

Incorporation of Companies through SPICE plus







INCORPORATION OF COMPANY

Incorporation

A legal process to register or form a corporate entity or company

Company

An artificial juridical entity, separate from its members. It has perpetual succession.



Why Registration/Incorporation is needed?

- Government Facilities: The government provided many facilities and privileges to registered companies. It gives protection to business and production, which makes it more profitable.
- Credit Facilities: Bank and other financial institutions provide credit to registered firms without any hesitation. As these firms abide by the government rules and regulations, so they have full trust in them.
- Business Reputation: Registration adds to reputation. Other firms cannot copy their products. No other firm registered or not registered can use their name, brand etc.
- **Public Confidence:** People have more confidence in the registered company than in the unregistered firm because they think that these firms are working under the supervision of the government. Thus they make business contracts with them without any fear.



Formation of a Company

- A company may be formed for any lawful purpose by having minimum number of persons as under:
 - ▶2 persons, to form a Private company; Section 3(1)(b) or
 - ▶7 persons, to form a Public company; Section 3(1)(a); and
 - ▶1 person to form One Person Company (i.e. Private Limited). Section 3(1)(c).
- By subscribing their names or his name to a MOA
 - >A company limited by shares; or
 - ➤ Company limited by guarantee
 - ➤ Unlimited company



STEPS TO CONSIDER FOR REGISTERING THE BUSINESS:COMMENCING INCORPORATION PROCESS

1

- Appoint a Professional
- Identify Proposed Objects

2

- Choose type of Company
- Identify the First Directors and Shareholders

3

- Finalize unique names
- Requirements of MOA and AOA

4

- Get DSC of proposed Directors & Shareholders
- Other documentation



SPICE+ Web Form

Integrated web form offering multiple services

Saves many procedures, time and cost

Simplified Proforma for Incorporating Company Electronically PLUS (SPICE+)

New and user friendly Dashboard

Ease of Doing Business



Service Offered Under Spice+

Incorporation
DIN allotment
Mandatory issue of PAN
Mandatory issue of TAN
Mandatory issue of EPFO registration
Mandatory issue of ESIC registration
Mandatory issue of Professional Tax Registration (Maharashtra)
Mandatory Opening of Bank Account for the Company
Allotment of GSTIN
Shop & Establishment Registration



SPICe+ Points to Consider

- All new companies incorporated through SPICe+ would also be mandatorily required to apply for opening the company's Bank account through the AGILE-PRO-S linked web form.
- In Opening of Bank Account, applicant has to select only Bank Name & branch will be allocated by bank itself. Also the applicant can open new bank account after incorporation & close this bank account.
- All the documents need to be self-attested by the applicant.
- All documents annexed should be clear and legible.
- Registration for Profession Tax shall be mandatory through SPICe+ only in respect of new companies incorporated in the State of Maharashtra.

- Subscribers' photo is not required in SPICe+ forms
- Resubmissions for SPICe+ forms are permitted for two times.
- The maximum upload size of SPICe+ forms is 6 MB for each of the PDF form.
- A consolidated challan gets generated at the time of filing SPICe+(INC-32) which shall contain applicable fee towards(i) Form Fee (ii) MoA (iii) AoA (iv) PAN (v) TAN.
- Companies getting incorporated through SPICe+ with an Authorized Capital up to INR 15,00,000 would continue to enjoy 'Zero Filing Fee' concession. However, Stamp Duty has to be paid.



Parts of Spice Plus

SPICe+ Part A

represents the section wherein all details with respect to name reservation for a new company has to be entered

SPICe+ Part B

represents the section wherein all remaining details required for formation of a company has to be entered

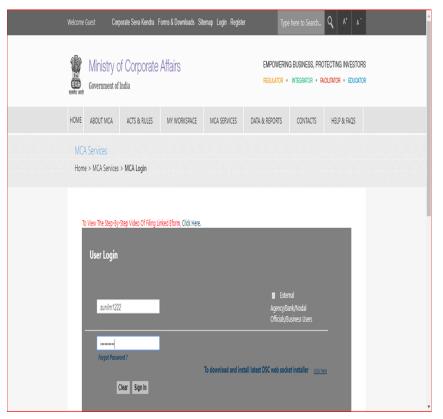
- ❖ SPICe+ Web form is a post-login service
- **❖** Once the SPICE+ is filled completely, it will get converted into pdf for affixing the DSC.

