



Ease of Doing Business - Incorporation of Company with Spice+ Form

CA. Mehul Shah
B. Com, F.C.A., DISA (ICAI).

Care, Pair, and Share

KNOWLEDGE THAT MATTERS. EXPERIENCE THAT COUNTS.

Acknowledgment

- Study Group of Corporate Laws & Corporate Governance Committee the Institute of Chartered Accountants of India
- Mr. Chandrashekhar Chitale, CCM and Chairman of the Committee
- Mr. Durgesh Kabra, CCM and Vice Chairman of the Committee
- Ms. Priti Savla, RCM
- Mr. Kusai Goawala
- Mr. Avinash Ravani
- Ms. Ruta Chitale



MAJOR JUMP IN 'EASE OF DOING BUSINESS' RANKINGS

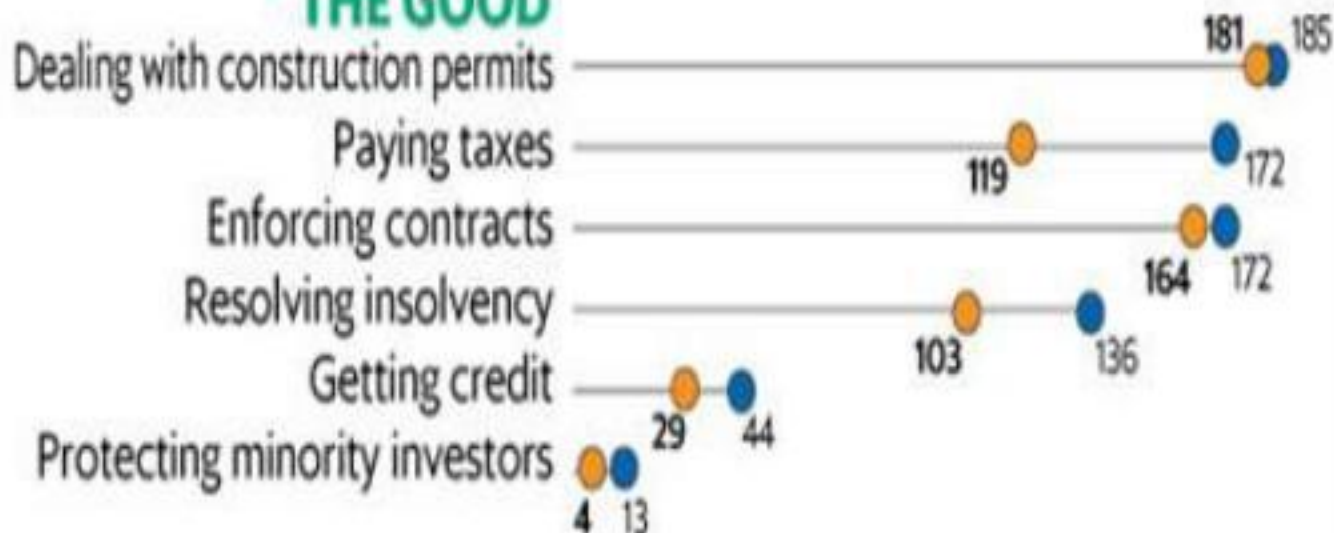
World Bank acknowledges
India's Reform Trajectory under PM Modi



HOW INDIA DID IT



THE GOOD



THE BAD



I believe it is possible to take India to the first 50 ranks in Doing Business ranking, as envisioned by Prime Minister Narendra Modi

Arun Jaitley
Finance minister



Ease of doing business - Parameters

- Starting a **Business**.
 - Dealing with Construction Permits.
 - Getting Electricity.
 - Registering Property.
 - Getting Credit.
 - Protecting Minority Investors.
 - Paying Taxes.
 - Trading across Borders.
-

Decision for Selection of entity

Features, Advantages, Challenges	Proprietary Concern	Partnership	Limited Liability Partnership	Private Company	Public Company	One Person Company
Registration formalities	Very easy	Easy	Involves incorporation procedure	Involves incorporation procedure	Involves incorporation procedure	Involves incorporation procedure
Cost involved in Creation of entity	Least	Less	Registration fees as prescribed	Registration fees as prescribed	Registration fees as prescribed	Registration fees as prescribed

Decision for Selection of entity

Features, Advantages, Challenges	Proprietary Concern	Partnership	Limited Liability Partnership	Private Company	Public Company	One Person Company
Number of people to be involved to make it operational	One	At least Two	At least Two	At least Two	At least Three	One
Maintenance cost	Relatively less	Less	Involves certain mandatory compliances like filing of documents, maintenance of registers, mandatory audit if limit exceeded, etc.	Involves certain mandatory compliances like filing of documents, maintenance of registers, mandatory audit, etc.	Involves certain mandatory compliances like filing of documents, maintenance of registers, mandatory audit, etc.	Involves certain mandatory compliances like filing of documents, maintenance of registers, mandatory audit if limit exceeded, etc.

