Please complete in typescript or in bold block capitals.)*

1.1 LLP (Incorporation Number) 

--	--	--	--	--	--	--	--

1.2 Name of the LLP 

--

1.3 Fee Payment Details      1.3.1 Challan No 

--

      1.3.2 Challan Amount 

--

Name	NIC No or passport No. in case of Foreign National	Father's / Husband's Name	Residential address	Occupation	Nationality	Date of induction / cessation	Designation (Partner/Designated partner)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
<b>2.1 New induction:</b>							
<b>2.2 Cessation:</b>							

<b>2.3 Any change in particulars of partner(s) /designated partner:</b>							

3.1 Signature

3.2 Name of Designated Partner/Authorized Intermediary

3.3 Registration Number of Authorized Intermediary, where applicable

3.4 Date









**Enclosures:**

- (i) Copy of resignation or any other documents regarding cessation of partner/designated partner.
- (ii) Copy of LLP agreement, if applicable.

\* Consent of incoming partner/ designated partner shall also be filed on LLP-Form –IV

**LIMITED LIABILITY PARTNERSHIP ACT, 2017**  
[See section 25 & 26 and Regulation 24 & 25]

**APPLICATION FOR CONVERSION OF FIRM OR A PRIVATE COMPANY INTO  
LIMITED LIABILITY PARTNERSHIP**

*(To be completed by the applicant in block letters)*

1. Fee Payment Details
- 1.1 Challan No
- 1.2 Challan Amount (Rs.)

**PART-I**

(Applicable in case of conversion of a firm into an LLP)

**FIRM INFORMATION**

- 2.1 Name of the Firm
- 2.2 Registration No. of Firm
- 2.3 Date of Registration of Firm
- 2.4 Name of registering authority

2.5 The partners of Firm hereby solemnly and sincerely declare the following:

- (i) The firm appears to be able to pay its debts as they become due in the normal course of business; and
- (ii) All the partners and creditors have agreed with the application to convert to a limited liability partnership.

- (iii) The partners of the LLP to which it converts comprise of all the partners of the firms and no one else.
- (iv) Whatever stated herein above is correct and nothing has been concealed.

Name of Partners of Firm	Signature

**PART-II**  
**(Applicable in case of conversion of a private company into an LLP)**

**Company Information**

2.1 Name of Company

2.2 CUIIN of Company

2.3 Date of Incorporation                   

- 2.4 The shareholders of the Company hereby solemnly and sincerely declare the following:
- (i) There is no security interest in its assets subsisting or in force at the time of application; and
  - (ii) The partners of the Limited Liability Partnership to which it converts comprise of all the shareholders of the company and no one else.
  - (iii) Whatever stated herein above is correct and nothing has been concealed.

Name of shareholder of the Company	Signature

2.5 Date                   

Witness to above signatures: *(For the documents submitted in physical form)*

Signatures	
Full Name (in Block Letters)	
Father's/ Husband's name	
Nationality	
NIC No.	
Usual residential address	

**Authorized Intermediary/authorized person information, if any**

Form submitted by \_\_\_\_\_  
Registration no of intermediary, if any \_\_\_\_\_

**Enclosures:**

*Before submitting your application please check that all required documents are attached and the same are complete in all respects;*

- (i) Original copy of paid bank challan or any other evidence of payment of fee. (in case of physical filing only)
- (ii) Copies of NICs/passport of the partners/designated partners
- (iii) Attested copy of LLP agreement duly signed, notarized and witnessed.
- (iv) Consent of Creditors (if any)
- (v) Copy of registration certificate of Firm
- (vi) Authority letter signed by all the partners in case any other person has been authorized to file documents.
- (vii) Any other document deemed necessary by the Registrar LLP.