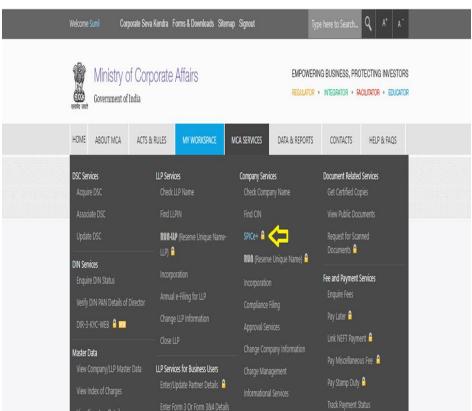


Spice+ Login

Login to MCA portal (mca.gov.in)



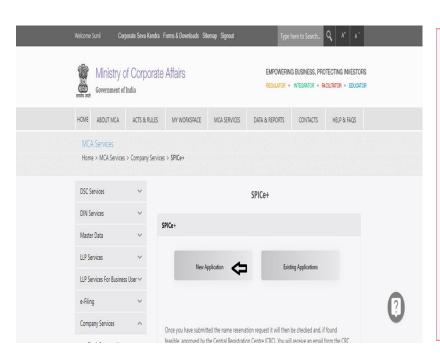




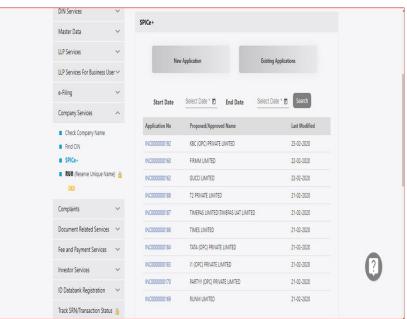


SPICe+ Dashboard

Click on new application in case fresh application needs to be submitted.



On click of existing application, user can view application numbers along with proposed/approved name.





SPICe+ Part A

- ➤ SPICe+ Part A can either be submitted individually **ONLY for name reservation** or **together with SPICe+ Part B** for both name reservation as well as incorporation.
- ➢ If SPICe+ is used for name approval, plus incorporation together, only one name is allowed.
- ➢ In case SPICe+ Part A is submitted individually for name reservation, Part B and all other linked forms shall be enabled only after the SRN of SPICE+ Part A is 'Approved' i.e. the name is reserved.
- ➤ User fills the details of type, class, category, sub-category and proposed name of the company and click on autocheck button.
- ➤ A list of activities with code is provided in Help kit of Spice+ for description of main division of industrial activity.

me Reservation		
ype of Company *	New Company (Others)	•
lass of Company *	Private	•
Category of Company *	Company limited by shares	•
Sub-Category of Company *	Non-government company	v
Main division of industrial activity of the Company *	37	
Description of the main division	Recycling	
Summary of the objects to be pursue	ed by the company on its incorporation *	h



SPICe+ Part A

SUFFIXES FOR NAME

- One Person Company ABC (OPC) Private Limited
- Private Limited Company (other than producer company) – ABC Private Limited
- Private Limited Company (Producer company) – ABC Producer Company Limited
- Public Limited Company ABC Limited
- Unlimited Liability Private Company
 ABC Private Unlimited
- Unlimited Liability Pubic Company ABC Unlimited

Suffixes shall not apply to a company registered under section 8.

You ma	ay include a document that supp	oorts your name reservation b	elow.	
Particu	ılars of the proposed or appro	ved name *		
İ				
Ï.				
Choose	File			
	Auto-Check			



SPICe+ Part A

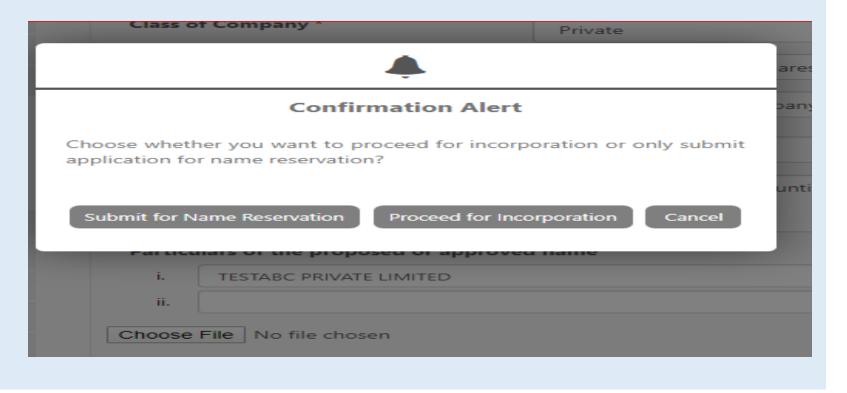
- Ensure that the proposed name selected does not contain any word which is prohibited under Section 4(2) & (3) of the Companies Act, 2013 read with Rule 8 of the Companies (Incorporation) Rules, 2014
- Availability of name should be checked with MCA and Trademark search to ensure that the proposed name is not similar to any existing company name
- An optional attachment such as NOC, Trademark Details, Detailed Main Object etc. can be provided to MCA here.
- Auto check performs first level automatic scrutiny of the proposed name in accordance with the name rules.