Decision for Selection of entity

Features, Advantages, Challenges	Proprietary Concern	Partnership	Limited Liability Partnership	Private Company	Public Company	One Person Company
Tax Advantages	Normal rate of tax @ 10%, 20%, 30% plus surcharges and cess	@ 30% plus surcharges and cess	@ 30% plus surcharges and cess	<p>@ 15% plus surcharges and cess if manufacturing company.</p> <p>@ 25% plus surcharges and cess if any other company.</p> <p>@ 22% plus surcharges and cess if company forgoes certain tax deductions and exemptions.</p>	<p>@ 15% plus surcharges and cess if manufacturing company.</p> <p>@ 25% plus surcharges and cess if any other company.</p> <p>@ 22% plus surcharges and cess if company forgoes certain tax deductions and exemptions.</p>	<p>@ 15% plus surcharges and cess if manufacturing company.</p> <p>@ 25% plus surcharges and cess if any other company.</p> <p>@ 22% plus surcharges and cess if company forgoes certain tax deductions and exemptions.</p>

Decision for Selection of entity

Features, Advantages, Challenges	Proprietary Concern	Partnership	Limited Liability Partnership	Private Company	Public Company	One Person Company
Operational Advantages	Easy to operate – least interference	Comparatively Easy to operate – less interference	Comparatively Easy to operate – less interference. No limit on partners	Separation of ownership and management Enjoys many exemptions from applicability of the provisions of the Companies Act 2013 Small companies enjoy more exemptions	Separation of ownership and management No liability of directors towards Government dues (e.g., section 179 of the Income-tax Act 1961)	Easy to operate – least interference Enjoys many exemptions from applicability of the provisions of the Companies Act 2013 Small companies enjoy more exemptions

Decision for Selection of entity

Features, Advantages, Challenges	Proprietary Concern	Partnership	Limited Liability Partnership	Private Company	Public Company	One Person Company
Operational challenges	Unlimited liability	Unlimited liability	Two partners to be designated partners – One to be resident	One of the directors to be resident Limit on membership to 200 Directors' liability unlimited towards Government dues (e.g., section 179 of the Income-tax Act 1961)	All provisions of the Companies Act 2013 are applicable	Compulsory Conversion of OPC in to normal company when it has a paid-up capital of more than or equal to Rs. 50 lakhs or the Annual turnover during the relevant period exceeds Rs. 2 crore,

Decision for Selection of entity

Features, Advantages, Challenges	Proprietary Concern	Partnership	Limited Liability Partnership	Private Company	Public Company	One Person Company
Record keeping	Least records	Less records	Comparatively less records	High volume of records like minutes book, statutory registers, etc.	High volume of records like minutes book, statutory registers, etc.	Comparatively less records
Bankers' preferred entity	Less preferred as no facility of charge registration	Less preferred as no facility of charge registration	Less preferred as no proper facility of charge registration	Preferred as facility of charge registration	Preferred as facility of charge registration	Preferred as facility of charge registration

Incorporation



The Companies Act 2013

- Section 3 - Lawful Purpose
 - Formation of a Public Company
 - Formation of a Private Company
 - Formation of a One Person Company (Private)
 - Section 4 – Memorandum of Association
 - Section 5 – Articles of Association
-

Prerequisites for Formation

- Digital Signatures
 - Directors Identification Numbers (can be applied simultaneously while forming a company).
 - Choosing form of company, (private, public, and a One Person Company).
 - Minimum Number of members
 - Minimum number of directors
 - Minimum paid up share capital
-

Minimum Numbers required

Form of Company	Private Company	Public Company	One Person Company (to be treated as a private company)
Minimum Number of members	Two	Seven	One
Minimum number of directors	Two	Three	One

Minimum Numbers required

Form of Company	P r i v a t e Company	P u b l i c Company	One Person Company (to be treated as a private company)
Minimum paid up share capital	Authorised Capital – Rs. 100,000 Minimum paid-up capital removed	Authorised Capital – Rs. 500,000 Minimum paid-up capital removed	Authorised Capital – Rs. 100,000 Minimum paid-up capital removed

Types of Companies

- Company limited by shares
 - Company limited by guarantee
 - Unlimited company
 - Producer Company
 - Nidhi Company
 - Foreign Company
 - Companies with charitable objects (Section 8 Company)
-

Name of the Company

- Identical with or resemble too nearly to the name of an existing company registered under this Act or any previous company law; or
- Its use by the company—
 - will constitute an offence under any law for the time being in force; or
 - is undesirable in the opinion of the Central Government.

