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Associates
Company Secretaries

INCORPORATION OF COMPANIES E-BOOKLET

COMPLIANCES
PROCEDURES
FILLINGS

POLICY
PROCESS
PROCEDURE



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1. ONE PERSON COMPANY

1.1. About One Person Company

As per Section 2(62) of the Companies Act, 2013 “One Person Company” means a company which has only one person as a member. A One Person Company (“**OPC**”) is a type of business entity that allows a single individual to operate a corporate entity with limited liability. It was introduced to encourage solo entrepreneurs and small businesses. The following are some of the key note features of an OPC:

- **Limited Company:** The liability of the owner is limited to the extent of the unpaid amount of the shares subscribed by him/her. The personal assets of the owner are protected from the company's debts and liabilities.
- **Separate Legal Entity:** An OPC is considered a separate legal entity distinct from its owner. It can own assets, enter into contracts, sue, and be sued in its own name.
- **Single-member:** Single-member ownership structure, allows a sole entrepreneur to own and manage the entire business, fostering a streamlined decision-making process.
- **Nominee:** The owner of an OPC must nominate a nominee who will take over the management of the company in the event of the owner's death or incapacity
- **Perpetual succession:** The concept of perpetual succession ensures the continuity of the OPC beyond the lifetime of its founder. In the event of the owner’s demise or incapacitation, the nominee director steps in, ensuring the seamless continuation of the business.
- **Minimum one director:** Unlike other types of companies, an OPC can be incorporated with only one director.

1.2. Points to note

- A One Person Company (OPC) is incorporated as a **private limited company**.
- It must have only one member at any point in time and may have only one director.
- The member and nominee must be **natural persons, Indian Citizens, whether resident in India or otherwise**. In so far as "Resident in India" is concerned it is to be noted that it refers to a person who has stayed in India for a period of not less than one hundred and twenty days during the immediately preceding financial year.
- A natural **person shall not be member of more than a one OPC at any point of time and the said person shall not be a nominee of more than one OPC**.
- If a member of an OPC becomes a member in another OPC by virtue of being a nominee in that **OPC, they must meet the eligibility criteria of being a member in only one OPC within 180 days**.
- No minor shall become a member or nominee of the One Person Company or hold shares with beneficial interest.
- An OPC cannot be incorporated or converted into a company under Section 8 of the Companies Act, 2013.
- An OPC cannot carry out Non-Banking Financial Investment activities, including investment in securities of any body corporate.

1.3. Some privileges available to OPC

- Mandatory rotation of auditors after the expiry of the maximum term is not applicable.
- The annual return of a OPC shall be signed by the company secretary. If there is no company secretary, it shall be signed by the director of the company.
- An OPC needs to have a minimum of one director.
- For the purposes of holding Board Meetings, in the case of a OPC with only one director, it shall be deemed sufficient compliance if all resolutions required to be passed by such a Company at a Board meeting are entered in the minutes-book, signed, and dated by the member. Such date shall

be deemed to be the date of the Board Meeting for all purposes under this Act. For other OPCs, at least one Board Meeting must be held in each half of the calendar year, and the gap between the two meetings should not be less than 90 days.

- The financial statements of OPC can be signed by one director alone.
- The Cash Flow Statement is not a mandatory part of financial statements.
- One Person Company need to file an abridged Board's report with the Registrar of Companies.
- The Board's report to be annexed to financial statements may only contain explanations or comments by the Board on every qualification, reservation, adverse remark, or disclaimer made by the auditor in their report.
- Eligibility, qualifications and disqualifications of auditors: One Person Company can appoint any eligible auditor as their company's auditor irrespective of the 20 audits limit imposed.
- The annual return of the OPC shall be prepared and filed in abridged form in E-Form MGT-7A.
- As per Section 96 of the Companies Act, 2013 OPCs are not mandated to conduct an annual general meeting.
- If there is only one Director in the Board of OPC than Secretarial Standards 1 & 2 are not applicable.
- Companies (Auditor's Report) Order, 2020 not applicable on OPC.
- If penalty is payable for non-compliance of any of the provisions of this Act by a OPC or by any of its officer in default, or any other person in respect of such company, then such company, its officer in default or any other person, as the case may be, shall be liable to a penalty which shall not be more than one-half of the penalty specified in such provisions subject to a maximum of two lakh rupees in case of a company and one lakh rupees in case of an officer who is in default or any other person, as the case may be.
- Section 174 related to quorum of Board Meeting is not applicable, in case if there is only one Director in One Person Company.
- As per Rule 8A of Companies (Accounts) Rules 2014, the Board's Report of One Person Company shall be prepared based on the stand alone financial statement of the company, which shall be in abridged Form and contain the following:-
 - the web address, if any, where annual return referred to in sub-section (3) of Section 92 of the Act has been placed;
 - Number of meetings of the Board;
 - Directors' Responsibility Statement as referred to in sub-section (5) of Section 134 of the Act
 - details in respect of frauds reported by auditors under sub-section (12) of Section 143 of the Act other than those which are reportable to the Central Government;
 - Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made by the auditor in his report;
 - the state of the company's affairs;
 - the financial summary or highlights;
 - material changes from the date of closure of the financial year in the nature of business and their effect on the financial position of the company;
 - the details of directors who were appointed or have resigned during the year;
 - the details or significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
 - The Report of the Board shall contain the particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the Form AOC-2.

1.4. Process of Incorporation

a. Reservation of name

SPICe+ Part A represents the section wherein all details with respect to name reservation for a new company have to be entered. SPICe+ Part A can either be submitted individually for name reservation

only or can be submitted together with SPICe+ Part B for both name reservation as well as incorporation and for availing other integrated services.

In case an applicant opts for reserving the proposed name first and file Part B of the SPICe+ form later, then maximum two names can be applied through SPICe+ Part A, out of which single name, as made available by Central Registration Centre (CRC), will be approved and reserved for 20 days from the date of approval. In case entire incorporation application i.e. both SPICe+ Part A and B is being filed together then only one name can be entered in SPICe+ Part A.

SPICe+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32) (Part-A) may either be approved or rejected, as the case may be, by the Registrar, Central Registration Centre after allowing re-submission of such web form within 15 days for rectification of the defects, if any.

b. Application for incorporation

An Application for incorporation of OPC is made through SPICe+ (Simplified Proforma for Incorporating company Electronically Plus: INC-32) (Part B) along with e-Memorandum of Association (e-MOA) in Form No. INC-33 and e-Articles of association (e-AOA) in Form no. INC-34.

The application for allotment of Director Identification Number upto three Directors, appointment of Directors of the proposed for OPC, situation of registered office and allotment of PAN and TAN shall be filed in SPICe+ (Simplified Proforma for Incorporating company Electronically Plus: INC-32), with the Registrar, within whose jurisdiction the registered office of the company is proposed to be situated along with the fee of rupees five hundred in addition to the registration fee as specified in the Companies (Registration of Offices and Fees) Rules, 2014.

Where an applicant has applied for reservation of a name under Rule 9 and which has been approved therein, he may fill the reserved name as proposed name of the company.

In case of companies incorporated with a nominal capital of less than or equal to rupees fifteen lakhs or in respect of companies not having a share capital whose number of members as stated in the articles of association does not exceed twenty, fee on INC-32 (SPICe+) shall not be applicable.

The model articles as prescribed in Table F, G, H, I and J of Schedule I may be adopted by a company as may be applicable to the case of the company, either in totality or otherwise.

c. Entrenchment of Articles

Where the articles contain the provisions for entrenchment, the company shall give notice to the Registrar of such provisions in Web Form SPICe+ (Simplified Proforma for Incorporating Company Electronically Plus: INC-32) at the time of incorporation of the company or in case of existing companies, the same shall be filed in Form No.MGT.14 within thirty days from the date of entrenchment of the articles, as the case may be, along with the fee as provided in the Companies (Registration offices and fees) Rules, 2014.

d. Agile Pro S

The application for incorporation of One Person Company shall be accompanied by e-form AGILE-PRO-S(INC-35) containing an application for registration of the following numbers, namely:-

- i. GSTIN
- ii. EPFO
- iii. ESIC
- iv. Profession Tax Registration
- v. Opening of Bank Account
- vi. Shops and Establishment Registration

e. Signing of Memorandum and Articles of Association

The memorandum and articles of association of the company shall be digitally signed by each subscriber to the memorandum, who shall add his name, address, description and occupation, if any, in the presence of at least one witness who shall digitally attest the signature and shall likewise sign and add his name, address, description and occupation, if any and the witness shall state that “I witness to subscriber/subscriber(s), who has/have subscribed and signed in my presence (date and place to be given); further I have verified his or their Identity Details (ID) for their identification and satisfied myself of his/her/their identification particulars as filled in”

f. Nomination by the Subscriber or Member of One Person Company.

The sole member will nominate a nominee after obtaining prior written consent of such person, who shall, in the event of the subscriber’s death or his incapacity to contract, become the member of that One Person Company.



The name of the person nominated shall be mentioned in the MOA and such nomination details along with consent of such nominee shall be filled in Form SPICe+ as a declaration and the said Form shall be filed with the Registrar at the time of incorporation of the company along with its e-MOA and e-AOA.



The person nominated may withdraw his consent by giving a notice in writing to sole member and to the OPC, which shall be filed in form of a declaration in Form no. INC.4.