**LIMITED LIABILITY PARTNERSHIP REGULATIONS, 2018**

[See Regulation 29]

**CHANGE OF REGISTERED OFFICE**

**PART-I**

*(Please complete in typescript or in bold block capitals.)*

1.1 LLP (Incorporation Number)

1.2 Name of the LLP

1.3 Fee Payment Details Challan No  Challan Amount

**PART-II**

2.1 Previous Registered office address

2.2 New Registered office address

Telephone Number  Website(if any)

Mobile Number  Email Address

**PART-III**

3.1 Signature

3.2 Name of Designated Partner/Authorized Intermediary

3.3 Registration Number of Authorized Intermediary, where applicable

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3.4 Date

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[LLP Form VIII]

**LIMITED LIABILITY PARTNERSHIP REGULATIONS, 2018**

[See Regulation 30]

**CHANGE IN LIMITED LIABILITY PARTNERSHIP AGREEMENT**

**PART-I**

*(Please complete in typescript or in bold block capitals.)*

1.1 LLP (Incorporation Number)

--	--	--	--	--	--	--

1.2 Name of the LLP

--

1.3 Fee Payment Details

1.3.1 Challan No

--

1.3.2 Challan Amount

--

**PART-II**

2.1 Signature

--

2.2 Name of Designated Partner/Name of authorized Intermediary and registration no

--

2.3 Date of change in agreement

--

2.4 Brief of change in LLP agreement

i.	Induction of new partner	
ii.	Cessation of existing partner	
iii.	Change in objects	
iv.	Transfer of right/labability of any partner	
v.	Any other	

2.5 Date

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**Enclosures:**

Limited Liability Partnership Agreement



[LLP-Annexure-I]



**SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN  
LLP REGISTRATION OFFICE**

**CERTIFICATE OF INCORPORATION ON  
CHANGE OF NAME OF LIMITED LIABILITY PARTNERSHIP**

[Under section 6 of the Limited Liability Partnership Act, 2017]

Limited Liability  
Partnership Incorporation No. <LLPIN # >

I hereby certify that pursuant to the provisions of section 6 of the Limited Liability Partnership Act, 2017, the name of <Previous name of LLP> has been changed to <New name of LLP> and that the said LLP has been duly incorporated as a Limited Liability Partnership under the provisions of the said Act.

[This change is subject to the condition that for period of three months from the date of issue of this certificate, the LLP shall continue to mention its former name along with its new name on the outside of every office or place in which its business is carried on.][**Not applicable in case of rectification of Name**]

Given under my hand at **(LOCATION)** this **(DAY)** day of **(MONTH)**, Two Thousand and **YEAR**.

<REGISTRAR\*>

\*Designation of the officer signing the certificate.



**SECURITIES AND EXCHANGE COMMISSION OF PAKISTAN  
LLP REGISTRATION OFFICE**

**CERTIFICATE OF INCORPORATION**

[Under section 7 of the Limited Liability Partnership Act, 2017 (XV of 2017)]

Limited Liability Partnership Incorporation No. **##LLPIN##**

I hereby certify that **##LLP Name##** is this day incorporated under the Limited Liability Partnership Act, 2017 (XV of 2017).

Given under my hand at **(LOCATION)** this **(DAY)** day of **(MONTH)**, Two Thousand and **YEAR**.

<REGISTRAR\*>

(Official Seal)

\*Designation of the officer signing the certificate.

## FEE SCHEDULE

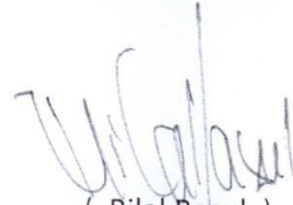
### Fees

Item	*In case of online submission of documents / application (Rs.)	In case of offline/physical submission of documents/ application (Rs.)
Reservation of Name	100	200
Rectification/Change of Name	500	1,000
Registration of LLP	1,000	2,000
Certified true copy (per document) except LLP agreement and financial statements.	100	200
Certified true copy of LLP agreement and financial statements, calculated at the rate, per page required to be copied, subject to a minimum fee of one hundred rupees, a fee of ...	10	20
For filing or registering any notice, accounts or document, required to be filed or registered under the Act	100	200
For inspection of documents and register kept by the registrar in respect of a LLP	100	200
Conversion of Firm to LLP	500	1,000
Conversion of Private Limited Company to LLP	500	1,000
Appeal	500	1,000
For providing a system generated list of LLP registered with the Commission, a fee calculated at the rate per data field, subject to a minimum fee of five hundred rupees, a fee of ...	2 per data field	2 per data field
For a system generated LLP profile, per LLP, a fee of ...	100	100

\* subject to availability of online facility.

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[No. CLD/CCD/PR(15)/2016]



( Bilal Rasul )

Secretary to the Commission