Name of the Company

- Any word or expression likely to give the impression that the company is in any way connected with, or having the patronage of, the Central Government, any State Government, or any local authority, corporation or body constituted by the Central Government or any State Government under any law for the time being in force; or
- Such word or expression, as may be prescribed,
- **Unless the previous approval of the Central Government has been obtained for the use of any such word or expression.**
- Check existing Trademark in connection with name applied

Name of the Company

- Use of form RUN (Reservation of name)
- February 23, 2020 only for Change of name
- Use SPICe+ for Incorporation

Memorandum of Association

- Last word "Limited" in the case of a public limited company,
 - Last words "Private Limited" in the case of a private limited company.
 - No Suffix Private Limited or Limited to a company registered under section 8
 - In case of OPC, _____ OPC Private Limited
 - In case of IFSC Company _____ (IFSC) Private Limited / Limited
-

Memorandum of Association

- Use of words Pvt. Ltd. / P. Ltd. / Pte. Ltd.

- **Objects Clause**

- (a) The objects to be pursued by the company on its incorporation (Main Objects)

- (b) Matters which are necessary for furtherance of the objects specified [(a) above].

No other object clauses permitted

Memorandum of Association

- Liability Clause
 - Limited by shares / Guarantee / Unlimited

- Share Capital clause
 - Authorized
 - Minimum Paid up capital?

- Subscription to Memorandum
 - Name
 - Address
 - Occupation
 - Number of shares subscribed

Memorandum of Association

- In the case of One Person Company, name of the person who in the event of death of the subscriber shall become the member of the company
 - eMOA
 - eAOA
-

Memorandum of Association

- Schedule I

Table A	Memorandum Of Association of a Company Limited By Shares
Table B	Memorandum Of Association of a Company Limited By Guarantee and Not Having Share Capital
Table C	Memorandum Of Association of a Company Limited By Guarantee and Having Share Capital
Table D	Memorandum Of Association of an Unlimited Company and Not Having Share Capital
Table E	Memorandum Of Association of an Unlimited Company and Having Share Capital

Memorandum of Association

- Important Clauses:

- Opening of bank account
- Acquisition of business / other entities
- Conversion into any other form of organization
- Enter in to contracts
- To merge / demerge
- Ancillary objects supporting main objects

Articles of Association

Table F	Articles Of Association of a Company Limited By Shares
Table G	Articles Of Association of a Company Limited By Guarantee and Having Share Capital
Table H	Articles Of Association of A Company Limited By Guarantee and Not Having Share Capital
Table I	Articles Of Association of an Unlimited Company and Having Share Capital
Table J	Articles Of Association of an Unlimited Company and Not Having Share Capital

Articles of Association

- Provisions for entrenchment
 - Specified provisions of the articles may be altered only if conditions or procedures as that are more restrictive than those applicable in the case of a special resolution, are met or complied with.
 - Where one wants to specifically enforce the applicability of certain actions, which cannot be overridden until and unless supported by super majority or a referendum or in order to protect the interest of minority shareholders, where the consent of minority party is required to override the same.
 - Give notice to the Registrar of such provisions in such form and manner in Form SPICe+
-

Articles of Association

- Regulations of AOA not to be inconsistent with any provisions of the Companies Act 2013
- Adopt all or any of the regulations contained in the model articles applicable to such company
- Share Capital Clause – Same as prescribed in Memorandum – Ordinary vis-à-vis Special Resolution

Articles of Association

- Share capital clause
- First Directors
- Number of days to convene a general meeting
- Exemptions to private companies, if any (where it is written that if Articles of a private company otherwise provide....)

SPICe+ Form

**Notification G.S.R 128(E) 18th February,
2020**

**The Companies (Incorporation)
Amendment Rules, 2020.**




Difference between SPICe and SPICe+?

- SPICe is an e-form,
- **SPICe+** - an integrated Web form offering 10 services:
 - Ministry of Corporate Affairs,
 - Ministry of Labour
 - Department of Revenue in the Ministry of Finance;
 - One State Government (Maharashtra),
- Post Log in Web form - Saving many procedures, time and cost for Starting a Business in India.
- Initiatives and commitment of Government of India towards Ease of Doing Business (EODB).