You may i	include a document tha	t supports your name reservation be	low.	
	rs of the proposed or	approved name *		
i.				
Ï.				
Choose Fil	е			
	Auto-Check			



SPICe+ Part A >> Part B

Once Part A is complete, user can click on Submit for Name Reservation or Proceed for Incorporation or Cancel

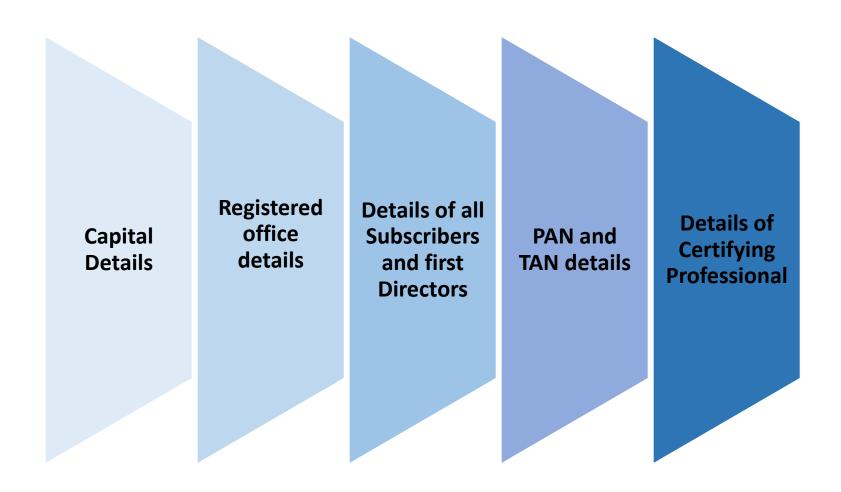




Processing of SPICe+ Part A

- On receipt of Name application, the Registrar may, on the basis of information and documents furnished along with the application, reserve the name for a period of 20 days from the date of approval.
- In case of application for change of its name by an existing company, the Registrar may reserve the name for a period of 60 days from the date of approval.
- Approved name and related incorporation details as submitted in Part A, would be automatically Pre-filled in all linked forms also viz., AGILE-PRO, e-MoA, e-AoA, INC-9 (as applicable)
- If opted for 'Proceed for incorporation, Part B of the web form gets enabled which will have different sections.







- ☐ Select whether the article(s) is/are entrenched compared to the standard template of AOA
- Enter the number of articles which are entrenched. Accordingly, field shall be enabled to enter short description of the entrenchment.
- Minimum authorized and subscribed share capital
- At least one kind of share capital (Equity/ Preference) should be greater than zero in number of shares as well as amount of shares.

s	PICe+ Part B		
Structure of the company			
1. Whether Articles of Association is e	ntrenched *	O Yes O No	
2. Company is * • Having share capit	tal O Not having	share capital	
3. Capital structure of the company *			
Total authorized share capital (in Ri	upees)		
Authorized share capital	Equity	Preference	Unclassified
Number of shares			
Nominal amount per share (in Rupees)			
Total amount (in Rupees)			
Total subscribed share capital (in Re	upees)		
Subscribed share capital	Equity	F	Preference
Number of shares			
Nominal amount per share (in Rupees)			
Total amount (in Rupees)			
			Save & Continue



- ☐ Either Registered office address or Correspondence address to be provided
- ☐ Ensure correspondence address is of same state where company is willing to have its registered office
- ■Ensure that the email ID is valid as all intimations from MCA shall be communicated electronically at the email ID being mentioned here