The company within 30 days of receipt of the notice of withdrawal of consent, file with the registrar, for change in nominee in form of declaration in INC-4.



Member may, by intimation in writing to the company, change the name of the person nominated by him at any time for any reason including death or incapacity to contract of nominee after obtaining the consent of such another person and his declaration shall be filed in Form No. INC-4.

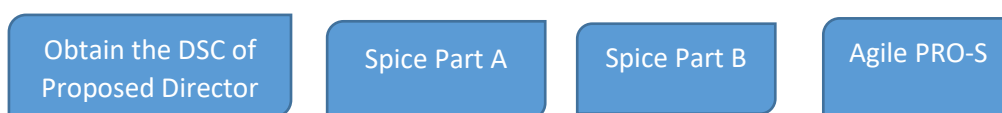


Company shall, on the receipt of such intimation, file with the Registrar, a notice of such change in Form No INC.4 along with the written particulars of consent of new nominee in form of a declaration within 30 days of receipt of intimation of the change.



Where the sole member ceases to be the member in the event of death or incapacity to contract and his nominee becomes the member, such new member shall nominate within 15 days of becoming member, and the company shall file with the ROC an intimation of such cessation and nomination within 30 days of the change in membership and with the particulars of consent of the person so nominated in form of declaration in Form No. INC-4.

1.5. Summation of the process



STEP-1 Apply for Digital Signature Certificate (DSC) of the proposed director which requires the following documents

The first step is to get the proposed Director's Digital Signature Certificate (DSC), which requires the following documents:

- a) Address proof
- b) Aadhaar card
- c) PAN card
- d) Photo
- e) Email Id

STEP-2 Fill Part-A of the Spice+ Form

- The next step is to reserve the name of the proposed company by filling in the information as under in Part-A of the Spice+ form:
- Type, class, category, and sub-category of Company
- Main Division of Industrial Activity of the Company and description of the main division.
- Select 5-digit NIC codes through a separate search and select window (user will be allowed to select maximum 3 NIC codes).
- In case the user selects more than 1 NIC codes, then he / she shall select one of the NIC codes as primary NIC code to identify the CIN number
- Proposed names (**Maximum 02 names**) for the prospective company ensuring that the proposed names do not contain any word prohibited under the provisions of the Companies Act, 2013 and the rules made thereunder
- Enter the proposed name along with suffix applicable for the type of company
- Attach supporting documents - User attaches the relevant documents supporting the proposed name.(If required)
- Once the form is filed, user clicks on 'Auto Check' button. Upon 'Auto Check' the system verifies the application based on the Auto check rules and user will be shown the following alerts:
- 'Submission restricted'. In case of 'submission restricted', application will not be allowed to be submitted unless the input values are changed and 'Auto check' is clicked again.
- 'Submission allowed with mandatory attachment'. In case of 'submission allowed with mandatory attachment', the system will allow submission only after attachment.
- 'Submission allowed': In all other cases, application will be allowed to be submitted.

STEP-3 Fill Part-B of the Spice+ Form

- The next step in the incorporation procedure is to Access Service Request Number (SRN) dashboard by clicking on the Mini Dashboard tab to fill the information.

Part B of SPICe+ offers following services viz.

- a. Application for issuance of Corporate Identification Number / Registration of Company with Registrar of Company
- b. Application for allotment of Director Identification Number (DIN) / Registration of Director
- c. Application for PAN / TAN allocation
- d. Application for allotment of GSTIN (optional, if applied).

- e. Application for allotment of ESIC number
- f. Application for allotment of EPFO number
- g. Application for allotment of PTEC / PTRC (For Maharashtra, Karnataka and West Bengal only)
- h. Application for registration of Shops and Establishment –Delhi.
- i. Request for Bank Account Opening

Note: Furthermore, while filing Part B the following documents are required to be enclosed:

- a. Memorandum of Association;
- b. Articles of Association;
- c. Copy of the utility bills (not older than two months);
- d. Proof of Office address along with NOC, if applicable(Conveyance/lease deed/Rent Agreement along with rent receipts);
- e. Proof of Identity & Residential Proof of the person(s) by individual First Subscriber, & First Directors & Directors (Not having valid DIN) (such as Permanent Account Number, Aadhaar Card, Bank Statement, Voter ID, Driving License, Passport);
- f. Proof of Identity & Residential Proof of the Nominee person;
- g. Declaration of consent of nominee as part of SPICe+
- h. E-Form DIR 2 and INC-9 (declaration and consent from all the Directors to act in such capacity);
- i. Optional attachments(if any)

STEP-4 Filing Other Relevant Forms (E-AOA, E-MOA, and AGILE-PRO-S):The next step in the incorporation procedure is to submit the following forms:

- a. Fill the details in the e-form AGILE-PRO-S
- b. Fill the details in the e-form E-MOA (INC-33)
- c. Fill the details in the e-form E-AOA(INC-34)

1.6. Important Instructions - filing of form for Incorporation

- User is required to file Web Form SPICe+ (Simplified Proforma for Incorporating company Electronically Plus: INC-32) for incorporation of One Person Company.
- Stamp duty on SPICe+, Memorandum of Association (MoA) and Articles of Association (AoA) can be paid electronically through the MCA portal.
- Payment of stamp duty electronically through MCA portal is mandatory in respect of the States which have authorized the Central Government to collect stamp duty on their behalf. Now e-Stamp duty payment is to be done online through MCA portal for all the states.
- Refund of stamp duty, if any, will be processed by the respective state or union territory government in accordance with the rules and procedures as per the state or union territory stamp Act.
- The company shall within thirty days of its incorporation and at all times thereafter, have a registered office capable of receiving and acknowledging all communications and notices as may be addressed to it. Till the same is established and intimated to the RoC, company can have its correspondence address capable of receiving and acknowledging all communications and notices as may be addressed to it.
- One Person Company shall furnish verification of its registered office under sub-section (2) of section 12 of the Act by filing SPICe+ (Simplified Proforma for Incorporating company Electronically Plus: INC-32)].

- In case the address for correspondence is not the address of the registered office of the Company, user is required to file INC-22 within 30 days of its incorporation.
- Form No.INC-22 shall not be required to be filed in case the proposed company maintains its registered office at the given correspondence address.
- Enter the details of registered office address of the company if the company is having its registered office from the date of its incorporation.
- Enter the valid email id of the company. Ensure that this email ID is valid as intimation regarding processing of the eForms, important communication from RoC office shall also be communicated electronically at the email ID being mentioned here.
- Enter the details of the address of the police station under whose jurisdiction the registered office of the company is to be situated.
- Enter the details of authorized and subscribed share capital break up in case of a company having share capital.
- There is no minimum limit of authorized share capital require

1.7. OPC Compliance Requirements

S.No	Compliance Requirements	Timeline
1	File INC-20A form for commencement of business	Within 180 days of incorporation
2	Payment of stamp duty on share certificates	Within 30 days of the issue of share certificates
3	Conduct a minimum of two board meetings	At least one board meeting in each half of the calendar year and a gap of not less than 90 days
4	OPCs are exempted from holding an Annual General Meeting (AGM)	No requirement to hold AGM
5	Directors must disclose their interests	In the first board meeting or whenever there is a change
6	Directors need to provide a declaration in Form DIR-8	Every director shall inform to the company concerned about his disqualification, if any, under section 164 in Form DIR-8 before he is appointed or re-appointed.

7	Company need to file Form DIR-9	Whenever a company receives the information in Form DIR-8, it shall, within 30 days of such receipts, file Form DIR-9 with the registrar
8	Directors need to provide a declaration in Form DIR-8	Annually confirming they are not disqualified
9	Maintain mandatory statutory registers, minutes book, and other secretarial records	Ongoing maintenance required
10	File Form AOC-4 (Financial Statements)	Within 180 days from the end of the financial year (March 31)
9	File Form MGT-7 (Annual Return)	Within 180 days from the end of the financial year (March 31)
10	Submit the Company's Income Tax Return	By September 30 of each financial year
11	Complete DIR-3 KYC (Directors KYC)	By September 30 of the next financial year
12	Appoint an auditor through ADT-1	For five years
13	File E-Form MSME-I (Half-Yearly Return)	For April to September by October 31 and for October to March by April 30
14	File E-Form DPT-3 (Return of Deposits)	By June 30 for companies with outstanding loans/amounts as of March 31, regardless of deposit definition

2. PRIVATE COMPANY

2.1. About Private Company

As per Section 2(68) of the Companies Act, 2013 a private company means a company having a minimum paid-up share capital as may be prescribed, and which by its articles,—

- restricts the right to transfer its shares;
- except in case of One Person Company, limits the number of its members to two hundred:

(Note: where two or more persons hold one or more shares in a company jointly, they shall be treated as a single member)

and shall not include in the numbers of members

- persons who are in the employment of the company; and
- persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased,
- prohibits any invitation to the public to subscribe for any securities of the company;

A private company shall have a minimum two directors are required as per Section 149 of the Companies Act, 2013.

Note: There shall be at least one director who has stayed in India for a total period of not less than one hundred and eighty-two days during the financial year.

In case of a newly incorporated company the requirement of having Resident Director shall apply proportionately at the end of the financial year in which it is incorporated [Sec 149(3) of the Companies Act, 2013].