SPICe+

Welcome Guest Corporate Seva Kendra Forms & Downloads Sitemap Login Register Type here to Search... A⁺ A⁻

 Ministry of Corporate Affairs
Government of India

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सत्यमेव जयते

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DIN Services

[Enquire DIN Status](#)[Verify DIN PAN Details of Director](#)[DIR-3-KYC-WEB](#) **NEW**

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[Enter/Update Partner Details](#) [Enter Form 3 Or Form 3&4 Details](#)

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DSC Services



DIN Services



Master Data



LLP Services



LLP Services For Business User



e-Filing



Company Services



SPICe+

SPICe+

New Application



Existing Applications

Once you have submitted the name reservation request it will then be checked and, if found feasible, approved by the Central Registration Centre (CRC). You will receive an email from the CRC



[New Application](#)[Existing Applications](#)

Start Date

End Date

Application No	Proposed/Approved Name	Last Modified
INC0000000192	KBC (OPC) PRIVATE LIMITED	23-02-2020
INC0000000160	FIRMM LIMITED	22-02-2020
INC0000000162	GUCCI LIMITED	22-02-2020
INC0000000188	T2 PRIVATE LIMITED	21-02-2020
INC0000000187	TIMEPAS LIMITED\TIMEPAS UAT LIMITED	21-02-2020
INC0000000186	TIMES LIMITED	21-02-2020
INC0000000184	TATA (OPC) PRIVATE LIMITED	21-02-2020
INC0000000183	I1 (OPC) PRIVATE LIMITED	21-02-2020
INC0000000170	PARTYY (OPC) PRIVATE LIMITED	21-02-2020
INC0000000169	RUNM LIMITED	21-02-2020



SPICe+ Part A

Name Reservation

Type of Company *

New Company (Others) ▼

Class of Company *

▼

Category of Company *

▼

Sub-Category of Company *

▼

Main division of industrial activity of the Company *

15

Description of the main division

Manufacture of food products and beverages

Particulars of the proposed or approved name *

i. AMISH FOODS PRIVATE LIMITED

ii.

Browse...

Type of Company *

New Company (Others) ▼

Class of Company *

Private ▼

Category of Company *

Company limited by shares ▼

Sub-Category of Company *

Non-government company ▼

Main division of industrial activity of the Company *

1

Description of the main division

Activities Agriculture, Hunting and related
Service activities

Particulars of the proposed or approved name *

i.

TESTABC PRIVATE LIMITED

ii.

Choose File

No file chosen

Auto-Check

Save

Submit



Confirmation Alert

Choose whether you want to proceed for incorporation or only submit application for name reservation?

Submit for Name Reservation

Proceed for Incorporation

Cancel

i. TESTABC PRIVATE LIMITED

ii.

Choose File No file chosen

Auto-Check

Save

Submit

SPICE Part B

Structure of the company

1. Whether Articles of Association is entrenched * Yes No

2. Company is * Having share capital Not having share capital

3. Capital structure of the company *

Total authorized share capital (in Rupees)

Authorized share capital	Equity	Preference	Unclassified
Number of shares	<input type="text"/>	<input type="text"/>	<input type="text"/>
Nominal amount per share (in Rupees)	<input type="text"/>	<input type="text"/>	<input type="text"/>
Total amount (in Rupees)	<input type="text"/>	<input type="text"/>	<input type="text"/>

Total subscribed share capital (in Rupees)

Subscribed share capital	Equity	Preference
Number of shares	<input type="text"/>	<input type="text"/>

SPICE+ Part B

Structure of the company

1. Whether Articles of Association is entrenched *

Yes No

2. Company is *

Having share capital Not having share capital

3. Capital structure of the company *

Total authorized share capital (in Rupees)

100000

Authorized share capital	Equity	Preference	Unclassified
Number of shares	10000	0	
Nominal amount per share (in Rupees)	10		
Total amount (in Rupees)	100000	0	

Total subscribed share capital (in Rupees)

100000

Subscribed share capital	Equity	Preference
Number of shares	10000	0
Nominal amount per share (in Rupees)	10	
Total amount (in Rupees)	100000	

Save & Continue

Address of the Company

Correspondence address *

Line I *

Mumbai

Line II

City *

Delhi

State/Union Territory *

Delhi



Pin code *

110001

District *

Central Delhi



Phone (with STD code) *

22

-

25014474

Fax

Email ID of the company *

amish@amis.com

Whether the address for correspondence is the address of registered office of the company *

Yes

No

Name of the office of the Registrar of Companies in which the proposed company is to be registered *

Registrar of Companies, National Capital Territ



Prev

Save & Continue

SPICe+ Part B

Subscriber and Directors Details

Number of first subscriber(s) to MOA and directors of the company *

	Having valid DIN	Not having valid DIN
Total number of first subscribers (non-individual + individual)	<input type="text" value="0"/>	<input type="text" value="2"/>
Number of non-individual first subscriber(s)	<input type="text" value=""/>	<input type="text" value="0"/>
Number of individual first subscriber(s) cum director(s)	<input type="text" value="0"/>	<input type="text" value="2"/>
Total number of directors (director(s) who is/are not subscriber(s) + subscriber(s) cum director(s) as mentioned in above Row no. 3)	<input type="text" value="0"/>	<input type="text" value="2"/>