SPICe+ Part B				
ddress of the Company	,			
Correspondence add	dress *			
Line I *	ASD			
Line II	Delhi			
City *	Delhi			
State/Union Territor	ry * Delhi V Pin code * 110070			
District *	South Delhi			
Phone (with STD code) *	0 - 888888888			
Fax				
Email ID of the com	yyyyy@mail.com			
Whether the address for correspondence is the address of registered office of the company * Name of the office of the Registrar of Companies in which the proposed company is to be registered *				
_	anies, National Capital Tern 🔻			
Prev	Save & Continue			



- □ Allotment of DIN would also be processed along with Spice Plus and upon approval, DIN would be issued to those directors whose names have been mentioned as not having DIN.
- ☐ Total number of directors (including both 'having' and 'not having' DIN) cannot be more than 20 in number.
- ☐ Total number of directors (including both 'having' and 'not having' DIN) should be:
 - minimum 1 for OPC
 - minimum 2 for private company (other than producer company)
 - minimum 3 for public company
 - minimum 5 for producer private company
- ☐ Directors not having DIN cannot be more than 3 in number.

SPICe+ Part	В	
Subscriber and Directors Details		
Number of first subscriber(s) to MOA and director	s of the company *	
	Having valid DIN	Not having valid DIN
Total number of first subscribers (non-individual + individual)	5	2
Number of non-individual first subscriber(s)		0
Number of individual first subscriber(s) cum director(s)	3	2
Total number of directors (director(s) who is/are not subscriber(s) + subscriber(s) cum director(s) as mentioned in above Row no. 3)	8	2
Prev		Save & Continue



	SPICe+ Part B	Particulars of individual first subscriber(s) (other than subscriber cum director)
Subscriber and Directors Details		Hor Director Identification Number (DIN) * Prefil
b. Particulars of non-individ	dual first subscriber(s)	DIN: Mast: Kind of shares subscribed Number of subscribed shares Amount of shares subscribed
c. Particulars of individual f	irst subscriber(s) (other than subscriber cum director)	Equity shares LLP S Preference shares LLP S
I	Add/Edit	e-Fill
I	Add/Edit	Com
d Particulars of individual	first subscriber(s) cum directors	■ Check Company Name ■ Find CIN
d. Farticulars of illulvidual	inst subscriber(s) cum directors	SPICe+ d. Particulars of individual first subscriber(s) cum directors RUA (Reserve Unique Name)
I	Add/Edit	
I	Add/Edit	Particulars of individual first subscriber(s) cum directors \times
I	Add/Edit	Director Identification Number (OIN) *
II	Add/Edit	Name *
п	Add/Edit	Gender * V Date of Birth * Select Date * (2) Nationality * V
e. Particulars of directors (o	other than first subscribers)	Designation * Category * Whether Chairman Security edirector Non-executive director
I	Add/Edit	Name of the company or institution whose nominee the appointee is
I	Add/Edit	Email ID *
I	Add/Edit	Littlem AV
I	Add/Edit	Kind of shares subscribed Number of subscribed shares Amount of shares subscribed
I	Add/Edit	Equity shares Preference shares
Prev	Save & Continue	Number of entities in which director have interest



Select the type of proof of identity from the available drop-down values

- Voters Identity Card;
- Passport; or
- Driving License.

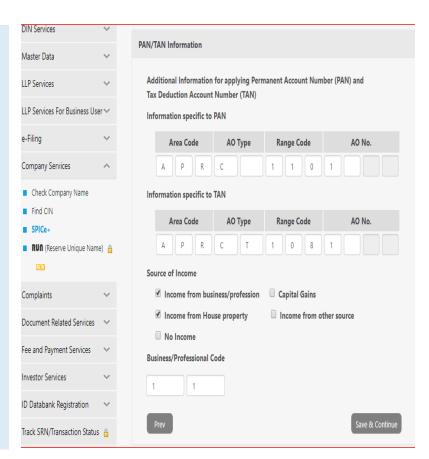
Select the type of Residential Proof from the available drop-down values

- Bank Statement;
- Electricity Bill;
- Telephone bill; or
- Mobile bill.

- Attach copy of proof of identity and proof of address under attachments section.
- For the proposed directors having DIN, KYC norms would not be applicable and no other proof of identity or residential proof shall be required.
- Enter the number and amount of shares subscribed by the first subscriber.