2.2 Some Privileges available for Private Companies

- Easy to start – The act requires only two persons to form a private company as compared to seven or more persons needed in case of public company. [Section 3]
- Lesser formalities while issuing securities- Private Company shares are not issued through initial public offering (IPO). Hence, they do not have to drive their energy to comply with stringent provisions as required while issuing IPO by Public Company. They can issue securities through private placement, right issue, and some other me
- Minimum number of Directors – Since private company has restricted number of members (maximum to 200) the minimum number of directors needed is also kept at two against minimum three directors in the case of public company. [Section 149]
- Quorum of the general meeting – Unless Article provides a higher quorum for the general meeting of the shareholders; the Act in case of private company limited it to two members personally present to constitute a valid quorum. [Section 103]
- Voting through Electronic mechanism - A private company is not required to comply with the procedure of providing the facility of remote voting to its members. [Section 108]
- Retirement by Rotation- Section 152 requires that at least 2/3rd of the total number of directors of a public company are liable for retirement by rotation. It means all the directors of the private company can be non-rotational directors [Section 152]
- Special disqualifications for appointment as Directors- A private company may by its articles provide for any special disqualifications for appointment as a director in addition to those specified in sub-sections (1) and (2) [Section 164(3)]

- viii. Vacation of Directors – A private company which is not a subsidiary of a public company may by its Articles provide that the office of the director shall be vacated on any ground in addition to those specified in sub-section 1 of section 167. For example, if provided in the Articles of a private company, the office of director may become vacant if requested in writing by the majority of directors to resign. There is no bar by the Companies Act, 2013 for inclusion of such provision in the articles of the private company. [Section 167]
- ix. Restrictions on number of directorships – A person can be a director in maximum 10 public companies whereas he can be a director in maximum 20 private companies provided none of those companies is a public company or holding or subsidiary of public company. [Section 165]
- x. Independent Director- A private company is not required to have an independent director and women director in its Board of Directors. [Section 149]
- xi. Audit and NRC Committee- A Private Company is not required to constitute Audit or NRC Committee of the Board [Section 177 and 178]
- xii. Key Managerial Personnel – Private Company is not obligated to appoint Key managerial personnel as they have a close business affair and appointing such personnel will be a financial drain for a private company. [Section 203]

Note: However, every private company which has a paid-up share capital of ten crore rupees or more shall have a whole-time company secretary (Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- xiii. Relaxation from filling of Board Resolutions- The resolutions passed by the Board of Directors of a private company under section 179(3) of the Companies Act, 2013 is not required to file with Registrar of Companies in form MGT 14.
- xiv. General meetings – Private Company are given liberty to provide their own procedures with regard to conducting the general meetings if the Articles of the company provide otherwise.
- xv. Kinds of share capital – Companies limited by shares can have two kinds of share capital viz. equity (including equity with differential voting rights) and preference share capital. Exemptions is given to the private company and they can have any kind of share capital if either their memorandum or articles so provide.
- xvi. Voting Rights – Private Company can determine voting rights of its equity shareholders and preference shareholders in any manner it desires by incorporating suitable provision in its memorandum or articles of association.
- xvii. Further issue of shares – In case of right issue under section 62 period of notice can be shortened and private company may close its offer of rights issue before minimum period of 15 days. In other words, it needs not keep its right issue open for minimum period of 15 days. These benefits are available only if 90% of the member of the Company have given their consent in writing or in electronic mode.
- xviii. ESOP – For issue of shares to its employees under Employees’ stock Option Scheme a private company may pass an ordinary resolution as against special resolution.
- xix. Separate resolution for the appointment of the directors – There should be a separate resolution for the appointment of each director. Such restrictions under Section 162 have been lifted for the private company which can pass a single resolution for appointment of two or more directors.
- xx. Restrictions on Purchase by Company or Giving of Loans by it for Purchase of its Shares (Section 67)-In case of private companies - Section 67 shall not apply to a private company-
 - in whose share capital no other body corporate has invested any money;
 - if the borrowings of such a company from banks or financial institutions or any body corporate is less than twice its paid up share capital or fifty crore rupees, whichever is lower; and
- xxi. Restrictions on Purchase by Company or Giving of Loans by it for Purchase of its Shares (Section 67)-In case of private companies - Section 67 shall not apply to a private company-

- such a company is not in default in repayment of such borrowings subsisting at the time of making transactions under this section.
- xxii. **Prohibition on Acceptance of Deposits from Public (Section 73)**- Following private companies can borrow funds from its members without complying with the conditions as stated in clauses (a) to (e) of sub-section (2) of section 73 of the Companies Act 2013 provided they inform ROC in a prescribed manner.
- a) which accepts from its members monies not exceeding one hundred per cent. of aggregate of the paid-up share capital, free reserves and securities premium account; or
 - b) which is a start-up, for five years from the date of its incorporation; or
 - c) which fulfils all of the following conditions, namely:-
 - d) which is not an associate or a subsidiary company of any other company;
 - e) if the borrowings of such a company from banks or financial institutions or any body corporate is less than twice of its paid up share capital or fifty crore rupees, whichever is lower; and
 - f) such a company has not defaulted in the repayment of such borrowings subsisting at the time of accepting deposits under this section:

Provided that the company referred to in clauses (a), (b) or (c) shall file the details of monies accepted

2.3. Procedure for incorporation of Private Limited Company

a. Filing of Application for Reservation of Name:

An application for reservation of name of the Private Limited Company is required to be made through the web service SPICe+. Name(s) of a company can be reserved in Part A of SPICe+.

In case an applicant opts for reserving the proposed name first and file Part B of the SPICe+ form later, then maximum two names can be applied through SPICe+ Part A, out of which single name, as made available by Central Registration Centre (CRC), will be approved and reserved for 20 days from the date of approval. In case entire incorporation application i.e. both SPICe+ Part A and B is being filed together then only one name can be entered in SPICe+ Part A.

Applicants shall note that if Company attempts to first reserve the name of the proposed company by separately filing SPICe+ part A for name approval then INR 1000/-shall be charged for name reservation.

b. Obtaining of Digital Signatures

After approval of name of proposed company, the next step is to obtain DSC of all the proposed first directors and subscribers.

c. Preparation of Incorporation Documents

On the basis of KYC documents and various information received from proposed first directors and subscribers, documents are prepared for incorporation of Private Limited Company. The documents include:

- Memorandum of Association
- Articles of Association
- Copy of the utility bills (not older than two months)
- Proof of Office address along with NOC, if applicable(Conveyance/lease deed/Rent Agreement along with rent receipts);
- DIR-2 of all the proposed directors.

d. Filing of Various E-Forms for Incorporation of Private Limited Company:

The E-forms mentioned here under are filed with MCA for incorporation of Private Limited Company.

- **SPICE+ FORM (INC-32):** The Following details and information is to be filled in SPICE+ Form :

In SPICE+ Part A web- based, the user fills/ provides the following information in the web form:

- Select type, class, category, and sub-category of Company
 - Main Division of Industrial Activity of the Company and description of the main division
 - Select 5-digit NIC codes through a separate search and select window (user will be allowed to select maximum 3 NIC codes).
 - Enter the proposed name along with suffix applicable for the type of company
 - Attach supporting documents - User attaches the relevant documents supporting the proposed name.(If required)
- **In SPICE+ following informations will be filled in Part B:**
 - Structure of the company
 - Address of the company
 - Capital structure of the Company
 - Number of first Subscriber(s) to MOA and Directors of the company
 - Particulars of Non – Individual Subscribers / Individual Subscribers other than Subscriber(s) cum Directors
 - Particulars of Subscriber(s) cum Directors / Directors other than Subscriber cum Directors
 - Stamp Duty
 - Information specific to PAN such as Area Code, AO Type, Range Code, AO Number. etc for allotment of Pan Card Number of Company;
 - Information specific to TAN such as Area Code, AO Type, Range Code, AO Number. etc for allotment of TAN of Company;
 - Sources of Income of the Company viz. Income from Business and Profession, Capital Gain, Income from House Property etc;
 - Attachments
 - Declaration by Director

- Declaration and Certification by Professional

• **Attachments of SPICE+ Form INC- 32:**

Following documents shall be attached in SPICE+ form INC-32:

Particulars	Subscribers & First Directors Having DIN	Subscribers & First Directors not Having DIN
DIR-2 duly signed by all First Directors.	Required	Required
Copy of Pan Card of First Directors and subscribers.	Not Required	Required
Copy of ID Proof (viz. Aadhar Card/DL/Passport/Voter ID, any one) of First Directors and subscribers.	Not Required	Required
Lease Deed/ Rent Agreement/Registry of the premises of Registered Office.	Required	Required
Utility Bill (Not older than 2 Months) of the premises where registered office of the company is to be situated such as Electricity Bill/Water Bill/Gas Bill etc.	Required	Required
NOC from the owner, in whose name the premises of the registered office is registered.	Required	Required

However, if the correspondence address and registered office address of the proposed company are different, the company may be incorporated with its correspondence address only in such a case the company is not required to attach the following attachments with form SPICE+:

- Lease Deed/ Rent Agreement/Registry of the premises of Registered Office;
- Utility Bill (Not older than 2 Months) of the premises where registered office of the company is to be situated such as Electricity Bill/Telephone Bill/Mobile Bill/Gas Bill.
- NOC from the owner, in whose name the premises of the registered office is registered.

