

COMPANY INCORPORATION – IN JUST FIVE EASY STEPS

In pursuance to the provisions of sections 4, 7, 12, 152 and 153 of the Companies Act, 2013 read with rules made thereunder, here are the five easy and simple steps to incorporate a private limited and public limited company.

If you are a new user then register yourself on MCA portal first and then follow these five easy steps:-

Step 1:- Name Availability and its approval

Once you made a plan to ***incorporate a company (Public Limited/Private Limited)***, the first and foremost important step is to get its name approved by Registrar of Companies. Select an appropriate name and apply for its reservation on MCA Portal. MCA has provided ***RUN- Reserve Unique Name service*** to reserve the name of the companies.

Apply through RUN- Reserve Unique Name service, wherein you just need fill the following mandatory columns:-

- 1) Entity Type
- 2) Proposed Names of the company – Your selected names
- 3) Comment section – Provide a brief (one line) about the objects of the proposed company.

Points to be consider: -

- Proposed company names should be unique and different and not similar to the existing companies names or registered trademarks.
- You can apply for maximum two names as per your choice in the first time through RUN service. If the names are not available then you will get one chance to resubmit and apply freshly for another two names.
- You can skip name reservation through RUN service and apply directly through SPICE (INC-32), only if you have selected a name for the proposed company which is unique, different and not similar to the names of other companies.
- Once name is approved by ROC, the same is reserved for a maximum number of 20 days, after this the same will be withdrawn and you need to apply freshly.

Step 2:- Documents Preparation

Once your desired name gets approved, the same will be reserved for 20 days. In these 20 days you need to file company incorporation forms (**i.e. SPICE (INC-32), SPICE-MOA (INC-33) and SPICE-AOA (INC-34)**) with ROC on MCA portal.

Second step deals with the documents preparation required for filing company incorporation forms with ROC. Here is the detailed list of documents required for company incorporation:-

- 1) Declaration** by all the subscribers and directors of the company – **Format attached**

2) Proof of Registered office address – Rent agreement/Conveyance deed/Lease agreement.

3) Non – Objection certificate from Owner of the premises – **Format attached.**

4) Utility Bills of registered office address- Electricity Bill/ Water Bill/Telephone Bill (Latest i.e. Not older than two months).

5) KYC of directors and subscribers – PAN and AADHAR

6) Proof of identity & residential address of all the subscribers:-

Any one of the following		Any one of the following
S.No.	Identity Proof	Residential Address Proof
1.	Voter ID Card	Latest Bank Statement
2.	Driving License	Latest Electricity Bill
3.	Passport	Latest Telephone/Mobile Bill

7) Form DIR-2 i.e. Consent to act as directors from all the proposed directors of the company – **Format attached**

8) Digital Signature certificate (DSC) of all the subscribers.

Note: - All the documents (from point 1 to 6) should be in Pdf format.

Note: - A person can be both director and subscriber of a company.

Step 3:- Forms Preparation

Once you are ready with all the required documents, you need to prepare the Company incorporation forms i.e. SPICE (INC-32), SPICE – MOA (INC-33), and SPICE – AOA (INC-34).

Download the incorporation forms from the MCA Portal and fill the required particulars. Here are the brief of particulars and information in the forms required to be filled in-

SPICE – Simplified Proforma for Incorporating Company electronically (INC-32)

SPICE contains the basic details about the proposed company, its subscribers and directors. Here is the brief of particulars of the SPICE form required to be filled in-

- SRN of RUN, if the name is already approved by ROC, else you can apply for name in SPICE (INC-32) also.
- Select type, category, sub-category and Main – division of the company.
- Provide details about the capital structure of the company i.e. Type of Capital – whether Equity, Preference or unclassified and Authorized and subscribed capital.
- Fill in the details of address of the registered office of the proposed company.
- Mention the number of the directors of the proposed company having DIN and not having DIN. (Total number of director's "having DIN" and "not having DIN" cannot be more than 20)

- Fill in the complete particulars of all subscribers cum directors like, **name, father's name, DOB, PAN (verify PAN), education qualification, Occupation, Mobile No, E-mail ID, Permanent residential address, Present residential address, duration of their stay at present address etc.**
- Select available Proof of identity and Proof of residential address from the drop down box.
- Mention the Subscribed share capital by each of subscriber of proposed company.
- If the subscriber of the proposed company is already a director in the company, then provide the details about the entities in which the director is having interest i.e., name of the entity, address, designation and percentage of shareholding of the subscriber in such entity.
- Pre-fill the stamp duty details – The same will be auto-filled depending upon the state in which the registered office of the company is proposed to be situated.
- Fill in the Area code, AO Type, Range code and AO. No. for **PAN and TAN allotment – mandatory to fill.**
- Enter the source of income and Business code of the proposed company.
- Attach the documents discussed in step – 2 in pdf format.
- Fill in declaration by one of the subscribers of proposed company.

