

# Dissolution and Winding Up of Limited Liability Partnership (LLP)

## 1. Introductory Provisions

This Dissolution and Winding Up Document ("Agreement") is made on \_\_\_\_ / \_\_\_\_ / \_\_\_\_ by and among the Partners of **[LLP Name]**, LLP Identification Number: **[LLPIN]**, having its registered office at **[Registered Address]**.

## 2. Background

The Partners have mutually agreed that the LLP shall be dissolved and wound up in accordance with the provisions of the Limited Liability Partnership Act, 2008, and the terms set out below.

## 3. Reasons for Dissolution

The reason(s) for dissolution of the LLP are:

## 4. Effective Date of Dissolution

The date from which the dissolution is deemed effective is

## 5. Appointment of Liquidator (if any)

The Partners hereby appoint as the Liquidator for winding up the affairs of the LLP.

## 6. Statement of Assets, Liabilities, and Dues

A statement showing assets, liabilities, and dues as on the date of dissolution is annexed herewith as **Annexure A**.

## 7. Settlement of Accounts

The LLP's property shall be applied in the following order of priority:

- Payment of LLP's debts and liabilities (including those of partners for which the LLP is liable)
- Repayment of any capital contribution
- Distribution of any surplus among the Partners in their profit-sharing ratio

## 8. Indemnity

The Partners undertake to indemnify and hold harmless each other and the LLP, from and against any claims or demands arising after the date of dissolution in respect of any matter related to the LLP.

## 9. Miscellaneous

This Agreement is governed by the provisions of the Limited Liability Partnership Act, 2008, and other applicable laws.

This Agreement represents the entire understanding between the Partners regarding the dissolution.

IN WITNESS WHEREOF, the Partners have signed this document on the date first mentioned above.

---

Partner 1 Name

---

Partner 2 Name

---

Date

### Important Notes:

- This template is a sample only and should be tailored to fit the specific circumstances of your LLP.
- Ensure statutory requirements under applicable laws and LLP Agreement are met before executing dissolution.
- The final dissolution must be filed with the relevant Registrar/Authority as per the law.
- Legal advice is recommended for completing the dissolution process.