Since the Company is required to have a registered office within 30 days of incorporation, the company shall file form INC-22 within 30 days from the date of its incorporation for verification of its Registered Office, attaching the above-mentioned attachments.

- **FORM INC-33 (SPICe+MOA):** This form contains the following particulars/information:
 - Name of the Company;
 - Name of the State in which Registered Office of the Company is to be situated;
 - Objects of the Company;
 - Matters which are necessary for furtherance of the objects;
 - Liability of the members of the company (Whether Limited by Shares/Limited by Guarantee/Unlimited)
 - Share Capital of the Company;
 - Name, Father`s Name, Address, Description, Occupation and Number of Shares taken by Subscribers of MOA and witness;
- **FORM INC-34 (SPICe +AOA):** This form contains regulations for management of the company. This form contains the following particulars/information:
 - Name of the Company;
 - Applicable standard table as notified under Schedule I to the Companies Act, 2013. On the basis of selection, relevant 'Articles' will be populated;
 - Name of the proposed directors;
 - Name, Father`s Name, Address, Description and Occupation of Subscribers of MOA and witness;
- **E- Forms INC-9:**
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 have neither DIN nor PAN.

INC-9 shall get auto generated if (Total number of Directors + Subscribers) is less than / equal to 20 and all such subscribers and /or directors have DIN / PAN.

- **E-Form INC-35 AGILE PRO S:** Application for registration of Goods and Service Tax Identification Number (GSTIN), Employee State Insurance Corporation (ESIC) registration, Employees' Provident Fund organisation (EPFO) Registration and profession Tax Registration, Opening of Bank Account and Shops and Establishment Registration

Following documents are attached in this form:

- Proof of Principal place of business
- Proof of appointment of Authorized Signatory for GSTIN
- Proof of Identity of Authorized Signatory for Opening Bank Account;
- Proof of Address of Authorized Signatory for Opening Bank Account;
- Specimen Signature of Authorised Signatory for EPFO;
- Passport size photos of all first directors cum authorised signatory.

Issue of Certificate of Incorporation: Registrar shall verify the filed forms and their attachments and if the filed forms are proper and fulfills the requirements of Companies, 2013 and rules made

there under regarding incorporation of company, then he shall issue Certificate of Incorporation in Form INC-11.

2.4. Frequently Asked Questions

Q.1 Is it necessary to have DIN and DSC for filing of RUN Form?

Ans: No, DIN and DSC are not necessary for filing of RUN form for reservation of Name of company in case of change of name of existing company.

Q.2 How many DIN are allotted by SPICe+ Form?

Ans: Maximum 3 DIN are allotted by SPICe form, So maximum three Individuals not having DIN can become first directors in the proposed company.

Q.3 What to do, if there are more than 3 first directors and subscribers and all of them have no DIN?

Ans: In such a case all the Individuals can become subscribers to the MOA but only three Individuals can become first directors because Form SPICe+ allows allotting DIN to only 3 directors. Therefore, in the above mentioned situation 3 individuals can become first directors and other individual can be appointed as directors after its incorporation.

Q.4 What are the pre-conditions for incorporation of Private Limited Company?

Ans: There should be Unique Name of the company; There should be Permanent Registered office of the company; There must be at least 2 directors and out of which at least one director must be resident in India. There must be at least 2 subscribers to the MOA. There is a requirement of DSC for all the subscribers and First Directors.

Q.5 Can the registered office of the company be situated on residential property?

Ans: Yes, registered office of the company can be situated on residential property.

Q.6 Can Foreign Nationals, NRIs and Foreign entities incorporate Company in India?

Ans: Yes, Foreign Nationals, NRIs and Foreign entities can incorporate company in India but at least one Director must be resident in India.

Q.7 What is the minimum capital requirement for incorporation of Private Company?

Ans: There is no minimum and maximum capital requirements for incorporation of a Private Limited Company.

Q.8 Do Certificate of Incorporation issued need to be renewed?

Ans: Certificate of Incorporation once issued need not to be renewed. It is valid till the company is struck off or wound-up.

Q.9 Is Statutory Audit of Private Limited Company compulsory, where the company was not in operations during the previous financial year?

Ans: Yes, statutory Audit of Private Limited Company is mandatory, even if it was not in operations during the previous financial year.

Q.10. Can small business get registration under the private limited company?

Ans: Yes, a small business can get its business registered as a private limited company registration in India. It provides them with the credibility and an image of their business in the eye of the financial institution, suppliers and potential clients. It helps the company to get the loans at little compliance from banks or potential clients while entering into the deals.

Q11. Is there any high qualification required to become a director or shareholder in the private limited company?

Ans: No professional or educational qualification is required to become a shareholder in the private limited company, even an Indian Company/Foreign Company can become a shareholder in the private limited company. Any individual in the capacity of the person, with the sound of mind, can become a director & start a company.

Q12. What is the director identification number (DIN)?

Ans: Any individual intends to become a director of the company must apply to the Director Identification Number, there are two options available to obtain DIN. One can apply for the DIN with the SPICe+ form itself at the time of incorporation or file a form DIR-3 separately to obtain DIN.

Proof of the Identity and address is required to be submitted along with the requisite fee. The DIN usually takes 3-4 days to get approved. Once you get the DIN, the same can be used for the lifetime.

Q13. Is it mandatory for a Company to buy a registered office of the company?

Ans: The Registered Office does not mean to be owned only, it can be rented premises also. The registered office is used for the purpose of holding a general meeting, keeping records and receiving correspondence from all the statutory government and all other stakeholders timely. It also specifies the jurisdiction of the registered office.

Q14. Can a sole proprietorship be converted in private company?

Ans: Yes, a sole proprietorship can be converted into private company registration after following the Companies Act, 2013 procedures.

Q15. Is a foreign national, entity or an NRI allowed to be director or shareholder of the private limited company?

Ans: Yes, any foreign nationals, entity or an NRI can become a shareholder of a private limited company in India. Any foreign nationals or an NRI can become a director of a private limited company in India.

Q16. What are the forms that are required for private limited company registration in India?

Ans: Ministry of Corporate Affairs has introduced web form called the SPICe+ (INC- 32) forms for the faster company incorporation. Apart from this, to register a private limited company, an e- MoA (INC-33) and e- AoA (INC- 34) are also to be submitted with the above form.

Q17. How much capital is required for running a private limited company?

Ans: There is no bar in particular on the minimum capital requirement to run a private company.

Q18. Can private limited company invite the general public for shares?

Ans: No, a private limited Company cannot invite the general public to subscribe to the company shares.

Q19. How many directors are required for company registration?

Ans: A private limited company needs a minimum of 2 directors and a maximum of 15 directors to register a company. However, a private company may appoint more than fifteen directors after passing a special resolution.

Q20. Can private limited company has FDI or foreign direct investment?

Ans: Yes, a private company is allowed to have foreign direct investment in their company.

Q21. What are the important documents required before starting up with the registration process?

Ans: The most basic and important documents required before starting up with the incorporation of the company is PAN card, Aadhaar card, ID's, photo and contact details including email id of all the directors, bank statement, electricity bill, rent agreement with the slip or proof of ownership.

Q22. Can private limited company suitably make FDI in India?

Ans: Yes, perfectly suitable, the private limited companies have been a hugely popular form of business entity amid foreign investors for making the direct foreign investment (*subject to FDI Guidelines*) in any country, by means of a wholly-owned subsidiary, a joint venture, etc.

3. PUBLIC COMPANY

3.1. About Public Company

As per Section 2(71) of the Companies Act, 2013- “Public company” means a company which :

- is not a private company and;
- has a minimum paid-up share capital, as may be prescribed

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be a public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles.

3.2. Incorporation of a Company

Section 7 of the Companies Act, 2013, details the procedure for incorporation of a company. The following are the provisions of Section 7.

Following shall be filed with the Registrar within whose jurisdiction the registered office of a company is proposed to be situated, the following documents and information for registration, namely:

(a) The memorandum and articles of the company duly signed by all the subscribers to the memorandum in such manner as may be prescribed;

(b) A declaration by an advocate, a chartered accountant, cost accountant or company secretary in practice, who is engaged in the formation of the company, and by a person named in the articles as a director, manager or secretary of the company, that all the requirements of this Act and the rules made thereunder in respect of registration and matters precedent or incidental thereto have been complied with;

(c) A declaration from each of the subscribers to the memorandum and from persons named as the first Directors, if any, in the articles that he is not convicted of any offence in connection with the promotion, formation or management of any company, or that he has not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law during the preceding five years and that all the documents filed with the Registrar for registration of the company contain information that is correct and complete and true to the best of his knowledge and belief;

(d) The address for correspondence till its registered office is established;

(e) The particulars of name, including surname or family name, residential address, nationality and such other particulars of every subscriber to the memorandum along with proof of identity, as prescribed, and in the case of a subscriber being a body corporate, such particulars as prescribed;

(f) The particulars of the persons mentioned in the articles as the first directors of the company, their names, including surnames or family names, the Director Identification Number, residential address, nationality and such other particulars including proof of identity as prescribed; and

(g) The particulars of the interests of the persons mentioned in the articles as the first directors of the company in other firms or bodies corporate along with their consent to act as Directors of the company.