Prev

Save & Continue

SPICe+ Part B

Subscriber and Directors Details

b. Particulars of non-individual first subscriber(s)

c. Particulars of individual first subscriber(s) (other than subscriber cum director)

d. Particulars of individual first subscriber(s) cum directors

II

Add/Edit

II

Add/Edit

e. Particulars of directors (other than first subscribers)

Prev

Save & Continue

Particulars of individual first subscriber(s) cum directors

First Name *

Amish

Middle Name

Surname *

Shah

Father's First Name *

Kant

Father's Middle Name

Father's Surname *

Shah

Gender *

MALE ▼

Date of Birth *

Select Date *

01/04/2002



Nationality *

INDIA ▼

Place of birth (District and State) *

Mumbai

Whether citizen of India *

Yes No

Whether resident in India *

Yes No

Occupation type *

SelfEmployed Professional Homemaker Student Serviceman

Area of Occupation *

Others ▼


Part A –

Name Reservation (New Companies only)

Part B

- Company Incorporation
- Application for DIN
- PAN Application
- TAN Application
- GSTIN Application



Part B


- EPFO Registration
 - ESIC Registration
 - Opening of Bank Account for the Company
 - Profession Tax Registration (only for Maharashtra)
-
- 

1.	*Memorandum of association;	Attach
2.	*Articles of Association;	Attach
3.	Declaration by first subscriber(s) and director(s) (Affidavit is not required to be attached);	Attach
4.	Proof of Office address (Conveyance/Lease deed/Rent Agreement along with rent receipts);	Attach
5.	Copy of the utility bills (not older than two months);	Attach
6.	Copy of certificate of incorporation of the foreign body corporate and resolution passed by foreign company or authority given through constitutional document;	Attach
		Attach
7.	Resolution passed by promoter company;	Attach
8.	Interest of first director(s) in other entities;	Attach
9.	Consent of Nominee (INC-3);	Attach
10.	Proof of identity & residential address of subscribers;	Attach
11.	Proof of identity & residential address of nominee;	Attach
12.	Proof of identity and address of Applicant I;	Attach
13.	Proof of identity and address of Applicant II;	Attach
14.	Proof of identity and address of Applicant III;	Attach
15.	Resolution of unregistered companies in case of Chapter XXI (Part I) companies	Attach
16.	Declaration in Form No. INC-14	Attach
17.	Declaration in Form No. INC-15	Attach
18.	Optional attachment(s), (if any)	Attach
19.	Attachment – Part A	Attach

X. Declaration and Certification by Professional

Declaration and Certification by Professional

I 
member of 
having office at *



Who is engaged in the formation of the company declare that I have been duly engaged for the purpose of certification of this form. It is hereby also certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that:

- (i) the draft memorandum and articles of association have been drawn up in conformity with the provisions of sections 4 and 5 and rules made thereunder; and
- (ii) all the requirements of Companies Act, 2013 and the rules made thereunder relating to registration of the company under section 7 of the Act and matters precedent or incidental thereto have been complied with. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- (iii) I have opened all the attachments to this form and have verified these to be as per requirements, complete and legible;
- (iv) I further declare that I have personally visited the premises of the proposed registered office given in the form at the address mentioned herein above and verified that the said proposed registered office of the company will be functioning for the business purposes of the company (wherever applicable in respect of the proposed registered office has been given).
- (v) It is understood that I shall be liable for action under Section 448 of the Companies Act, 2013 for wrong certification, if any found at any stage.

* Chartered accountant (in whole-time practice) or Cost accountant (in whole-time practice) or
 Company secretary (in whole-time practice) Advocate

* Whether associate or fellow Associate Fellow

* Membership number

Certificate of practice number

* Income-tax PAN




For office use only:

eForm Service request number (SRN)

eForm filing date

(DD/MM/YYYY)

Some FAQs.

- How do I track my application?
 - Application Number refers to a system generated number given to an application for Name reservation / Incorporation which is yet to be submitted/uploaded by the user.
- 
- Can I Reserve name using form RUN?
 - Name(s) of a company can be reserved in Part A of **SPICe+**. In case the applicant wants to apply for name, incorporation, and other integrated services together, he can do so together by filling necessary information in Part A and Part B.

Some FAQs.

- Is it mandatory to attach documents while reserving name through Part A?
 - No.
 - Mandatory to attach relevant documents and No Objection Certificates(NOCs) in Part A of **SPICe+** only when a name which requires the approval of a Sectoral Regulator or NoC, etc. if applicable, as per the Companies(Incorporation) Rules, 2014, is being applied for.
 - Please note that only one file is allowed to be uploaded as an attachment and the size of the file should not exceed 6MB in case of Part A **SPICe+** and overall limit of form size shall not exceed 6MB in case both Part A **SPICe+** and Part B **SPICe+** are filed together.
 - In case of multiple attachments for Part A **SPICe+**, please scan all documents into a single file and upload the same.

