



Hands on Digital Training on **DRAFTING COMMERCIAL CONTRACTS**

November

11, 16, 18, 23, 25 & 30

11:30 AM- 01.00 PM

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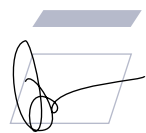
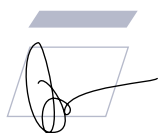
Practical Guide to
Drafting
Commercial
Contracts
MRP 850



LIVE
INTERACTIVE
WEBINAR



CONTRACT



Who Should

ATTEND

- In-house lawyers
- Private practice lawyers
- Commercial and contracts directors and managers
- Procurement personnel
- Compliance officers
- Company secretaries



9 hours course on how to Negotiate and draft clear and concise commercial agreements that meet the challenges of today's commercial environment. Business is founded on the crystallisation of the terms of a deal and clarity and fair construction are key to a successful commercial agreement. Without a clear agreement, commercial and legal disputes are likely and unclear agreements are one of the largest causes of costly commercial litigation. With this in mind, Achromic Point developed this modular and comprehensive programme that focuses on delivering practical and applied training of the key drafting skills needed to create transparent and direct contracts that deliver on a legal and commercial level.



Benefits of

ATTENDING

- Examine assignment and novation to ensure you are suitably protected in the case of transfer or sale of rights
- Get to grips with payments and interest terms to understand how penalties can be applied
- Expand your knowledge of the risk of drafting a contract without a confidentiality clause
- Understand the risks that can be created through poor drafting in practical exercises under the guidance of the expert
- Discuss any disputes or issues you are facing with colleagues from other organisations to gain new ideas and perspectives
- Master practical drafting techniques to write concise and effective agreements
- Examine special contractual arrangements and letters of intent
- Get up to date with the use and drafting of contractual warranties and indemnities
- Understand the effect of exclusion and limitation clauses, and how they can be used to manage your exposure



AGENDA

 **11**
November | 11.30 AM
01.00 PM

Session 1: Legal Background and Structure

- Background to Contract Law:
 - (i) Indian Contract Act
 - (ii) Specific Relief Act
 - (iii) Sale of Goods Act
- Difference between letter of Intent, an Agreement and a contract
- Key requirements of a contract
- Form requirements
- Electronic execution
- Ancillary agreements, meaning and relevance
- **How to draft and negotiate effectively**
- Understanding the needs of negotiating parties
- Planning and Conducting Negotiation
- Determining the rights and obligations of parties
- Analyzing the key elements in cross border agreement
- Dispute Resolution & Jurisdiction Issues in International Contracts

 **16**
November | 11.30 AM
01.00 PM

Session 2: Breach Remedies/Damages/Indemnities

- 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' qualifiers
- Differences between warranties and indemnities
- Indirect or consequential losses
- How to draft effective indemnity
- Specific Relief
- Acceptance of risk
- Capping of risk
- 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

 **18**
November | 11.30 AM
01.00 PM

Session 3: Implied & Express Terms in Contracts

- Implied terms
- Implied terms "generally in all contracts"
 - Not to prevent performance
 - Duty to co-operate
 - Duty of achieve specific result and duty of best results
 - Performance in a foreign country
 - Payment of price
 - Termination of contract
- Implied terms in written contracts with specific focus on:



- agency
- employment
- loans, debts
- employment
- building and construction
- Insurance
- Lease
- Supply of services
- **Express terms**
- General (common) examples
 - Reasonable commercial endeavours, best endeavours
 - 'Entire agreement' clauses
 - Standard form contracts
 - Exemption clauses
 - Principle of strict interpretation
 - Fundamental breach
 - Release
 - Time is of essence
- Principles applied by Indian courts for construction of express terms
 - Broad principle
 - Ascertain intention from document itself
 - 'Objective test' principle
 - Surrounding circumstances
 - Prior negotiations & correspondence
 - Subsequent conduct
 - Customs of trade
 - Other / ancillary documents
 - Rules of interpretation



23

November

11.30 AM
01.00 PM

Session 4: Welding Boilerplate

- Interpretation
 - Importance
 - Start vs finish
 - Headings and titles
 - Usual interpretation clauses
- Notice and communications
 - Purpose of a clause
 - Problematic clauses
 - Relevant case law
- Waiver
 - Purpose
 - Effect
 - Clause
 - How does it work?
 - Variation
 - The remedies addendum
- Invalidity and severance
 - Purpose
 - Invalid clauses – and consequences
 - Blue pencil test
 - Repair
 - Clause
 - Bolt-ons
- Joint and several liability
 - Joint/several/joint and several differences
 - Purpose
 - Clause
 - Bolt-ons
- Force majeure
 - Purpose
 - What is force majeure?



