**Agreement to Adopt the Preliminary Agreement**

AGREEMENT made at... this... day of... between M/s. A B & Co. Ltd., a Company registered under the Companies Act, 1956 and having its registered office at... hereinafter referred to as 'the Company' of the One Part and Mr. A residing at... and Mr. B residing at.... and Mr. C residing at... all collectively hereinafter referred to as 'the Promoters' of the Other Part.

WHEREAS -

1.     By an agreement dated the... day of... entered into between the Promoters on the one hand and Mr. X of the Other Part it was agreed that the Promoters will form and register a private company limited the shares with the object of taking over the business in electronic goods carried on by Mr. X on the terms and conditions therein mentioned.

2.     Accordingly, the Company being the Party of the First Part hereto has been formed and registered under the Companies Act 1956 on the - day of

3.     It was one of the terms of the said agreement that on the registration of the Company, the Company will adopt the said agreement.

4.     By a resolution of the Board of Directors of the Company dated the... the Board has resolved to adopt the said agreement and to enter into this agreement for that purpose.

NOW IT IS AGREED BY AND BETWEEN THE PARTIES HERETO AS FOLLOWS:

1.     The Company hereby adopts the said agreement dated... hereinbefore recited and agrees to be bound by the same and the terms and conditions therein mentioned relating to the purchase and faking over of the business of the said M/s X's concern, as if the company was a party t hereto and had agreed to purchase or take over the said business from Mr. X on the terms in the said agreement mentioned in place stead of the Promoters.

2.     And the Company agrees and undertakes to comply with and implement all the terms and conditions mentioned in the said agreement.

IN WITNESS WHEREOF the parties have put their hands the day and year first hereinabove written.

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| Signed for and on behalf of the | ) |
| said M/s. A B & Co. Ltd., by Mr. Signed for and on behalf of the | ) |
| ... a Director duly authorised to do so by the | ) |
| resolution of the Board of | ) |
| Directors dated... in the | ) |
| presence of......... | ) |
| Signed by the within named | ) |
| Promoters A B & C. in the | ) |
| presence of... | ) |