

A close-up photograph of a hand holding a red feather pen, poised to write on a document. The background is blurred, showing another hand and a document with the letters 'AI' visible. The overall scene suggests a professional or legal setting.

Spice+

Incorporation of Companies under the Companies Act, 2013

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Key Highlights

Key Achievements

- ❖ Web based form
- ❖ Facilitates ease of Doing Business
- ❖ Reduce the set up cost
- ❖ 10 services by 3 Central Govt Ministries & Departments under one form



Incorporation Process - Transformation

Form 1,18 & 32 – MOA & AOA 3 sets & attachments (CA 1956)

INC 1, DIR 12, INC 22 (CA 2013)

PHASE 1

SPICE (INC 32) + e Moa + e AOA

PHASE 2

SPICE (INC 32) + e Moa + e AOA + Agile

PHASE 3

Web based Spice+ and Agile

PHASE 4



Framework for Incorporation

Important Sections

Sec 4 - Memorandum

Sec 5 - Articles

Sec 6 - Overriding power of Act

Sec 7 - Incorporation of Company

Rules

The Companies (Incorporation) Rules, 2014

Forms involved



❖ Spice +,

❖ e Moa

❖ e Aoa

❖ Agile pro,



Memorandum of Association

- ❖ Companies having Share Capital
Table A

- ❖ Companies based on Guarantee
Without Share Capital – **Table B**
With Share Capital – **Table C**

- ❖ Unlimited Companies
Without Share Capital – **Table D**
With Share Capital – **Table E**



Articles of Association

❖ Companies having Share Capital

Table F

❖ Companies based on Guarantee

With Share Capital : **Table G**

Without Share Capital : **Table H**

❖ Unlimited Companies

With Share Capital : **Table I**

Without Share Capital : **Table J**

Foreign Subscriber/Director involved

In a country in any part of the Commonwealth

Signatures and address on the memorandum and articles of association and proof of identity shall be notarized by a Notary (Public) in that part of the Commonwealth

In a country which is a party to the Hague Apostille Convention, 1961

Signatures and address on the memorandum and articles and proof of identity shall be notarized before the Notary (Public) of the country of his origin and be duly apostilled in accordance with the said Hague Convention



Foreign Subscriber/Director involved

In a country outside the Commonwealth and which is not a party to the Hague Apostille Convention, 1961

- Notarized before the Notary (Public) of such country and
- The certificate of the Notary (Public) shall be authenticated by a Diplomatic or Consular Officer empowered in this behalf under section 3 of the Diplomatic and Consular Officers (Oaths and Fees) Act, 1948 (40 of 1948) or,
- where there is no such officer by any of the officials mentioned in section 6 of the Commissioners of Oaths Act, 1889 (52 and 53 Vic.C.10),



Foreign Subscriber/Director involved

- **Visited in India and intended to incorporate a company**

In such case the incorporation shall be allowed if, he/she is having a valid Business Visa.

- **If subscriber is a person of Indian Origin is on a visit to India**

In case of Person is of Indian Origin or Overseas Citizen of India, requirement of business Visa shall not be applicable.