SPICE – MOA (INC-33)

SPICE-MOA is a charter document of the company and provides the information about the objects (business) of the company for which it is incorporated. It provides the main objects and objects ancillary to the main objects of the company. Here is the brief of particulars of the SPICE-MOA required to be filled in-

- SRN of RUN and Pre-fill the name of the proposed company.
- Select the Table applicable to the proposed company **as notified under schedule I of the companies Act, 2013.** (i.e. whether Table A,B,C,D, or E)
- Fill in the main objects and other objects in the course of furtherance of the business of the proposed company in the column provided for.
- Provide detail of capital structure of the company.
- Fill in details of subscribers of the proposed company like, their name, address, occupation, designation, PAN and number of shares subscribed by each of the subscribers.

SPICE – AOA (INC-34)

SPICE-AOA contains the rules and regulation of the company and the manner in which the activities of the company are to be undertaken. SPICE-AOA is subsidiary to the SPICE-MOA. Here is the brief of particulars of the SPICE-AOA required to be filled in-

- SRN of RUN and Pre-fill the name of the proposed company.
- Select the Table applicable to the proposed company **as notified under schedule I of the companies Act, 2013.** (i.e. whether Table F,G,H,I, or J).

- SPICE-AOA contains standard article no's as per Table selected. Check the box provided with the respective article in case of any alteration or modification of the standard article is required to be done.
- Fill in details of subscribers of the proposed company like, their name, address, occupation, designation, PAN and number of shares subscribed by each of the subscribers and the place where SPICE-AOA is to be signed.

Points to be consider: -

- Number of director's and subscribers in a company:-

Type of company	Director's	Subscribers
Private Limited Company	Minimum Two	Minimum Two
Public Limited Company	Minimum Three	Minimum Seven

- Maximum Three Director Identification number (DIN) can be applied in SPICE Form.
- PAN and TAN of the company shall mandatorily be applied in SPICE (INC-32).
- Digital signature certificates of all the subscribers are required.

Step -4:- Forms Certification

All the three forms SPICE (INC-32), SPICE – MOA (INC-33) and SPICE – AOA (INC-34) are required to be certified by **Practicing CHARTERED ACCOUNTANT (CA) OR Practicing COMPANY SECRETARY (CS) OR Practicing COST ACCOUNTANT (CMA)**.

Once the DSC of one of the subscriber is affixed and forms are certified by practicing CA, CS or CMA the forms shall be pre-scrutinized for successful submission.

Step-5:- Forms Filing

Once all the three forms are successfully pre-scrutinized, the same are to be uploaded on MCA Portal. Necessary MCA fees of PAN, TAN, stamp duty and Forms Fees, if any are required to be pay through online mode or through pay later challan (offline mode). ROC will check the forms and ensure that all the requirements are complied with. Once all the requirements are complied with and conditions applicable are satisfied, SPICE forms get approved and company will get incorporated.

Note: - Enquire the applicable fee on MCA fee calculator before applying for name reservation and filing of forms. The Companies (Registration offices and Fees) Rules, 2014

DECLARATION FORMAT

Declaration by director

[Pursuant to section 7(1)(c) of the Companies Act, 2013 and rule 15 of the Companies (Incorporation) Rules, 2014]

Name of the proposed company:

I,..... (**Name of director**) S/o (Father's name of Director) having **PAN**..... (**PAN of the Director**) being the First Director and subscriber to the memorandum / named as first director in the articles, of the above named proposed company, hereby solemnly declare and affirm that:

I have not been convicted of any offence in connection with the promotion, formation or management of any company during the preceding five years; and

I have 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

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 my knowledge and belief.

Date:

Signature:

Place:

.....

NO OBJECTION CERTIFICATE FORMAT

NO OBJECTION CERTIFICATE

TO WHOMSOEVER IT MAY CONCERN

This is to certify that I (**Name of the owner of the premises**), owner of the property,(**Address of the premises**), have permitted and allowed (**Name of the director's of the company**) for operating and conducting their business in the form of incorporated entity from ADDRESS MENTIONED ABOVE. Please consider this as an official NOC from my side.

I further state that I have no objection if (**Name of the director's**), uses the address of the said premises as their mailing address.

"Further certified that, I have no objection on using the premises by the Company(**Company's Name**), as its registered office.

Owner of the property

Signature

.....

(Name of the Owner)

Date:

Place:

FORM DIR-2 FORMAT

Form DIR-2 Consent to act as a director of a company

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To,
..... (*Name of the company*)
(CIN:)
.....
..... (*Address of the company*)

Sub: - Consent to act as a director.

I, (**Name of the director**), hereby give my consent to act as director of (**Name of the company**), pursuant to sub-section (5) of section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013.

S.No.	Particulars	Details
1.	DIN:	
2.	Name (in full):	
3.	Father's Name (in full):	
4.	Address:	
5.	E-mail id:	
6.	Mobile no.:	
7.	Income-tax PAN :	
8.	Occupation:	
9.	Date of birth:	

10.	Nationality:	
11.	No. of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, and Manager.	
12.	Particulars of membership No. and Certificate of practice No. if the applicant is a member of any professional Institute.	

DECLARATION

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have 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 in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

Date:

Place:

Signature:

.....

Designation:

Enclosed: - Proof of Identity – PAN

Proof of Address – AADHAR

Disclaimer: *The contents of this article have been prepared in accordance with the relevant provisions, and information available at the time of preparation. The views and opinions expressed in this article are those of the author and the author does not take any responsibility and cannot guarantee that no inaccuracy occurs. This article cannot be quoted without the consent of the author.*

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