(2) The Registrar on the basis of documents and information filed under sub-section (1) shall register all the documents and information referred to in that sub-section in the register and issue a certificate of incorporation in Form No.INC-11 to the effect that the proposed company is incorporated under this Act.

(3) On and from the date mentioned in the certificate of incorporation issued under sub-section (2), the Registrar shall allot to the company a corporate identity number, which shall be a distinct identity for the company and which shall also be included in the certificate.

(4) The company shall maintain and preserve at its registered office copies of all documents and information as originally filed under sub-section (1) till its dissolution under this Act.

(5) If any person furnishes any false or incorrect particulars of any information or suppresses any material information, of which he is aware in any of the documents filed with the Registrar in relation to the registration of a company, he shall be liable for action under section 447.

(6) Without prejudice to the provisions of sub-section (5) where, at any time after the incorporation of a company, it is proved that the company has been got incorporated by furnishing any false or incorrect information or representation or by suppressing any material fact or information in any of the documents or declaration filed or made for incorporating such company, or by any fraudulent action, the promoters, the persons named as the first Directors of the company and the persons making declaration under clause (b) of sub-section (1) shall each be liable for action under section 447.

(7) Without prejudice to the provisions of sub-section (6), where a company has been got incorporated by furnishing any false or incorrect information or representation or by suppressing any material fact or information in any of the documents or declaration filed or made for incorporating such company or by any fraudulent action, the Tribunal may, on an application made to it, on being satisfied that the situation so warrants

a) Pass such orders, as it may think fit, for regulation of the management of the company including changes, if any, in its memorandum and articles, in public interest or in the interest of the company and its members and creditors; or

(b) Direct that liability of the members shall be unlimited;

(c) Direct removal of the name of the company from the register of companies; or

(d) Pass an order for the winding up of the company

(e) Pass such other orders as it may deem fit:

Provided that before making any order under this sub section,—

(i) The company shall be given a reasonable opportunity of being heard in the matter; and

(ii) The Tribunal shall take into consideration the transactions entered into by the company, including the obligations, if any, contracted or payment of any liability.

3.3. Points to Note

- Decide regarding the proposed name to be applied, objects to be carried by the Company, proposed registered office address, authorized capital, number of promoters, number of directors, and number of shares to be subscribed by each promoter.
- The Company must have to decide the Paid Up Share Capital.
- There must be at least 7 subscribers to the memorandum of Association of the company [Section 3(1)(a)]

- Minimum number of Directors required shall be 3 and maximum 15 Directors are allowed [Section 149(1) (a) & (b)].
- Only 3 DIN be allotted at the time of Incorporation
- For a Public Limited Company, the name must end with “he word”"Limited".

3.4. Documents Required for Company Registration

a. *KYC Documents of Directors and Shareholders:*

- Proof of identification and residential address proof of all the company's directors and shareholders: (Indian Nationals)
- The following documents are accepted as identity proof for Indian Nationals for incorporation of company in India:
 - Pan card is mandatory for Indian Nationals.
 - Aadhar card
 - Driving license
 - Passport

b. *Residential Address Proof* : In addition to the address proof, a residential proof must be submitted during the incorporation of the Company to validate the current address of the Director.

The following documents are acceptable residential address proof:

- Bank Statement
- Electricity Bill
- Telephone Bill

Note: Must not be older than two months

c. *Proof of identification and residential address proof of all the company's directors and shareholders: (Foreign Nationals)*

- **Passport:** In case of Foreign Nationals, Passport is a mandatorily required as a proof of identity. The Passport must also be notarized or apostilled in its home country. Further, if the Passport does not contain date of birth of the holder, then an additional document indicating the date of birth of the Director must be provided, duly certified or attested or notarized or apostilled.
- **Residential Address Proof:** In addition to the passport, a residential address proof must be submitted during the incorporation of the Company to validate the current address of the Director. the residential proof must also contain the name of the Director as mentioned in the Passport and must not be older than two months. The following documents are acceptable as residential proof:
 - Bank Statement
 - Electricity Bill
 - Telephone Bill

In case the document is in a foreign language, then it must be translated by an official translator and notarized or apostilled as the case may be.

d. *Shareholder: Corporate Entity or Artificial Judicial Person*

In case any of the shareholder or subscriber to the MOA and AOA is a Corporate Entity, then Certificate of Incorporation of the Body Corporate must be attached along with the resolution passed by the Body Corporate to subscribe to the shares of the company under incorporation.

In addition to the above proofs and documents, a number of electronic forms and declaration such as: INC-9, e-MOA, e-AOA, AGILE-PRO-S would be drafted by a Professional. These legal documents made specifically for the incorporation must be signed and notarized /apostilled by the promoters of the Company.

e. Following documents must also be provided as proof of registered office:

- i) Proof of registered office of any utility service-bill like telephone, gas, electricity, etc. depicting the address of the premises in the name of the owner or document, which is not older than two months.
- ii) The authorization from the Landlord (Name mentioned in the Electricity Bill or Gas Bill or Water Bill or Property Tax Receipt or Sale Deed) to use the premises by the company as its registered office. This is usually referred to as NOC from Landlord; AND

3.5. Procedure for Registration of a Public Limited Company

a. User registration on the MCA Portal

The first step to avail incorporation services through SPICE+ Web form is creating a user id & login account in case of new users

b. Obtain DSC

Since the registration procedure of a company is entirely online, a digital signature will be required for filing the forms on the MCA portal. For all proposed directors as well as the subscribers of the memorandum and articles of association, DSC is compulsory and it shall be associated on MCA portal with user login.

c. Fill Part–A of the SPICE + Plus Form

The next step is to reserve the name of the proposed company by filling in the information as under in Part-A of the SPICE+ form with payment of fee of Rs. 1000/- on MCA Portal. Also for PAN-Rs.66/- and TAN-Rs.65/-becomes payable.

In case an applicant opts for reserving the proposed name first and file Part B of the SPICE+ form later, then maximum two names can be applied through SPICE+ Part A, out of which single name, as made available by Central Registration Centre (CRC), will be approved and reserved for 20 days from the date of approval. In case entire incorporation application i.e. both SPICE+ Part A and B is being filed together then only one name can be entered in SPICE+ Part A.

d. Fill Part-B of the SPICE + Plus Form

Part B of SPICE+ offers following services viz.

Application for issuance of Corporate Identification Number / Registration of Company with Registrar of Company

Application for allotment of Director Identification Number (DIN) / Registration of Director

Application for PAN / TAN allocation

Application for allotment of GSTIN (optional, if applied).

Application for allotment of ESIC number

Application for allotment of EPFO number

Application for allotment of PTEC / PTRC (For Maharashtra, Karnataka and West Bengal only)

Application for registration of Shops and Establishment –Delhi.

Request for Bank Account Opening

e. Filing Other Relevant Forms (SPICE-AOA, SPICE-MOA, and AGILE-PRO-S)

The following forms shall be filed along with the Spice + form.

Fill the details in the e-form SPICE-AoA

Fill the details in the e-form SPICE-MoA

Fill the details in the e-form AGILE-PRO-S for obtaining Goods and Services Tax Identification Number/ Employees' Provident Fund Organisation/ Employee's State Insurance Corporation /Profession Tax Registration and Opening of Bank A/c (Profession Tax Registration as may be applicable) and Shops and Establishment Registration with necessary attachment.

f. Upload the Documents for Final Submission

After the completion of filling all the requisite information, the applicant shall convert all the linked e-forms i.e., PART-B of SPICE + form, SPICE-MOA, SPICE-AOA, and AGILE-PRO S, into PDF format and affix Digital Signatures on them for uploading in the sequence provided as under.

Following is the sequence of uploading linked forms to SPICE +:

eMOA INC-33[As applicable]

eAOA INC-34[if applicable]

AGILE-PRO-S[mandatory in all the cases]INC-9 shall get auto generated if (Total number of Directors + Subscribers) is less than / equal to 20 and all such subscribers and /or directors have DIN / PAN.

3.6. Summary of Incorporation Process

Procedure for filing SPICE+

Option 1 (In case SPICE + Part A and Part B filed separately):

STEP 1: Access MCA homepage

STEP 2: Login to MCA portal with valid credentials

STEP 3: Access 'SPICE +' application from the application history in the user dashboard

STEP 4: Access SRN dashboard by clicking on the 'Mini Dashboard' tab with status as 'SPICE + Part A approved'

STEP 5: Access "Form No. SPICE + Part B

STEP 6: Fill up the application

STEP 7: Save the webform as a draft (optional)

STEP 8: Submit the webform

STEP 9: Access and file the linked forms

STEP 10: Affix the DSC

STEP 11: Upload the DSC affixed pdf document(s) on MCA portal

STEP 12: Filing of SPICE + Part B application along with linked webform(s)

STEP 13: Pay Fees (In case the user does not successfully upload the DSC affixed PDF within 15 days of SRN generation and complete the payment within 7 days of successful upload of DSC affixed document, the SRN will be cancelled.)