Some FAQs.

- Can user who has an approved name in part A allow other user to use it for filing part B?
 - No. The same user login ID which was used for reserving the name has to be used for submitting and uploading **SPICe+** and other linked forms.
 - Filing fee?
 - Yes. Companies getting incorporated through **SPICe+** with an Authorized Capital up to INR 15,00,000 would continue to enjoy 'Zero Filing Fee' concession.
 - RSUB Chances
 - RSUB chances would remain the same.
-

Some FAQs.

- Changes in Spice
 - Changes/modifications to **SPICe+** (even after generating pdf and affixing DSCs), can be made up to **five times** by editing the same web form application which has been saved, generating the updated pdf affixing DSCs and uploading the same
 - Procedure of filing
 - Once the **SPICe+** is filled completely with all relevant details, the same would then have to be converted into pdf format, with just a click of the mouse button, for affixing DSCs. Thereafter all digitally signed applications can be uploaded along with the linked forms as per the hitherto process.
-

Some FAQs.

- EFPO, ESIC

- Yes. Registration for EPFO and ESIC shall be mandatory for all new companies incorporated w.e.f 23rd February 2020 and no EPFO & ESIC registration nos. shall be separately issued by the respective agencies – **MCA Clarification** - Will have to file statutory returns only when they cross thresholds prescribed under the relevant Acts.

- Opening of bank account – ICICI Bank

- Yes. All new companies incorporated through **SPICe+** (w.e.f 23rd February 2020) would also be mandatorily required to apply for opening the company's Bank account through the AGILE-PRO linked web form.

Some FAQs.

- eMoA and eAoA

- In case number of subscribers and / or directors to eMoA and eAoA is up to twenty and all such subscribers and / or directors have DIN / PAN, it shall be mandatory for each one of them to obtain a DSC

- DSC association

- First directors not having DIN / Subscribers having PAN shall associate their DSC under 'authorised representative' by providing their PAN. Once DIN is allocated for first directors post approval of **SPICe+**, DSC may be updated against DIN by using 'Update DSC' service.

Some FAQs.

- DIR 9 Generation (Declaration by subscribers and first directors)
 - INC-9 shall be auto-generated in pdf format and would have to be submitted only in electronic form in all cases, except where: (i) Total number of subscribers and/or directors is greater than 20 and / or (ii) Any such subscribers and / or directors has neither DIN nor PAN.
 - AGILE – PRO
 - AGILE-PRO contains application for GSTIN / EPFO / ESIC / Profession Tax Registration (in Maharashtra) and Opening of Bank A/c.
-

Some FAQs.

- What are the linked forms to be filed along with SPICe+?

Type of company	eMOA	eAOA	INC-9	URC-1	AGILE-PRO
Part I LLP to Company- [where total number of subscribers and/or directors is less than or equal to 20 and all such subscribers and/or directors have DIN/PAN]	*Mandatory	*Mandatory	Mandatory	Mandatory	Mandatory
Part I Firm to company - [where total number of subscribers and/or directors is less than or equal to 20 and all such subscribers and/or directors have DIN/PAN]	*Mandatory	*Mandatory	Mandatory	Mandatory	Mandatory

Some FAQs.

Type of company	eMOA	eAOA	INC-9	URC-1	AGILE-PRO
Other than Part I Section 8 company/ Part I LLP to Company/ Part I Firm to company/Section 8 company. [where total number of subscribers and/or directors is less than or equal to 20 and all such subscribers and/or directors have DIN/PAN]	*Mandatory	*Mandatory	Mandatory	NA	Mandatory
Part I LLP to Company- [where total number of subscribers and/or directors is greater than 20 OR any such subscribers and/or directors does not have DIN/PAN]	*Mandatory	*Mandatory	NA	Mandatory	Mandatory

Some FAQs.

Type of company

eMOA

eAOA

INC-9

URC-1

AGILE-PRO

Part I Firm to company - [where total number of subscribers and/or directors is greater than 20 OR any such subscribers and/or directors does not have DIN/PAN]

*Mandatory

*Mandatory

NA

Mandatory

Mandatory

Other than Part I Section 8 company/ Part I LLP to Company/ Part I Firm to company/Section 8 company. [where total number of subscribers and/or directors is greater than 20 OR any such subscribers and/or directors does not have DIN/PAN]

*Mandatory

*Mandatory

NA

NA

Mandatory

Some FAQs.