Services Covered

❖ Name Application

❖ Incorporation

❖ Applying for DIN

❖ PAN application

❖ TAN Application



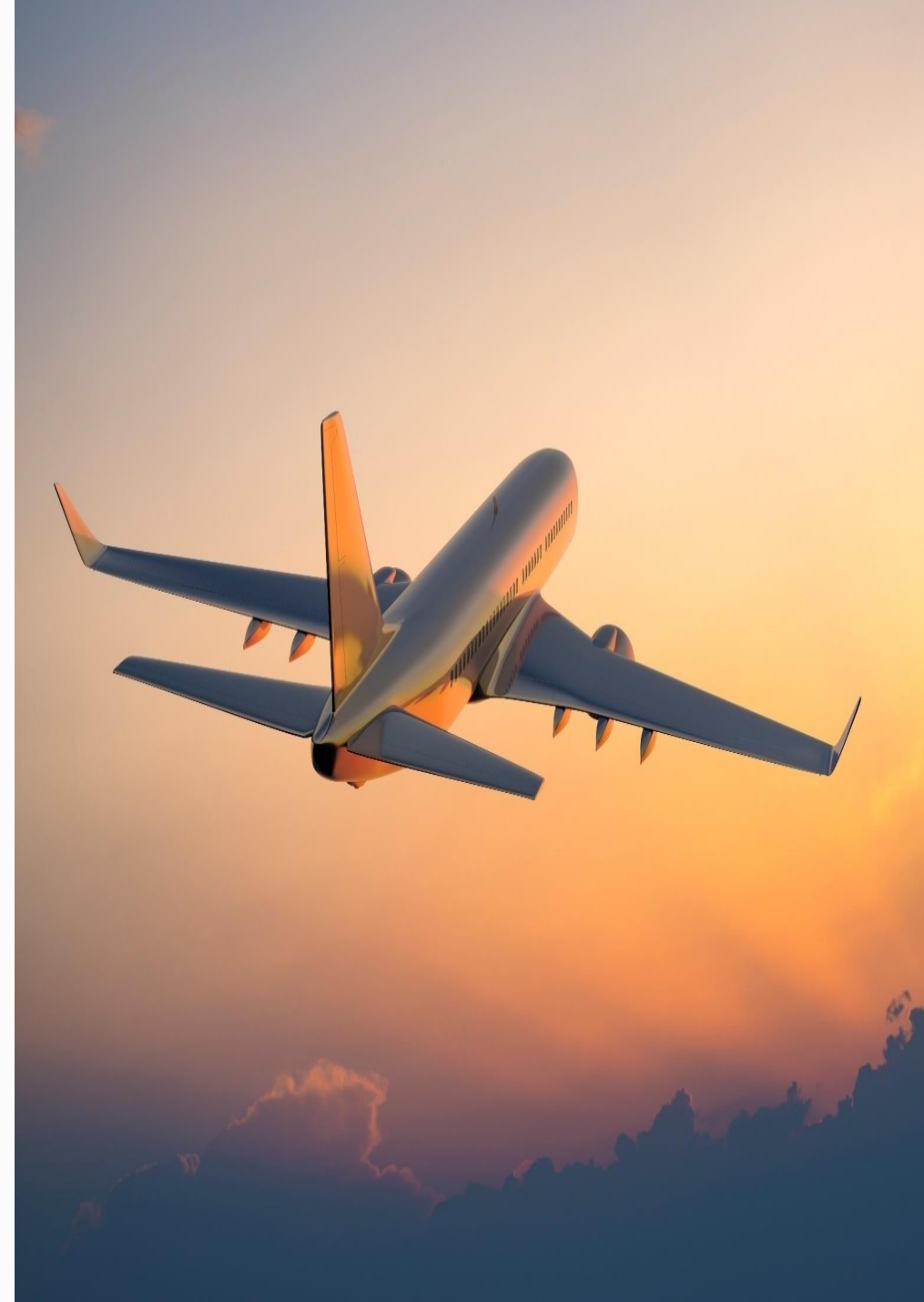
Add on Services Covered

❖ *Mandatory Menu*

Bank Account

❖ *Optional Menu*

PF, ESIC, GST, BANK ACCOUNT, PROFESSIONAL TAX (MAHARASHTRA)



Companies that can be incorporated using Spice+

1. OPC
2. Private Company
3. Public Company
4. Sec 8 Company
5. Producer Company

Companies that can be incorporated using Spice+

6. Nidhi Company

7. Conversion of LLP to company

8. Conversion of non corporate entities into companies



Step by Step Approach

Applicable Forms

STEP 1 - SPICe+ Login

STEP 2 - SPICe+ Dashboard

STEP 3 - SPICe+ Part A

STEP 4 - SPICe+ Part B

Dashboard

The screenshot displays the MCA21 portal dashboard. On the left is a navigation menu with categories like DSC Services, DIN Services, Master Data, LLP Services, LLP Services For Business User, e-Filing, and Company Services. The 'Company Services' section is expanded, showing options such as 'Check Company Name', 'Find CIN', 'SPICe+', and 'RUN (Reserve Unique Name)'. The 'RUN' option is highlighted with a 'NEW' badge. The main content area is titled 'SPICe+ Part A' and contains a 'Name Reservation' form. The form includes several dropdown menus for 'Type of Company', 'Class of Company', 'Category of Company', and 'Sub-Category of Company'. It also has text input fields for 'Main division of industrial activity of the Company' and 'Description of the main division'. At the bottom, there are two input fields for 'Particulars of the proposed or approved name' and a 'Choose File' button.