STEP 14: Acknowledgement email is generated

Option 2 (In case SPICe + Part A and Part B filed together) :

STEP 1: Access MCA homepage

STEP 2: Login to MCA portal with valid credentials

STEP 3: Access 'SPICe +' application from the application history in the user dashboard

STEP 4: Fill up SPICe + Part A application

STEP 5: Save the webform as a draft (optional)

STEP 6: Submit the SPICe + Part A webform

STEP 7: Click on 'Proceed for incorporation' button

STEP 8: Access SRN dashboard by clicking on the 'Mini Dashboard' tab

STEP 9: Access "Form No. SPICe + Part B

STEP 10: Fill up the SPICe + Part B application

STEP 11: Save the webform as a draft (optional)

STEP 12: Submit the webform

STEP 13: Access and file the linked forms

STEP 14: Affix the DSC

STEP 15: Upload the DSC affixed pdf document(s) on MCA portal

STEP 16: Filing of SPICe + Part B application along with linked webform(s)

STEP 17: Pay Fees (In case the user does not successfully upload the DSC affixed PDF within 15 days of SRN generation and complete the payment within 7 days of successful upload of DSC affixed, the SRN will be cancelled.)

STEP 18: Acknowledgement email is generated

3.7. Post Incorporation Compliances

- i. In case, the registered address is not provided in SPICe+ Form then e-Form INC-22 is required to be filed within thirty days of its incorporation, for intimating the registered office address to the concerned authority.
- ii. The company shall maintain and preserve at its registered office copies of all documents and information as originally filed at the incorporation process till its dissolution under this Act
- iii. The company must issue Share Certificate to Subscriber to the memorandum within two months after the incorporation of the company.
- iv. Every company shall—
 - a) paint or affix its name, and the address of its registered office, and keep the same painted or affixed, on the outside of every office or place in which its business is carried on, in a conspicuous position, in legible letters, and if the characters employed therefor are not those of the language or of one of the languages in general use in that locality, also in the characters of that language or of one of those languages.
 - b) have its name engraved in legible characters on its seal; if any.

- c) get its name, address of its registered office and the Corporate Identity Number along with telephone number, fax number, if any, e-mail and website addresses, if any, printed in all its business letters, billheads, letter papers and in all its notices and other official publications; and
- d) have its name printed on hundies, promissory notes, bills of exchange and such other documents as prescribed.

A declaration shall be filed within 180 days from the date of incorporation of the company with the Registrar in Form **INC 20A** before the commencement of business of the Company.

3.8. [Frequently Asked Questions](#)

Q1. What is e Form SPICe+? (New Web Form for Company Incorporation)

Ans: Keeping in view the ease of doing business, new form SPICe+ is notified for the incorporation of a company and incidental registrations.

Q2. What is the first step for availing the Incorporation services through SPICe+ Web form?

Ans: SPICe+ Web form is a post-login service and existing registered users would need to login into their account using their credentials. New users are required to create a login account first before using the service.

Q3. What is Part A of SPICe+ and can the same be filed separately?

Ans: SPICe+ form is divided into 2 parts (Part A & Part B). Part A is for the reservation of name of the Company whereas Part B is for the registration of the Company. SPICe+ Part A can either be submitted individually for name reservation only or can be submitted together with SPICe+ Part B for both name reservation as well as incorporation and for availing other integrated services.

Q4. What is to be entered in the space “Proposed Name” in Part A of SPICe+?

Ans: User has to enter the name the applicant wants to reserve, for incorporation of a new company. Users are requested to ensure that the proposed name selected does not contain any word which is prohibited under Section 4(2) & (3) of the Companies Act, 2013 read with Rule 8 of the Companies (Incorporation) Rules, 2014. Users are also requested to read and understand Rule 8 of the Companies (Incorporation) Rules, 2014 in respect of any proposed name before applying for the same.

Stakeholders are requested to also check the Trademark search to ensure that the proposed name is not in violation of provisions of Section 4(2) of the Companies Act, 2013, failing which it is liable to be rejected.

Q5. Is it mandatory to attach documents while reserving name through Part A of SPICe+?

Ans: No, However, it would be 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 10MB in case of Part ASPICe+ and overall limit of form size shall not exceed 10MB in case both Part A SPICe+ and Part B SPICe+ are filed together. In case of multiple attachments for Part ASPICe+, please scan all documents into a single file and upload the same. *Please refer below annexures for different kind of NOC.*

- i. Annexure II for NOC for Trade Mark
- ii. Annexure III for NOC for Name Availability
- iii. Annexure IV for NOC for Incorporation of Wholly Owned Subsidiary

Q6. Can a user who has an approved name using Part A of SPICe+, permit other users/applicants to use the name for filing Part B of SPICe+?

Ans: No, the same user login ID which was used for the reservation of the name of the proposed Company has to be used for submitting and uploading SPICe+ and other linked forms.

Q7. What are various services offered in Part B of SPICe+?

Ans: Part B of SPICe+ offers following services viz.

- (i) Incorporation
- (ii) DIN allotment
- (iii) Mandatory issue of PAN
- (iv) Mandatory issue of TAN
- (v) Mandatory issue of EPFO registration
- (vi) Mandatory issue of ESIC registration
- (vii) Mandatory issue of Profession Tax registration (Maharashtra)
- (viii) Mandatory Opening of Bank Account for the Company and
- (ix) Allotment of GSTIN (if so applied for).
- (x) Application for allotment of PTEC / PTRC (For Maharashtra, Karnataka and West Bengal only)
- (xi) Application for registration of Shops and Establishment –Delhi.

Q8. How many times modification in SPICe+ Form can be made after generating pdf for affixing DSC?

Ans: Once the SPICe+ Form is generated in Pdf to sign digitally, it can be further edited to alter/modify the details and attachment but maximum of 5 times before uploading.

Q9. Is Registration for Profession Tax through SPICe+ mandatory all over India?

Ans: No, Registration of Profession Tax is not mandatory for all the states. At present, it will be automatically applied in Form AGILE – PRO S if the proposed Company is being registered in the state of Maharashtra, Karnataka and West Bengal.

Q10. Is Registration for EPFO and ESIC through SPICe+ shall be mandatory for all new companies incorporated all over India?

Ans: Yes, now it is mandatory to apply for EPFO and ESIC registration in AGILE-PRO S linked Form along with the SPICe+ application. and no EPFO & ESIC registration nos. shall be separately issued by the respective agencies.

Q11. Is Opening of Bank Account mandatory for all companies incorporated through SPICe+?

Ans: 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 S linked web form.

Q12. Is it mandatory for every subscriber and/or directors to obtain DSC now?

Ans: Yes, In case number of subscribers and/or directors to eMoA and eAoA are 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.

Q13. Under which role DSC needs to be associated for First Directors not having DIN/subscribers?

Ans: First Directors not having DIN/Subscribers having PAN shall associate their DSC under 'authorised representative' by providing their PAN. Once the DIN is allocated to first directors post approval of SPICe+, DSC shall be updated against DIN by using 'Update DSC' service.

Q14. How INC-9 (Declaration by all Subscribers and first Directors) would be generated?

Ans: 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 have neither DIN nor PAN.

Q15. What is AGILE-PRO-S?

Ans: AGILE-PRO S is a linked form to apply for GSTIN/EPFO/ESIC/Professional Tax Registration ,Opening of Bank A/c and registration of Shops and Establishment –Delhi.

Q16. What is the sequence of uploading linked forms to SPICe+?

Ans: Following are the sequence of filing of incorporation form as linked form.

SPICe+---->e MOA [if applicable] ----> e AOA[if applicable] ----> AGILE-PRO S[mandatory in all the cases] ---->INC- 9[if applicable]

Q17. Error displayed while resubmission of forms mentioning ‘Form is not Pre-scrutinized’.

Ans: For successful resubmission of forms, please ensure that all the forms required to be filed as linked forms to SPICe+ are also regenerated by clicking on ‘Submit’ button and fresh pdf is downloaded even though no changes are made in such web-forms. System shall not allow submitting old pdfs that were downloaded and submitted in any earlier filing.

Q18. How can I apply for a name if the proposed name includes the name of a Trade Mark?

Ans: In case the proposed name includes a reference of a registered Trade Mark, the user must ensure to collect and attach the consent of the owner or applicant for registration of the trade mark along with KYC details (bearing signatures) of Trademark owner. In case the TM owner is a body corporate, the NOC should be provided in the form of a Board Resolution along with KYC documents. *Please refer Annexure II for NOC for Trade Mark.*

Q19. What precautions should one take care before applying for the proposed name?

Ans: One should be very careful while applying for the name, there can be rejection of name reservation application in the following cases: Please refer **Annexure I**

- a) Proposed Name exactly identical/resembled/phonetically similar to the name of an existing company/LLP
- b) Proposed Name includes words which are registered under Trademark Act with a specific class(es)
- c) Wrong Class/Category/Sub Category of the Proposed Company is mentioned in web form.
- d) Industrial Activity Code of NIC is not found in consonance with the attached objects of the Company in SPICe+ PART A
- e) Proposed Name is found Descriptive i.e. it contains commonly used words (proper pre- fix or suffix not used in name)
- f) No significance about Abbreviations used in the proposed name
- g) Proposed Name indicates words Finance/Investment/Capital/ Holding/ Insurance etc whereas the proposed objects of the Company do not indicate such activities.
- h) Objects mentioned in the form are vague and the TM cannot be ascertained. (E.g. manufacturing /development/producing of all type of goods etc.)

i) Name contain words viz Board, National, Commission etc as given in Rule 8B of the Companies (Incorporation) Rules, 2014 for which previous approval of the Central Government is required.

j) Application made with Restricted and Undesirable names (System may not allow filing of such applications)

k) Proposed name if resembles closely to the popular or abbreviated description of an existing company or limited liability as per rule 8A(1)(h) of Companies (Incorporation) Fifth Amendment Rules, 2019.

l) Previous approval of the Central Government has not been obtained and attached with application where any word or expression which is likely to give the impression that the company is in any way connected with, or having the patronage of, the Government, or any local authority, corporation or body constituted by the any Government.

m) If the proposed name contains the name a foreign country/city/town etc. then applicant has to attach any proof of significance of business relations with such foreign country like MOU with a company of such country. In case proposed name includes name of India and a foreign country (eg. India Japan or Japan India) in such cases name shall be allowed if, there is Government to government participation or patronage and no company shall be incorporated using the name of enemy country.

