**BUSINESS TRANSFER AGREEMENT.**

[Insert Date]

[Insert Name of Party I]

[Seller]

and

[Insert Name of Party II]

[Purchaser]

BUSINESS TRANSFER AGREEMENT[[1]](#footnote-1)

THIS BUSINESS TRANSFER AGREEMENT (“Agreement”) is entered into on the [insert date], BETWEEN:

[Insert Name], a company duly incorporated under the [Companies Act, 1956/2013] and having its registered at [insert address] (herein after referred to as the “Seller”, which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include its successors and assigns) of the FIRST PART;

[Insert Name], a company duly incorporated under the [Companies Act, 1956/2013] and having its registered at [insert address] (herein after referred to as the “Purchaser”, which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include its successors and assigns) of the SECOND PART; and

(The Purchaser and the Seller shall be individually referred to as a “Party” and collectively referred to as the “Parties”, as the context may require).

WHEREAS:

A. The Seller is inter alia engaged in the business of [insert description].

B. The Purchaser is an [Indian company] incorporated on and from [insert date] and is engaged in [insert description];

C. The Seller has agreed to sell, and the Purchaser has agreed to purchase the Business (as defined hereinafter) on a slump sale basis and as a going concern on the terms and conditions of this Agreement.

NOW THEREFORE, in consideration of the above recitals, the representations, warranties, covenants and agreements contained in this Agreement and for other good and valuable consideration, the receipt and adequacy of which are now acknowledged, the Parties agree as follows:

(FILL TERMS OF TRANSFER)

IN WITNESS, the Parties have executed this Business Transfer Agreement as of the date first written above.

|  |  |
| --- | --- |
| Seller Name: | Purchaser Name |
| By: \_\_\_\_\_\_\_\_\_\_\_\_  Name:  Title:  Address:  Authorised Signatory: | By: \_\_\_\_\_\_\_\_\_\_\_\_  Name:  Title:  Address:  Authorised Signatory: |
| Witness: | Witness: |

1. [↑](#footnote-ref-1)