- Enter basic details for issuance of Permanent Account Number (PAN) and Tax Deduction Account number (TAN)
- Select the source of income of the proposed company
- If the source of income of the proposed company is Income from business/profession, enter the Business/ Profession Code. (mentioned in help kit)

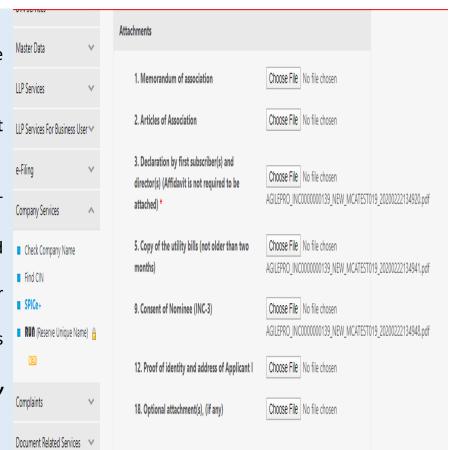




SPICe+ Attachments

- ✓ Upload mandatory attachments in web form.
- ✓ MOA & AOA are Mandatory only in the following cases:
 - Section 8 company or
 - all or any of the non-individual first subscribers are based outside India or
 - Part I company or
 - 'Total number of first subscribers (nonindividual + individual) are more than 7.
- ✓ Declaration by first subscriber(s) and director(s) (INC-9) shall be mandatory where
 - total number of subscribers and/or directors is greater than 20 or
 - any such subscribers and/or directors does not have DIN/PAN

Note: Affidavit is not required to be attached by first subscriber(s) and director(s).



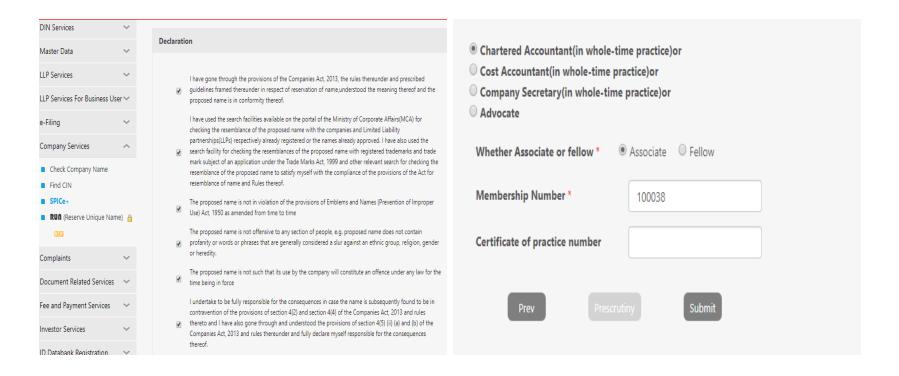


SPICe+ Attachments

- If the address for correspondence is the address of **registered office** of the company, then following attachments are mandatory:
 - Proof of office address
 - Copies of utility bills that are not older than two months.
- If any subscriber is Foreign company and/or company incorporated outside India, then it is mandatory to attach copy of Certificate of Incorporation of the foreign body corporate and resolution passed by it.
- If any subscriber to the proposed company is a Company itself, then it is mandatory to attach Resolution passed by promoter company
- In case any of the director has any interest in the proposed company, then it is mandatory to attach Interest of first director(s) in other entities.(DIR-8)
- In case of an **OPC**, it is mandatory to attach Consent of nominee and Proof of identity and residential address of the nominee
- In case proposed company is a **Section 8** company, it is mandatory to attach
 - Declaration in Form No. INC-14
 - Declaration in Form No. INC-15
- Any other information can be provided as Optional attachment.



SPICe+ Part-B





SPICe+ Part-B

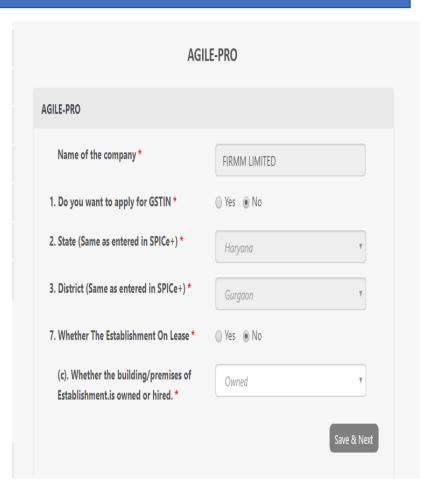
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	Declaration and certi	ification l	by professional		
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Form	SRN	Status	Fill	Download
SPICe+ Part A			₽	
SPICe+ Part B				• <
AGILE-PRO				•
SPICe+ AoA				•
SPICe+ MoA				•
INC-9				-
Once you have submit feasible, approved by advising the outcome	the Central Regist	tration Centre (CF		hecked and, if found eive an email from the Cf



