

**ASSIGNMENT OF PARTNERSHIP FIRM'S BUSINESS TO THE PRIVATE LIMITED COMPANY (INCORPORATED WITH A VIEW TO TAKING OVER FIRM'S BUSINESS)**

THIS DEED OF ASSIGNMENT made at \_\_\_\_\_  
this \_\_\_\_ day of \_\_\_\_\_ in the Christian year Two Thousand and \_\_\_\_  
**BETWEEN M/s. ABC**, a Partnership Firm duly registered under the Indian  
Partnership Act, 1932, having its Registered Office at  
\_\_\_\_\_,  
represented by its partners (i) \_\_\_\_\_ (ii)  
\_\_\_\_\_ and (iii) \_\_\_\_\_, hereinafter referred to as  
**"THE ASSIGNOR"** (which expression shall, unless it be repugnant  
to the context or meaning thereof, be deemed to mean  
and include the said firm, the partners for the time being of the firm,  
the survivors or survivor of them and the heirs, executors and  
administrators of last surviving partner and their/ his/her assigns) of the  
**ONE PART; AND XYZ PRIVATE LIMITED**, a Company incorporated under  
the Companies Act, 1956/2013, having its Registered Office at  
\_\_\_\_\_, hereinafter referred to as **"THE  
ASSIGNEE"** (which expression shall, unless it be repugnant to the context  
or meaning thereof, be deemed to mean and include its successors and  
Assigns) of the **OTHER PART**:

**WHEREAS:-**

- (a) The Assignor is carrying on its business of manufacturing and sale of pharmaceuticals and chemicals in the name and style of **“ABC PHARMA AND CHEMICALS”** (hereinafter referred to as **“the said Business”**).
- (b) The Assignor is seized and possessed of or otherwise well and sufficiently entitled to the immovable property namely Factory Premises and surrounding land situated at Village \_\_\_\_\_, Taluka \_\_\_\_\_, District \_\_\_\_\_ and more particularly described in the **SCHEDULE** hereunder written (hereinafter referred to as **“the said property”**) and on which property the Assignor has constructed its factory premises and wherein the Assignor is carrying on its business as aforementioned.
- (c) The Assignor is also possessed of plant, machinery, equipment and tools, etc. (hereinafter collectively referred to as **“the said plant and machinery”**) in its said factory. The Assignors are running its said factory and the said business with all necessary licenses.
- (d) The Assignee is incorporated with a view of taking over the aforementioned business of the Assignor having **its main object as “to takeover running business of partnership firm of M/s. ABC”**.

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