Ministry Of Corporate Affairs - Ministry Of Corporate Affairs - Ministry Of Corporate Affairs

Not secure | www.mca.gov.in/mcafoportal/run/spice

SPICe+ Part A

Name Reservation

Type of Company *

Class of Company *

Category of Company *

Sub-Category of Company *

Main division of industrial activity of the Company *

Description of the main division

Particulars of the proposed or approved name *

i.

ii.

Choose File

Dashboard

The screenshot displays the Ministry of Corporate Affairs (MCA) dashboard. The browser address bar shows the URL www.mca.gov.in/mcafoportal/run/spice. A navigation menu on the left includes items like "Check Company Name", "Find CIN", "SPICE+", "RUN (Reserve Unique Name)", "Complaints", "Document Related Services", "Fee and Payment Services", "Investor Services", "ID Databank Registration", "Track SRN/Transaction Status", "Address for sending physical copy of G.A.R. 33", "Public Search of Trademark", and "Notices Under Section 248(2)".

A "Confirmation Alert" dialog box is centered on the screen, featuring a bell icon and the text: "Choose whether you want to proceed for incorporation or only submit application for name reservation?". The dialog box contains three buttons: "Submit for Name Reservation", "Proceed for Incorporation", and "Cancel".

At the bottom of the dashboard, there are sections for "QUICK LINKS" and "MCA APPLICATIONS". The "QUICK LINKS" section includes links for PMO, CCI, NFCG, NCLAT, Principal Account Office, Invest India, and About MCA. The "MCA APPLICATIONS" section includes links for RTI and Help & FAQs.

Dashboard

The screenshot displays the MCA Services portal for SPICE+ Part B. The left sidebar contains a navigation menu with categories like DSC Services, DIN Services, Master Data, LLP Services, and e-Filing. The main content area is titled 'SPICE+ Part B' and includes a section for 'Structure of the company' with three numbered questions and a table for capital structure.

MCA Services
Home > MCA Services > Company Services > SPICE+

SPICE+ Part B

Structure of the company

1. Whether Articles of Association is entrenched * Yes No

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

3. Capital structure of the company *

Total authorized share capital (in Rupees)

Authorized share capital	Equity	Preference	Unclassified
Number of shares	<input type="text" value="10000"/>	<input type="text" value="0"/>	<input type="text"/>
Nominal amount per share (in Rupees)	<input type="text" value="10"/>	<input type="text"/>	<input type="text"/>
Total amount (in Rupees)	<input type="text" value="100000"/>	<input type="text" value="0"/>	<input type="text" value="0"/>

Total subscribed share capital (in Rupees)

Mandatory Attachments- Applicable to all

Applicable Forms

1. e-Moa
2. e –Aoa
3. Declaration by first subscribers and Directors
4. Proof of office address
5. Copy of utility bills as permitted by MCA.

Mandatory Attachments- Foreign Company is promoter

1. MOA- Hardcopy scanned
2. AOA - Hardcopy scanned
3. Declaration by First Subscriber and Directors
4. Proof of Office Address

Mandatory Attachments- Foreign Company is promoter

5. Utility bills
6. Copy of the certificate of incorporation and resolution passed by the company
7. Resolution passed by Promoter Company



Certification

- Compliance of relevant sections of the Companies Act, 2013 relating to incorporation of company read with rules made thereunder.
- Whether the company has entered valid details in Form INC 32. Also check the limits of Subscribers/members/directors.
- Documents attached whether all documents are as per requirements, complete and legible.



Certification

- Personally visited the premises of the proposed registered office given in the form at the address mentioned
- Check whether the Draft MOA & AOA with have been drawn up in conformity of provisions of sections 4 and 5 and rules made thereunder.
- **Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), issued by ICAI to be followed**



Certification

- Obtain appointment letter from the client
- Written representation can be sought wherever required
- **UDIN** to be generated.