- Stakeholders are required to file e-MoA and e-AoA i.e. by way of linked filing of INC-33 and INC-34 in all cases **except the following:**
 - - Section 8 company selected in field 1 (a) or
 - - all or any of the non-individual first subscribers are based outside India or
 - - Part I Section 8 company selected in field 1 (a) or
 - - Number of subscribers entered in the field 8(a) 'Total number of first subscribers (non-individual + individual)' are more than seven
 - - Individual foreign subscribers do not possess a valid business visa
- In case of the above-mentioned exception(s), MoA and AoA shall always be attached under the Attachments section of **SPICe+** form (INC-32).

Some FAQs.

- **What is the sequence of uploading linked forms to SPICe+?**
 - **SPICe+**
 - ---->e MOA[if applicable]
 - ----> e AOA[if applicable]
 - ----> URC-1[if applicable]
 - ---->AGILE-PRO[mandatory in all the cases]
 - ---->INC-9[if applicable]
-

Some FAQs.

- What are the exceptional scenarios in which pdf attachments (MOA, AOA) should be used instead of eMoA, eAoA with SPICe +(INC-32)? - **Maximum number of subscribers allowed shall be 7**

S. No.	Scenario	Forms Filed
1	Non-Individual first subscriber based outside India	SPICe+ (INC-32) with apostillised MOA and AOA as attachments
2	Non-Individual first subscriber based in India	SPICe+ (INC-32) with linked filing of eMOA (INC-33) and eAOA (INC-34)
3	Indian National being Subscriber other than director	SPICe+ (INC-32) with linked filing of eMOA (INC-33) and eAOA (INC-34)

Some FAQs.

- What are the exceptional scenarios in which pdf attachments (MOA, AOA) should be used instead of eMoA, eAoA with SPICe +(INC-32)?

S. No.	Scenario	Forms Filed
4	Indian National being Subscriber-cum-Director	SPICe+ (INC-32) with linked filing of eMOA (INC-33) and eAOA (INC-34)
5	Foreign National being Subscriber other than director having valid DIN	SPICe+ (INC-32) with linked filing of eMOA (INC-33) and eAOA (INC-34) along with Valid Business Visa to be submitted. In case Business Visa is not available, apostillised MOA and AOA shall be attached and in such cases, eMOA (INC33) and eAOA (INC-34) are NOT acceptable.

Some FAQs.

- What are the exceptional scenarios in which pdf attachments (MOA, AOA) should be used instead of eMoA, eAoA with SPICe +(INC-32)?

S. No.	Scenario	Forms Filed
06	Foreign National being Subscriber-cum-Director having valid DIN	SPICe+ (INC-32) with linked filing of eMOA (INC-33) and eAOA (INC-34) along with valid Business Visa to be submitted. In case Business Visa is not available, apostillised MOA and AOA shall be attached and in such cases, eMOA (INC33) and eAOA (INC-34) are NOT acceptable.
7	Foreign National being Subscriber-cum-Director not having valid DIN	SPICe+ (INC-32) with apostillised MOA and apostillised AOA as attachments.

Some FAQs.

- **Can I attach MOA and AOA for few subscribers and form INC-33(eMOA) and INC-34(eAOA) for other subscribers for same company?**
 - No. In case the proposed company is required to file MOA and AOA due to any of the above mentioned conditions, then **SPICe+** (INC-32) shall be filed ONLY with MOA and AOA as an attachment for all the subscribers. In such cases, the proposed company is NOT required to file the eMOA and eAOA under any circumstances.
- **30 If a body corporate is one of the subscribers/promoters, can DSC of an authorized Director be affixed?**
 - Yes

Some FAQs.

- **In e-AOA (INC-34) if additional Article is required, how to enter the same?**
 - e-MOA (INC-33) has facility for adding, modifying, and deleting Articles.

- **Can we enter the conditions of private company as required under Section 5 of the Companies, Act, 2013 in e-AOA (INC-34)?**
 - Yes, e-AOA (INC-34) has facility for adding, modifying, and deleting Articles. Stakeholder are required to ensure that clause 1 of e-AOA (INC-34) includes name of the private limited company and definition of private limited company.

Some FAQs.

- **33 Can we enter the names of first directors as required under Companies Act, 2013, in e-AOA (INC-34)?**
 - Yes, e-AOA (INC-34) has facility for adding, modifying, and deleting Articles.
- **What is the process for obtaining approved e-MOA (INC-33) and e- AOA (INC-34)?**
 - The users may obtain approved e-MOA (INC-33) and e- AOA (INC-34) through certified copies facility available on MCA.

Some FAQs.

- **Is INC-22 still required to be filed with SPICe+?**
 - It is not required to be filed with **SPICe+** if a company is registered with the same address as the address for correspondence. In case the registered address is different, INC-22 is required to be filed within 30 days of its incorporation, for intimating the registered office address.
 - **What if there are more than seven subscribers to MoA and AoA?**
 - **SPICe+** form shall be filed with MoA and AOA as attachments in case of more than seven subscribers.
-

Some FAQs.

