

COURSE TITLE***Responsible Faculty Instructor:*****Manasi Kumar** [manasi@jgu.edu.in]

Professor, JGLS

Credits: 4Credits Type: LawCross-registration: NoPre-requisites: Law of Contract I & II**COURSE DESCRIPTION (COURSE VISION):**

We live in an increasingly shrinking world, with commercial transactions permeating almost every element of our daily lives. Odds are that each one of the law students will be faced with the task of reading and interpreting a contract at some point in the very first year of their practice. As a legal practitioner, our clients expect us to advise them every step of the way from formulating and drafting an agreement through to the litigation of rights and obligations under the agreement. A mere conceptual understanding of contracts is insufficient. A practitioner must understand the significance of the contractual language used, the layout of a contract, the importance of so-called “boilerplate terms”, and the various laws and conventions that could apply to international commercial agreements.

In addition to working with the Indian Contract Act, 1872, and the Indian Sale of Goods Act, 1930, the course will also expose the students to UK and US contract principles, and international conventions such as the UN Convention on Contracts for the International Sale of Goods (CISG), the UNIDROIT Principles of International Commercial Contracts (PICC), and the Principles of European Contract Law (PECL).

TEACHING METHODOLOGY:

This course will focus on applying the general principles learned through Contracts I and Contracts II courses. It will build on students’ existing knowledge of fundamental principles to hone their understanding of how these principles interact and work together in a contract. The students will perform specific writing exercises to develop these skills, and also to engage in creative problem-solving. These exercises will further solidify the students’ ability to draft and interpret contracts.

INTENDED LEARNING OUTCOMES:

Course Intended Learning Outcomes	Weightage in %	Teaching and Learning Activities	Assessment Tasks/ Activities
A. Demonstrate knowledge	50%	A. Readings related to relevant drafting tips,	

Course Intended Learning Outcomes	Weightage in %	Teaching and Learning Activities	Assessment Tasks/ Activities
and understanding of the relevant considerations of drafting practice and be able to discuss the effects of various drafting choices.		cases, statutes, and other legal materials. Students are expected to read the wide range of materials included in the Course Manual.	Students' ability to grasp and critically evaluate the topics/issues discussed in the syllabus will be tested in the following ways: (i) Mid-term examination (30%) (ii) Group drafting assignment (40%) (iii) End-term examination (30%).
B. Apply drafting practices in a consistent and thoughtful manner.	30%	B. Students will acquire basic knowledge on common drafting challenges, and various drafting tips to address these challenges.	
C. Demonstrate knowledge and understanding of different harmonization texts' treatment of some common contract challenges, and the drafting techniques that address such challenges.	20%	Students will learn how to critically and carefully evaluate contracts in order to identify uncertainty of language and devise alternate drafting solutions. Lectures are especially important for this component and students are expected to attend all lectures. C. Most sections covered in this course will have a corresponding workshop where students will put into practice the concepts explored and get immediate in-class feedback by way of class discussions.	

READING LIST (representative):

1. Stark, Tina, Drafting Contracts: How and Why Lawyers Do What They Do, (2nd Ed.).
2. Adams, Kenneth. A Manual of Style for Contract Drafting (2nd Ed.). American Bar Association, 2008.
3. Manasi Kumar and Nishtha Pant. *Construing the Written Warranty*. 43(2) Liverpool Law Review (2022)
4. *Oil & Natural Gas Corporation Ltd. v. SAW Pipes Ltd.*, (2003) 5 SCC 705

5. *Kailash Nath Associates v. Delhi Development Authority*, (2015) 4 SCC 136
6. Gaurav Pachnanda. *Effect of Limitation of Liability and Exclusion of Liability Clauses in the Event of Fundamental Breach of Contract*. (2020) 5 SCC J-1.
7. E Allan Farnsworth, "Meaning" in the Law of Contracts' (1967) 76 Yale LJ 939
8. Dushyant Dave, Martin Hunter, et al. (eds), *Arbitration in India*, Kluwer Law International 2021)
9. Bortolotti, Fabio. Drafting and Negotiating International Commercial Contracts: A Practical Guide. Paris: International Chamber of Commerce, 2008.
10. David Frydinger, Oliver Hart, and Kate Vitasek. *A New Approach to Contracts: How to build better long-term strategic partnerships*. Harvard Business Review (September – October 2019)

WEEKLY READING PLAN (WEEKLY OUTLINE):

A weekly plan is provided below:

Topic and Description	Week
Structure of a contract/Covenants	1.
Covenants and conditions	2.
Conditions/Representations and warranties	3.
Representations and warranties	4.
Discretionary authority and declarations	5.
Termination and remedies	6.
Termination and remedies/Specific contract language	7.
Boilerplate provisions	8.
Boilerplate provisions	9.

Boilerplate provisions	10.
Finalizing the contract/Negotiation/Contract construction in India	11.
Contract construction in India	12.
Current challenges in contract law and doctrine	13.
REVISION WEEK	14.