ICAI Initiatives

- Technical Guide

“ Easy Incorporation of Companies through SPICE +”

- Legal Compliance

(<https://resource.cdn.icai.org/60290cmp49120.pdf>)

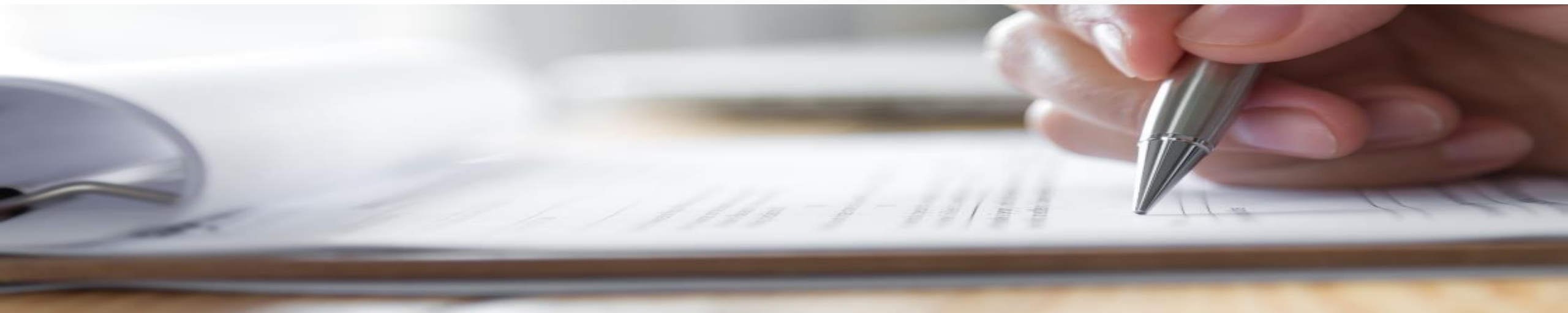
“Board Module for Secretarial Compliances”

- UDIN

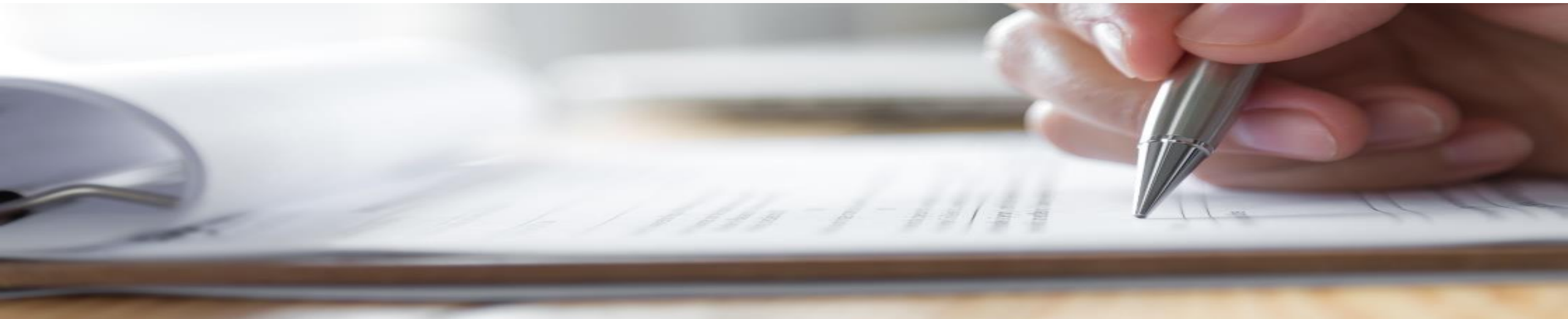
1. Whether all services to be opted mandatorily while filing the Spice + ?
2. Is refund applicable if SPICe+ forms get rejected?
3. How many resubmissions are permitted for SPICe+ forms?



4. How many times webform can be amended ?
5. Can the filing be completed in a timebound manner ?
6. Whether DSC of subscribers to be registered with MCA portal ?



7. Whether you will get mail from the bank branch on account opening ?
8. How the attestation to be done if subscribers/directors are not in India ?
9. How much is the turnaround time for company registration ?





THANK YOU

CA Shawn Jeff Christopher