



*Can Chairman of the meeting of the board of directors participate in the meeting of the board of directors through video-conferencing facility and expressly approve financial statements?*

Section 173(2) of the Companies Act, 2013 states that the participation of directors in a meeting of the board may either be in person or through video-conferencing or other audio-visual means, as may be prescribed, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time. The provision further states that the Central Government may by notification specify such matters which shall not be dealt with in a meeting through video-conferencing or other audio-visual means. It further states that where there is quorum in a meeting through physical presence of directors, any other director may participate through video-conferencing or other audio-visual means in such meeting on any matter as specified. Rule

*(Contributed by CS Gaurav Pingle)*

4 of the Companies (Meetings of Board and its Powers) Rules, 2014 relates to 'Matters not to be dealt with in a meeting through video-conferencing or other audio-visual means'. It states that certain matters shall not be dealt with in any meeting held through video-conferencing or other audio-visual means: (i) Approval of the annual financial statements, (ii) Approval of the Board's report, (iii) Approval of the prospectus; (iv) Audit Committee Meetings for consideration of financial statement including consolidated financial statement, if any, to be approved by the board of directors, and (v) Approval of the matter relating to amalgamation, merger, demerger, acquisition and takeover. There is no specific exception for the Chairman of the meeting of the board of directors. Therefore, the Chairman can participate in the meeting of the board of directors through video-conferencing facility and expressly approve financial statements, subject to the condition that there is quorum in a meeting through physical presence of directors.

*In case of change of name of the company should the company specifically mention its earlier name on the visiting cards?*

According to Section 12(3) of the Companies Act, 2013, 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 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; and (b) 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. Where a company has changed its name or names during the last two years, it shall paint or affix or print, as the case may be, along with its name, the former name or names so changed during the last 2 years. Visiting cards are not 'official publications'; therefore, requisite compliance for change of name under the Companies Act, 2013 is not required.

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