

2

3577 -> 1

04890 1000Rs.



Part 2  
30/4/14

under the Indian Stamp Act 1899  
also as amended by W. Bengal  
Stamp Amendment Act-1927  
Schedule IA No. 23 (d)  
and also under Section 22 (1) of the  
Finance Improvement Act-1911  
Stamp duty paid under the  
Stamp Act No. ....  
Additional duty under S.A. Act No. ....  
paid in notes .....



Handwritten signature and scribbles in purple ink.

Netaji Subhas Rd.  
Cheque No. 090456  
at 17.04  
Rs 37,20,600/-  
has been Paid in full Stamp Duty.

**THIS DEED OF SALE/TRANSFER** is made this 30<sup>TH</sup> day of **APRIL** Two thousand

four **BETWEEN ORGANON INDIA LIMITED**, an existing Public Limited

Company within the meaning of the Companies Act, 1956 and having its Registered

Office at 7, Wood Street, Kolkata - 700 016, hereinafter referred to as "Organon"

(which expression shall unless excluded by or repugnant to the context be deemed to

D/21968  
F-7  
Mysore  
Rajiv  
122059  
Apr 21 2014  
122059

Face of Rs. 409266/-  
subsequently realized by  
Case No. 110888  
vide Receipt No.

Netaji Subhas Rd.  
Cheque No. 052006  
at 29.4.14  
Rs 1105000/-  
has been Paid in full Stamp Duty.



For Registrar (India) Limited  
 N. M. Bhaswani  
 Vice President  
 (Logistics & Manufacturing)

2.

mean and include its successors and assigns) of the "One Part" **A N D RUGBY PHARMA PRIVATE LIMITED**, a Private Limited Company incorporated under the Companies Act, 1956 and having its Registered Office at Apeejay House, 3, Dinshaw Vachha Road, Churchgate, Mumbai - 400 020 hereinafter referred to as "Rugby" (which expression shall unless excluded by or repugnant to the context be deemed to mean and



3.

include its successors and assigns) of the "Other Part".

1. Organon has been engaged in manufacture, import, distribution and sale of various pharmaceutical product including bulk drugs and formulation. Organon manufactures certain formulations from one of its undertakings, Organon Manufacturing Division at 182, A. J. C. Bose Road, Kolkata (hereinafter referred



4.

to as "OMD Undertaking") and upon completion of manufacture of various pharmaceuticals products duly approved by Quality Control Department of Organon, OMD Undertaking despatches such products to different locations.

2. OMD Undertaking has manufacturing facilities including-
  - (a) fixed assets comprising of freehold land, buildings, plant and machinery

and furniture and fixtures etc. more particularly described in Schedule – I annexed hereto.

- (b) current assets and liabilities required in the normal course of business for day to day operation of the Factory as appearing in the Books of accounts of OMD Undertaking.
- (c) Employees, who are employees of Organon, more particularly described in the Schedule – II annexed hereto.

3. Rugby is engaged in various business activities including pharmaceuticals business.

4. By an Agreement for Sale-Purchase dated 18<sup>th</sup> December 2003 made between Organon of the One Part and Rugby of the Other Part, Organon agreed to sell/transfer on slump sale basis and Rugby agreed to purchase/acquire/absorb for a lump sum consideration the entire OMD Undertaking having manufacturing facilities as a going concern on as is where is basis including the following at or for the consideration of Rs. XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX :-

- (a) Fixed assets comprising of freehold land, buildings, plant and machinery and furniture and fixtures etc., short particulars whereof are described in Schedule I annexed hereto.
- (b) Current assets and the liabilities required in the normal course of business as appearing in the Books of OMD Undertaking as on Transfer Date.
- (c) Employees, who are employees of Organon, more particularly described in Schedule II annexed hereto.

and to take responsibility of absorbing Organon Employees hereinafter defined on terms and conditions of service not less favourable than those enjoyed by them at that time subject to the terms, conditions, covenants therein contained and