Note: The Stakeholders are requested to take utmost care in complying with the above instructions as Name Reservation applications may be put into re-submissions or rejections on the above grounds.

Q20. In case the proposed name indicates different words like Finance/Leasing/Chit Fund/Investment/Securities or combination thereof whereas the proposed objects of the Company do not indicate such activities, what would happen in this case?

Ans: The proposed name will be considered as undesirable if it is not in consonance with the principal objects of the company as set out in the MOA.

Similarly, if the main objectives relates to Finance/Leasing/Chit Fund/Investment/Securities or combination thereof, the proposed name must include such activity in the name as per -Rule 8(a)(1)(f) of the Companies (Incorporation) Rules, 2014.

Q21. What are the cases wherein specific objectives are mandatory to be mentioned/ attached while applying for the name?

Ans: In case of Activity Code 36 (having many activities)/74 (Other Business Activities)/93 (Other Service Activities), it is not possible to check Trademark. Therefore, it is mandatory in such cases to mention/attach specific objectives; otherwise form will be considered for rejection. There is no legal process for withdrawal of reserved name

Q22. Whether it is mandatory to attach in-principle approval of the regulatory authority?

Ans: The name approval application may get rejected in case it is filed without In-Principle approval of the Regulatory Authority at the time of Incorporation/ Change of Name, where the objectives contain Insurance Agent/Broker activities.

Further, for change of name, approval of the Sectorial Regulator i.e. RBI / SEBI / IRDAI is required.

Q23. Whether it is necessary to attach Board Resolution/ NOC with the name reservation application?

Ans: Certified copy of Board Resolution in case of change of name of a company and certified copy of Board Resolution with NOC duly signed by the Authorised Representative in case of incorporation of subsidiary of Foreign Company should be attached.

Draft format of Board Resolution is attached while providing NOC for using a resembling name / Trademark. Please refer Annexure I and II.

Q24. What document is required to be attached while reservation of name in case of conversion of Partnership into Company?

Ans: Partnership Deed shall be attached in case of conversion of Partnership Firm into Company. Also attach the consent of all the partners for conversion of Partnership into Company.

Q25. Whether it is mandatory for every subscriber and/or director to obtain DSC at the time of incorporation?

Ans: Yes, 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.

Q26. Which Banks are integrated through SPICe+?

Ans: At present, Punjab National Bank, ICICI Bank, SBI, Kotak Mahindra Bank, Bank of Baroda, HDFC Bank, INDUS IND Bank, UBI bank and Axis Bank have been integrated with SPICe+ for opening a Bank account.

Q27. How can a rejection of name application be avoided on the ground of similarity of existing name?

Ans: Before filing Form SPICe+, it is advised that rule 8 of the Companies (Incorporation) Rules, 2014 should be referred to, so as to avoid this issue. Furthermore, the key words of proposed name must be checked beforehand at the MCA web portal as well as at the web portal of Intellectual Property India – trademarks to rule out the existence of similar name.

On a practical note, if and in case the proposed name of a company to be incorporated looks general, then one may add name of a promoter or a mix of the initials of the promoters before such general word to avoid ambiguity as well as rejection. However, this is on the ROC to accept or not.

Q28. What to do in case of non-generation of Certificate of Incorporation for pending PAN & TAN?

Ans: Raise the ticket on MCA portal for pending Pan & Tan.

Q29. For proof of registered office address, applicant has given an Electricity Bill of owner of the building as a utility bill. What else documents can be used as proof of ownership for a registered office address?

Ans: The authorization from the owner or authorized occupant of the premises along with proof of ownership, to use the premises by the company as its registered office and the NOC. .

Q30. How the particulars of Stamp Duty are filled in SPICe+?

Ans: Stamp duty will be calculated in the SPICe+ Form.

Q31. What is the procedure to get Refund in case Form INC-32 is rejected?

Ans: File “Form Refund” on MCA to get refund in case of rejection of INC – 32 (SPICe+).

Q32. Is OTP mandatory required to be sent on Mobile No and Mail id in AGILEPRO S?

Ans: Yes, OTP is required to be sent to one proposed Director's Mobile No and Mail id.

Q33. Is there any size limit for Photo of Director in AGILE PRO S?

Ans: Yes, 100 KB maximum each Photo can be attached. Same has to be in JPEG Format.

Q34. Whether NOC is mandatory required to be attached along with Utility Bill in SPICe+ Part B?

Ans: Yes, signed NOC from the Owner is required to be attached in all cases except Bill copy is in the name of the Company.

35. In case the subscriber to the memorandum is a foreign national residing outside India, his signatures and address etc. shall be witnessed by a Notary Public/Embassy/Consulate office of Embassies as per the Rule 13 of the Companies (Incorporation) Rules, 2014. In such cases, how can the DSC of such a witness be affixed?

Ans: In such cases, SPICe+ (INC-32) shall be filed along with the manually signed Memorandum of Association (MOA) and Articles of Association (AOA). The Signature and address of the subscriber shall be duly notarized / apostilled / consularised, as applicable

Q36. Can a company be incorporated without a registered office?

Ans: Yes, a company can be incorporated without a Registered Office but shall have to maintain the communication address. Thereafter, a Company shall have its registered office within 30 days of its incorporation.

Q37. Is it mandatory for the name of the company to be indicative of the nature of its business?

Ans: No, it is not mandatory for the name to be indicative of the nature of its business.

Thus, as per the Act, the question on multiple object or varied object would not arise. However, it is good to have a word in the name which is in consonance to main object of the Company.

Q38. Is it mandatory to use eMoA and eAoA? Can physical copies of MoA/AoA be signed and attached with SPICe+ forms?

Ans: Yes, it is mandatory to use eMoA (INC-33) and eAoA (INC-34) in case the number of subscribers are up to 7 and in the following scenarios:

- individual subscribers are Indian nationals
- individual subscribers who are foreign nationals in case they valid DIN and DSC and also submit a proof of a valid business visa
- non-individual subscribers based in India.
- Physical copies of MoA/AoA is required to be signed and attached in case non-individual first subscribers are based outside India or individual foreign subscribers do not possess a valid business visa or any other scenario as mentioned in FAQ Q.39 in detail.

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

Ans: The table below clarifies the specific scenarios in which the pdf attachments or electronic versions of MoA/AoA can be used with SPICe+ (INC-32):

S.No.	Scenario	Forms Filed
1.	Non-Individual first subscriber based outside India	SPICe+ (INC-32) with apostilled 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)
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	eMOA (INC-33) and eAOA (INC-34) alongwith Valid Business Visa to be submitted. In case Business Visa is not available, apostilled MOA and AOA shall be attached and in such cases, eMOA (INC33) and eAOA (INC-34) are NOT Acceptable.
6.	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, apostilled 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 apostilled MOA and apostilled AOA as attachments.

Note: In all the above mentioned cases, the maximum number of subscribers allowed shall be 7 for filing of SPICe+ form. Wherever, the number of subscribers exceeds 7, SPICe+ form shall be filed with MoA and AoA as attachments.

Stakeholders may kindly note that in case SPICe+ (INC-32) has been filed with linked filing of eMOA(INC33) and eAOA(INC-34) without attaching business visas required under Rule 13 (5) (d) of the Companies (Incorporation) Rules, 2014, the form is liable to be rejected (Marked as Invalid and Not to be taken on record) without putting for resubmission.

Q40. Can I attach MOA and AOA for few subscribers and form INC- 33(eMOA) and INC-34(eAOA) for other subscribers for same company?

Ans: 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.

Q41. Is a proposed Section 8/Part 1 Section 8 company required to file eMOA (INC-13), eAOA (INC-31) along with SPICe+ (INC-32)?

Ans: Yes, Section 8/Part 1 Section 8 companies are mandatorily required to file e-MOA and e-AOA to SPICe+ (INC-32).

Stakeholders of Section 8 Company are required to file e-MoA and e-AoA i.e. by way of linked filing of INC-13 and INC-31 in all cases except the following: -

- all or any of the non-individual first subscribers are based outside India or
- Number of subscribers entered in the field 5(a) 'Total number of first subscribers (nonindividual + individual)' are more than seven
- Individual foreign subscribers do not possess a valid business visa

Q42. What is the mode of grievance redressal?

Ans: 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

Q43. What is to be done to avoid the error "Form is not Pre-scrutinized" while resubmission of forms?

