



Drafting and Negotiating Commercial Contracts

Agenda

21st, 22nd & 23rd June 2023

Date & Time	Topics	Speakers
<p>21st June 2023 2.30 PM - 04.00 PM</p>	<p>Session 1: Elements in Drafting Commercial Contracts</p> <ul style="list-style-type: none"> • Key requirements of a contract • Managing & Drafting International Contracts <ul style="list-style-type: none"> ○ Negotiating Cross Border Agreements ○ Key Considerations and Strategies in Drafting Cross Border Contracts ○ Essentials in Drafting International Contracts ○ Exclusions and Limitations of Liability ○ Drafting contracts for interpretation in another legal system • How do this impact international contracts • Why contract enforcement is important • Drafting statements of claim and defence 	<p>Prashant Jain Co- Founder & Managing Partner Samisti Legal</p>
<p>21st June 2023 04.00 PM - 5.30 PM</p>	<p>Session 2: Breach Remedies/Damages/Indemnities</p> <ul style="list-style-type: none"> • Exclusion and limitation clauses • Damages • Penalty • Other reliefs • Understanding WCI and why you cannot draft contracts without them • Differences between warranties, undertakings and representations • Specific examples in the context of M&A transaction • 'Materiality' qualifiers 'knowledge' qualifies • Differences between warranties and indemnities • Indirect or consequential losses • How to draft effective indemnity • Specific Relief • Acceptance of risk • Capping of risk 	<p>Sujoy Datta Partner (Dispute Resolution) Aekom Legal</p>



	<ul style="list-style-type: none"> • Exclusion of risk • Arguments used by each side when negotiating • Drafting a liability clause: tips, tricks and techniques • Limitation of liability • Transferring contractual rights and obligations • Transferring rights • Assignment • Novation • Other transfers – sub-contracting 	
<p style="text-align: center;">22nd June 2023 2.30 PM - 04.00 PM</p>	<p>Session 3: Term and Termination; Entire Agreement Clauses; Governing Law, Jurisdiction and Dispute Resolution Clauses</p> <ul style="list-style-type: none"> • Term and termination • Purpose • Term • Termination • Reasons for termination • Consequences of termination • Survival • Entire agreement clauses • Purpose • Problem • A new purpose • The law • Drafting a clause • Documentary inclusion/exclusion • Governing law, jurisdiction and dispute resolution clauses • Governing law • Jurisdiction • Dispute resolution clauses 	<p>Lomesh Kiran Nidumuri Partner (Head - Disputes, South India) Cyril Amarchand Mangaldas</p>
<p style="text-align: center;">22nd June 2023 04.00 PM -5.30 PM</p>	<p>Session 4: Legal Issues Arising from Contractual Clauses</p> <ul style="list-style-type: none"> • Understand the proper usages of boilerplate or standard clauses (amendment, assignment, severability, etc.) • Examine the clauses to sustain a joint venture agreement: <ul style="list-style-type: none"> ○ Ownership and control ○ Finance 	<p>Sanjana Buch Principal Associate Agam Law</p>



	<ul style="list-style-type: none"> ○ Deadlock ○ Transfer of shares ○ Pre-emption rights ● Review clauses pertaining to mergers and acquisitions agreement: <ul style="list-style-type: none"> ○ Closing conditions (including the "MAC" clause) and how they work to control risk 	
<p>23rd June 2023 2.30 PM - 04.00 PM</p>	<p>Session 5: Negotiation Skills and Techniques to Ensure Effective Negotiations</p> <ul style="list-style-type: none"> ● Understand key elements of successful negotiation techniques ● Develop a strategic approach to negotiation in the contracting process ● Comprehend the needs of negotiating parties ● Arriving to an agreement and gaining commitment at close of negotiation process <p>Protecting Your Corporation's Asset – Intellectual Property</p> <ul style="list-style-type: none"> ● Identify IP rights – how do they develop during the life of the contract ● Erroneous insistence on IP assignment in developing contracts ● Indemnity clauses in IP – what is fair? ● Identify types of IP – Copyright, design rights, trademarks, patents, licenses, software and hardware license, registered design license and assignments ● Global IPR license 	<p>Aparna Gaur Nishith Desai Associates</p>
<p>23rd June 2023 04.00 PM - 5.30 PM</p>	<p>Session 6: Understanding the Arbitration Process as an Alternative Dispute Resolution Mechanism</p> <ul style="list-style-type: none"> ● Defining General Provisions Regulating Arbitration ● Ensuring an Effective Dispute Resolution Procedure ● rights, trademarks, patents, licenses, software and hardware license, registered design license and assignments <p>Planning For, Avoiding and Resolving Cross Border Contractual Disputes</p> <ul style="list-style-type: none"> ● Developing strategies for minimizing and managing commercial disputes 	<p>Sahil Kanuga Co-Head, International Dispute Resolution & Investigations Practice Nishith Desai Associates</p>



- Choosing the relevant arbitration regime and body
- Drafting the dispute resolution clause to ensure successful completion of projects
- When are alternative dispute resolution provisions worth considering?