The US-India Subsidiary Setup Checklist (2025 Edition)

Prepared by: BusinessSetup.in | **For:** US C-Corps, LLCs, and Founders

This checklist outlines the critical documents, data points, and decisions required to incorporate a Private Limited Company in India as a wholly-owned subsidiary of a US entity.

Phase 1: Decision Making (Before You Start)

- **Define the Shareholding Structure**
    - **Entity Shareholder:** Your US Company (Inc/LLC) will typically hold 99.99% of shares.
    - **Individual Shareholder:** You need *one* individual to hold 0.01% (as a nominee) to meet the Indian legal requirement of "minimum two shareholders."
- **Appoint Directors**
    - **US Director:** Usually the Founder/CEO (Passport holder).
    - **Indian Resident Director:** Mandatory by law. (If you do not have a trusted local employee yet, check the box for "Nominee Director Service").
- **Choose Capital Amount**
    - **Recommended:** INR 100,000 (~$1,200 USD). This is authorized capital, not a fee. You will deposit this into the bank account later.

Phase 2: Document Gathering (The "Apostille" Pack)

Note: Since the US shareholder is a corporate entity, specific documents must be notarized in the US and then "Apostilled" by the Secretary of State.

For the US Parent Company:

- **Certificate of Incorporation / Articles of Organization:** Certified copy.
- **Board Resolution:** A resolution from the US company authorizing the investment in India and appointing a specific person to sign documents on its behalf. *(We will provide the draft text for this).*

For the US Individual Director(s):

- **Passport:** Scanned copy (valid for at least 6 months).
- **Address Proof:** Driver's License OR Utility Bill (Bank Statement, Electricity, Phone) — *Must be less than 2 months old.*
- **Passport-sized Photograph:** Digital JPEG format.

For the Indian Resident Director:

- **PAN Card:** (Permanent Account Number).
- **Aadhaar Card:** (National ID).
- **Bank Statement / Utility Bill:** Current address proof.

Phase 3: The Process (What We Handle)

- **Digital Signature Certificate (DSC):** We will generate a video-KYC link for the US Director to approve their digital signature remotely.
- **Name Reservation (RUN):** We will check your desired name availability (e.g., "Acme India Pvt Ltd") against existing trademarks.
- **Incorporation Filing (SPICe+):** Submission of all legal forms to the Registrar of Companies (RoC).

Phase 4: Post-Incorporation (The "Business Ready" Steps)

- **Bank Account Opening:**
    - Select Bank: [ ] HDFC [ ] ICICI [ ] HSBC [ ] SVB (Partner Bank)
    - *Action:* Sign account opening forms (often requires physical courier).
- **Capital Injection:** Transfer the subscribed capital (e.g., the $1,200) from the US Bank to the new India Bank Account.
- **FIRC Receipt:** Collect the "Foreign Inward Remittance Certificate" from the bank (Proof of investment).
- **FEMA Filing (FC-GPR):** We file this with the Reserve Bank of India (RBI) within 30 days of receiving the money to regularize the foreign investment.
- **Auditor Appointment:** Mandatory appointment of a Chartered Accountant for the Indian entity within 30 days.

Cost Estimator (Quick Reference)

Item	**Estimated Cost (USD)**	**Notes**
Professional Fee (Setup)	$1,500	Includes Gov fees & DSC
Govt Stamp Duty	~$100 - $300	Varies by State (e.g. Karnataka vs Delhi)
Virtual Office (Annual)	~$600- $900	Optional Service
Nominee Director (Annual)	~$2,400 - $3,000	Optional service