AGILE-PRO-S- Web Form

- ✓ AGILE-PRO (INC-35) needs to be filed as linked e-Form with SPICe+ for:
 - Registration with GSTN
 - Registration with ESIC
 - Registration with EPFO
 - Professional tax registration number
 - Bank account number
 - Shop & Establishment Registration
- ✓ Specimen Signatures sheet, photograph, Id and Address proof of authorized person to be attached
- ✓ Ensure that the form is digitally signed by the Proposed Director/ Primary Owner who has signed the SPICe+ form.
- ✓ Both SPICe+ form and AGILE-PRO form shall be signed by same director who is also the authorized signatory.
- ✓ The Form should be digitally signed by Authorized Signatory who is citizen and resident of India and have PAN





	Chartered Accountage
Scenario	Forms to be Filed
Non-Individual first subscriber based in India	SPICe+ (INC-32) with linked filing of eMOA (INC-33) and eAOA (INC-34)
Indian National being Subscriber other than director	SPICe+ (INC-32) with linked filing of eMOA (INC-33) and eAOA (INC-34)
Indian National being Subscriber- cum- Director	SPICe+ (INC-32) with linked filing of eMOA (INC-33) and eAOA (INC-34)
Foreign National being Subscriber other than director having valid DIN	SPICe+ (INC-32) with linked filing of eMOA (INC-33) and eAOA (INC-34) alongwith Valid Business Visa to be submitted. In case Business Visa is not available, scanned copies of certified MOA and AOA shall be attached to INC-32.
Foreign National being Subscriber- cum- Director having valid DIN	SPICe+ (INC-32) with linked filing of eMOA (INC-33) and eAOA (INC-34) alongwith Valid Business Visa to be submitted. In case Business Visa is not available, scanned copies of certified MOA and AOA shall be attached to INC-32.
Foreign National being Subscriber- cum- Director not having valid DIN	SPICe+ (INC-32) with scanned certified MOA and AOA as attachments.
Non-Individual first subscriber based outside India	SPICe+ (INC-32) with scanned certified MOA and AOA as attachments



INC-9 PDF Generation

Based on the details of subscribers and directors entered in Part B, INC-9 declaration form shall be auto populated and available in Dashboard for the user to download and affix DSCs.

[Pursuant to Sections 7(1)(c) to the Companies Act, 2013 and rule 15 of the Companies (Incorporation) Rules, 2015

FORM NO. INC-9
Declaration by Subscribers
and First Directors

1. Name of the Company	KBC (OPC) PRIVATE LIMITED
------------------------	---------------------------

2. This declaration is in respect of :

	Having valid DIN	Not having valid DIN
Total number of first subscribers (non-individual + individual)	1	0
Number of non-individual first subscriber(s)		0



SPICE+ Upload

- After affixing DSCs in SPICe+ Part B and all other linked forms, user needs to click on upload forms option.
- Promoter Directors will require DSC.
- Upload SPICe+ Part B PDF and all the relevant linked forms.
- On successful upload of forms, Unique service request number(SRN) gets generated and displayed to the applicant.
- System prompts user to make payment.
- After successful payment, SRN gets routed to Back Office user for processing.

Upload E-Form To View The Step-By-Step Video Of Filling Linked Eform, Click Here. Forms versions are undergoing changes. Stakeholders are requested to check the latest version before filling	nome > Ivica Services > E-Fi	ing > upload t-form	
	Upload E-Form		
Forms versions are undergoing changes. Stakeholders are requested to check the latest version before filing	To View The Step-By-Step Vio	eo Of Filing Linked Eform, Click Here.	
http://www.mca.gov.in/MinistryV2/companyformsdownload.html.	•		

<u> </u>	Normal Forms Linked Forms	Resubmission SRN SRN	
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	C:\fakepath\SPICeMoA_INC0000000192.pdf		Browse 😵
	C:\fakepath\SPICeAoA_INC000000192.pdf		Browse 😵
	C:\fakepath\AGILEPRO_INC0000000192.pd		Browse 😵
	C:\fakepath\SPICeINC9_INC0000000192.pd	i	Browse 🔞
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* If you are getting \'Ne	ed to attach mandatory DSC\' error during t		



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Thank You!!

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