- **Whether subscribers' photo is required in SPICe+ forms?**

- No. Subscribers' photo is not required.

- **How many resubmissions are permitted for SPICe+ forms?**

- Two

- **What are the different types of Part I companies can be incorporated?**

- Part I company can now be incorporated as Part I Section 8 Company / Part I LLP to Company / Part I Firm to Company

Some FAQs.

- **Is it mandatory to file INC-12 to incorporate Section 8/Part I Section 8 Company?**
 - No. License number for Section 8/ Part I Section 8 company shall be issued through **SPICe+** form Form INC-12 shall not be filed for obtaining license number for new company incorporation.
- **What is the word limit for writing objects in eMoA?**
 - For main Objects (Field 3(a)), **character** limit is 20,000 and for furtherance of objects (Field 3(b)), it is 1,00,000 characters.

Some FAQs.

- **Please clarify on attestation requirements in respect of foreign companies wanting to form a subsidiary in India?**
 - Attestation requirements will be as per Rule 13 of the Companies (Incorporation) Rules, 2014.
- **Is eMoA (INC-33) and eAoA (INC-34) to be uploaded separately?**
 - eMoA and eAoA have to be uploaded as ‘Linked Forms’ to **SPICe+** (INC-32).
- **What if the subscribers to eMoA and eAOA are at different places as only one witness is provided?**
 - eMoA and eAOA would be witnessed after all subscribers have signed as is happening presently.

Some FAQs.

• **Is refund applicable if SPICe+ forms get rejected?**

– Yes

• **What is the maximum upload size of SPICe+ forms?**

– 6 MB for each of the PDF form.

• **Can NIDHI Company be incorporated using SPICe+ forms?**

– Yes. Type of company shall be selected as ‘Nidhi company’.

• **Is it mandatory to apply for PAN and TAN along with SPICe+ (INC-32)?**

– Yes

Some FAQs.

- **What is the Fee payable for PAN and TAN?**

- For PAN-Rs.66 and TAN-Rs.65 becomes payable.

- **On approval of SPICe+ how PAN & TAN is communicated to the user?**

- On approval of **SPICe+** forms, the Certificate of Incorporation (Col) is issued with PAN as allotted by the Income Tax Department. An electronic mail with Certificate of Incorporation(Col) as an attachment along with PAN and TAN is also sent to the user. Further PAN card shall be issued by the Income Tax Department.

Some FAQs.

- **Whether fee towards PAN and TAN is payable separately?**

- No. A consolidated challan gets generated at the time of filing **SPICe+(INC-32)** which shall contain applicable fee towards:

- (i) Form Fee

- (ii) MoA

- (iii) AoA

- (iv) PAN

- (v) TAN

Some FAQs.

- **Please provide the contact details of officer responsible if PAN Card is not received by the user?**
 - After receipt of Certificate of Incorporation (with PAN indicated therein as allotted by the Income Tax Department) in case of non-receipt of PAN card, stakeholders shall check the status at www.TIN-NSDL.com
- **Are AO codes for PAN and TAN different? Where can one find these AO Codes?**
 - AO codes for PAN and TAN are different and can be found at links below. Please do not affix or suffix zeros to AO codes.
 - AO Codes for PAN
 - <https://www.tin-nsdl.com/services/pan/pan-aocode.html>
 - **AO Codes for TAN**
 - <https://www.tin-nsdl.com/services/tan/tan-ao-code.html>

Some FAQs.

- **What is the mode of grievance redressal?**

- In case of technical problems i.e., form upload, pre-scrutiny errors, DSC related, payment related queries, please raise a ticket on www.mca.gov.in/myservices and await a resolution. You may also call up Corporate Seva Kendra at 0124-4832500 after 48 hours if ticket is not resolved. In case of resubmission / rejection remarks, please contact 0124-4832500 and select option 1 for CRC. For escalation you may send a mail to crc.escalation@mca.gov.in

Some FAQs.

- **What if an applicant for allotment of Director Identification Number (DIN) has been identified as a potential duplicate in SPICe+?**
 - If **SPICe+** form is filed containing details of a DIN applicant who has been identified as a potential duplicate following message shall be displayed along with ‘Yes’ and ‘No’ options- “The system has identified applicant(s) as potential duplicate because the contents are matching with an already filed DIN application form. Please ensure that no DIN has already been allotted to the applicant. If you still wish to continue say ‘Yes’. Please note that DIN application shall be approved only after due verification by MCA “. If the user selects ‘No’, then the filing of eForm shall not be allowed.