Ans: For successful resubmission of forms, please ensure that all the forms required to be filed as linked forms to SPICe+ are also regenerated by clicking on 'Submit' button and fresh pdf is downloaded even though no changes are made in such web-forms. System shall not allow submitting old pdfs that were downloaded and submitted in any earlier filing.

Q44. A Private Company has been registered in the year 2020 but INC-20A has not been filed, Company now wants to borrow money for furtherance of business activities. Can it do so?

Ans: No company can take any borrowings, raise any fund, do any agreement; make investment before filling form INC-20A, means not start any business activity.

Q45. A newly incorporated company intends to receive the subscription money in cash. Can it do so?

Ans: There is no prohibition/restriction under the Companies Act, 2013 for receiving the subscription money in cash (i.e., not through account payee cheque or other banking channel). However, the company and/or subscriber(s) has(ve) to comply with the provisions of the Income Tax Act, 1961 with regard to cash transaction.

Q46. Certificate of Incorporation for new company issued having the date of 05/10/2022 but PAN card issued dated 18/08/2022 & TAN issued with date 01/09/2022.

Is there any legal issues in future? or we have to apply for any correction.

Ans: PAN and TAN will stand invalid in this instance. As the initial proof of existence is COI and other documents must coincide with COI. File Application of Correction in this case,

Q47. One of the directors has only first name & no last name. In the spice part B, first & last name both are mandatory to verify the PAN. So, now what to do?

Ans: Add last name on PAN by filing PAN correction application that should be as per Aadhar Card.

Q48. DIN was allotted to the Director while filing incorporation forms SPIC+. However the status of DIN allotted shows as "Provisional".

Ans: A provisional DIN is approved only after scrutiny of the documents attached with the application. Provisional DIN shall be generated in case the details of the e-form have been found as potential duplicate.

Q49. I am unable to raise any ticket, getting error message. Please help, having issue with Spice+ Part B pre-scrutiny.

Ans: Please ensure that Cache memory is cleared on your computer and all mandatory information is submitted.

Q50. Can a same person be authorized representative and subscriber to the MoA/AoA?

Ans: A person who is an authorized representative of a body corporate, at the same time, cannot be a subscriber to the MoA / AoA (either in an individual capacity or as authorised representative of another body corporate) as per Rule 13(4) of Companies (Incorporation) Rules, 2014 and the proviso therein. The person so authorized shall not, at the same time, be a subscriber to the memorandum and articles of Association.

Q51. How many members are required for incorporation of a company?

Ans: The minimum number of members needed to form a private company is at least 2 members. The minimum number of members needed to form a Public Company is at least 7 members. The Maximum number of members in a Private Company is restricted to 200. The Public Company have no restriction on a maximum number of members.

Q52. Is it mandatory for a company to have a common seal?

Ans: No, as per the Companies (Amendment) Act 2015, the companies are not mandatorily required to have common seal. Further, the existing companies may amend their Articles of Association to this effect.

Q53. If a body corporate is one of the subscribers/promoters, can DSC of an authorized Director be affixed?

Ans: Yes.

Q54. What is the process for obtaining approved e-MOA (INC-33) and e-AOA (INC-34)?

Ans: The users may obtain approved e-MOA (INC-33) and e-AOA (INC-34) through certified copies facility available on MCA.

Q55. Is INC- 22 still required to be filed with SPICe+?

Ans: 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.

Q56. Whether subscribers' photo is required in SPICe+ forms?

Ans: No. Subscribers' photo is not required.

Q57. How many resubmissions are permitted for SPICe+ forms?

Ans: Two

Q58. What is the word limit for writing objects in eMoA?

Ans: 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.

Q59. What if the subscribers to eMoA and eAOA are at different places as only one witness is provided?

Ans: eMoA and eAOA would be witnessed after all subscribers have signed as is happening presently.

4. SECTION 8 COMPANY

4.1. About Section 8 Company

The Companies Act, 2013 regulates the formation, management and accountability of a Section 8 Company, thus making it more closely regulated and monitored than trusts and societies.

A Non-profit Company or Section 8 Company is a Company which:

- Has in its objects the promotion of commerce, art, science, sports, education, research, social welfare, religion, charity, protection of environment or any such other object;
- Intends to apply its profits, if any, or other income in promoting its objects; and
- Intends to prohibit the payment of any dividend to its members.

The fundamental aspect of Section 8 Company is that it is created for non-profit motive and it forbids the payment of dividend. That means income, if any of Section 8 Company must be used for the objects for which Section 8 Company is created.

The Central Government may, by licence issued in such manner as may be prescribed, and on such conditions as it deems fit, allow that person or association of persons to be registered as a limited company under this section without the addition to its name of the word "Limited", or as the case may be, the words "Private Limited" , and thereupon the Registrar shall, on application, Form SPICe+, register such person or association of persons as a company Section 8.

The company registered under this section enjoys all the privileges and be subject to all the obligations of limited companies.

4.2 Some exemptions available to Section 8 Companies

Keeping in view the concept of “Ease of Doing Business”, the Ministry of Corporate Affairs deriving its power from Section 462 of the Companies Act, 2013 has issued notifications (dated 5th June, 2015 and 13th June, 2017) for exemption of Section 8 Companies from several requirements under the Act.

- Limited Liability: Section 8 Companies enjoy limited liability even without adding the words “Limited” or “Private Limited”.
- Appointment of Company Secretary: Companies are not required to appoint a qualified CS professional as its company secretary.
- Annual General Meeting(Section 96) - In case of Section 8 companies, the time, date and place of each annual general meeting are decided upon before-hand by the board of directors having regard to the directions, if any, given in this regard by the company in its general meeting.
- Notice of the General Meeting(Section 101)- In case of Section 8 Companies, 14 clear days (instead of 21 clear days) notice is sufficient for a general meeting.
- Minutes of proceedings of general/board and other meetings (Section 118)- Provision of Section 118 does not apply to Section 8 companies as a whole except that minutes may be recorded within thirty days of the conclusion of every meeting in case of companies where the articles of association provide for confirmation of minutes by circulation.
- Number of director -ships: Directorship of Section 8 companies are not reckoned for this purpose.
- Board Meeting (Section 173): With regard to Section 8 companies this section shall apply only to the extent that the board of directors, of such companies shall hold at least one meeting within every six calendar months
- Resolutions to be passed at meetings of the Board (Section 179): Section 179(3)(d), (e) and (f) pertains to resolution to borrow monies, to invest funds of the company and to grant loans or

give guarantee or provide security in respect of loans. These items may be decided by the board by circulations instead at a meeting in case of Section 8 companies

Appointment of Independent Director: Provisions related to appointment for independent director are not applicable to a Section 8 Company.

Note: The exceptions, modifications and adaptations provided to Section Company will be applicable to Company which has not committed a default in filing its financial statements under section 137 or annual return under section 92 of the said Act with the Registra

4.3. Procedure for Incorporation of Section 8 Company

- **STEP-1** Apply for Digital Signature Certificate (DSC) of the proposed director which requires the following documents

The first step is to get the proposed Director's Digital Signature Certificate (DSC), which requires the following documents:

- a) Address proof
- b) Aadhaar card
- c) PAN card
- d) Photo
- e) Email Id

- **STEP-2-** Preparation of Memorandum of Association, Articles of Association and other documents.

MOA is the charter of the company and defines the scope of its activities. An AOA is a document which regulates the internal management of the company. One can adopt table F provisions. MOA & AOA of the company shall be signed by each subscriber who shall mention his name, address, description and occupation in the presence of at least one witness who shall attest the signature and shall likewise sign and add his name, address, description and occupation.

- **STEP-3** Fill Web form Spice+

To incorporate a Section 8 Company, an application shall be made to the Registrar of Companies in Form SPICE+((Simplified Proforma for Incorporating company Electronically Plus: INC-32)), which shall be accompanied, inter alia, by the following documents:

For Name Availability (SPICE+-PART-A)

Proposed name (use of word Foundation, Association etc. is mandatory for Section 8 company)

Main Objects of the company

Application for Incorporation (SPICE+- PART B)

- Part B of SPICE+ offers following services viz.
- Application for issuance of Corporate Identification Number / Registration of Company with Registrar of Company
- Apply for license
- Application for allotment of Director Identification Number (DIN) / Registration of Director
- Application for PAN / TAN allocation
- Application for allotment of GSTIN (optional, if applied).
- Application for allotment of ESIC number
- Application for allotment of EPFO number
- Application for allotment of PTEC / PTRC (For Maharashtra, Karnataka and West Bengal only)
- Application for registration of Shops and Establishment –Delhi.

- Request for Bank Account Opening

Documents required

- c) Memorandum of Association if not submitted as Linked Filing in INC-13
- d) Articles of Association if not submitted as Linked Filing in INC-31
- PAN of the subscribers to the Memorandum (1st Directors of the company)
- Proof of ID and Address of the subscribers to the Memorandum.
- Notarized Conveyance/lease deed/Rent Agreement along with rent receipts
- NOC from the owner to use the premises
- Utility bill of the premises, not older than last 2 months
- Declaration by each of the persons making the application in INC-9 as included in SPICE+
- k) Declaration by Professionals as included in Spice + Form. An estimate of the future annual income and expenditure of the company for next three years, specifying the sources of the income and the objects of the expenditure.