

BUSINESS LAW

Time allowed: 1:45 hours

Total marks: 50

[N.B.: The figures in the margin indicate full marks. Questions must be answered in English. Examiner will take account of the quality of language and the way in which the answers are presented. Different parts, if any, of the same question must be answered in one place in order of sequence.]

- | | Marks |
|---|-------|
| 1. Answer the following questions giving appropriate argument and/or specific reference of the law in favor of your answer: | |
| i) Mr. X and his wife were the only two shareholders of a private limited company. Both of them died in an accident. Does the company come into an end? | 2 |
| ii) A deceitful prospectus containing an untrue statement was issued by the defendant, ABC Company Limited. The plaintiff, Mr. X, received a copy of it but did not take any share initially in the Company. The allotment was completed and one year afterwards Mr. X bought 2,000 nos. of shares of ABC Company Limited from the secondary market. The plaintiff sued the defendant for fall in the market price of its share on the ground of untrue statement in the prospectus. Give your opinion on the legal status of the situation. | 3 |
| iii) ABC Company Limited, a public listed company owns 99% shares of XYZ Investments Limited. ABC Company Limited has applied to the Securities and Exchange Commission for Issuance of Rights Share and appointed XYZ Investments Limited as an Underwriter to the Issue to subscribe 65% of the shares which may not be subscribed by the shareholders. What will be the consequence regarding the appointment of XYZ Investments Limited as an Underwriter to the Issue? | 5 |
| 2. a) What do you understand by extraordinary resolution? Mention the circumstances where extraordinary resolution is required to be passed. | 5 |
| b) 75 shareholders (holding 25% shares of the Company) out of 250 shareholders of XYZ Company Limited submitted a requisition on January 15, 2018 for holding of an Extra-Ordinary General Meeting in order to remove the Managing Director on some valid grounds. On failure of the Company to call the General Meeting, the requisitionists themselves called the meeting on April 30, 2018 at the registered office of the Company. On the date of the meeting they found that the registered office was kept under lock and key although it was a working day. The shareholders held the meeting in a nearby place and adopted a resolution removing the Managing Director. Is the resolution taken in the meeting valid? Give arguments in support of your answer. | 5 |
| 3. a) What is a partnership deed? What is the consequence of registration and non-registration of a partnership deed? | 5 |
| b) When and how may a partner retire? What restrictions are imposed on a retiring partner? | 5 |
| 4. Who is 'holder in due course' and what are his privileges? Under what circumstances a bill of exchange can be dishonored by non-acceptance? | 5+5 |
| 5. a) Explain the leave procedure for the workers as per of The Bangladesh Labour Act 2006. | 5 |
| b) What do you understand by retrenchment? Can the retrenched employee be reemployed? If yes, mention the procedure. | 5 |

-The end-