- Effect
- Procedure
- Clause
- The court


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 November | 11.30 AM
 01.00 PM

Session 5: Payments and Interest

- Payment clauses
 - Purpose
 - Goods default
 - Clauses
- Interest clauses
 - A clause: charging interest for late payment
 - Penalties and rates of interest
 - Force majeure and payments
 - The importance of waiving rights – or not
- Confidentiality clauses
 - Doing without a confidentiality agreement
 - A confidentiality clause: the practice
 - A definition: what is confidential?
 - Clause outline
 - Sample clauses


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 November | 11.30 AM
 01.00 PM

Session 6: Term and Termination; Entire Agreement Clauses; Governing Law, Jurisdiction and Dispute Resolution Clauses

- 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



Thought

LEADERS



Arti Narsana

Of counsel

Vaish associates

Arti Narsana has led many high profile M&A transactions, private equity transactions, and advised on various aspects of corporate and commercial laws, etc. She has vast experience in drafting and negotiation of complicated commercial contracts both domestic and international including supply agreement, master software development agreement, distribution agreements, contract manufacturing agreement, joint venture agreements, master license agreement, exclusive distribution agreements, share subscription agreement, shareholders agreement, confidentiality and intellectual property assignment agreements, etc.

Vidisha Shetty

Aarna Law

Vidisha Shetty completed her B.A. LLB., in 2020 from M.S. Ramaiah College of Law, Bengaluru. She is a member of the Corporate Advisory Team at Aarna Law and has worked on various matters involving review, drafting of contracts, and providing strategic advice to clients in several transactional as well as private client practice matters. Her areas of interest include general corporate advisory, contract management, and corporate and commercial law.



Aakash Sherwal

Aarna Law

Aakash Sherwal studied law at the WB National University of Juridical Sciences, Kolkata and enrolled as an Advocate in 2011. He is a member of Aarna Law's dispute resolution team with a focus on litigation concerning the Insolvency and Bankruptcy Code, Contractual disputes, Corporate fraud, Arbitration, and Real Estate. Aakash has appeared as counsel before various fora including Supreme Court, High Court, National Company Appellate Tribunal, National Company Law Tribunal, and Trial Courts. He has also been appointed as Court Commissioner to assist in the adjudication of court proceedings.



Thought
LEADERS



Brendon Periera

Aarna Law



Apoorva Guruprasad

Aarna Law

Apoorva Guruprasad graduated from the University Law College, Bangalore University, Bangalore and holds a Master's degree in Business Law from the National Law School of India University, Bangalore. She is enrolled as an Advocate with the Karnataka State Bar Council. Apoorva has over 14 years of experience in contentious and non-contentious areas of legal practice. Her principal areas of work include Civil and Commercial Litigation before the Supreme Court of India, various High Courts, District Courts and Tribunals.

Tushar Mudgil


Aarna Law

Tushar Mudgil read law at IMS Unison University, Dehradun, batch of 2018. Tushar has been part of Aarna's team since 2019 and is operating from the Delhi office, but also works for Bangalore and Mumbai matters.

He also acts as counsel in domestic and international commercial arbitrations and in litigation before the Courts in Delhi. Tushar's practice areas include but are not limited to litigation, arbitration and advisory. Tushar is admitted to the Bar in India (Bar Council of Delhi) in 2018



2nd
Edition



Practical Guide to
**Drafting
Commercial Contracts**

Bhumesh Verma

Forewords by

Sarosh Zaiwalla
Senior Partner, Zaiwalla & Co.

Giampaolo Salsi
Managing Partner (Milan), K&L Gates



Book For Contracts Event

Practical Guide to Drafting Commercial Contracts

MRP 850

Each participant will receive a copy of “Practical Guide to Drafting Commercial Contracts” worth INR 850 post complete payment of the training program

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