

IP Due Diligence Response Kit (India)

Prepared responses and document pack for investor IP due diligence questionnaires

HOW TO USE THIS TEMPLATE

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| 1. | This document: IP Due Diligence Response Kit (India). |
| 2. | Fill all bracketed fields before use. |
| 3. | Template only — not a substitute for qualified legal advice. |

1. RESPONDING EFFECTIVELY TO IP DD

What Investors Will Ask. A standard VC IP DD questionnaire covers: IP ownership and chain of title; registered IP (patents, trademarks, copyrights, designs); open-source compliance; third-party IP licences; IP disputes; employee and contractor IP obligations; and IP commercialisation.

Principles for Good Responses. Be specific and complete — 'We have no patent applications' is a complete answer; 'We have IP' is not. Disclose known issues proactively with a remediation plan. Reference specific data room document locations. Keep responses updated.

Confidentiality. All due diligence information should be covered by a signed NDA before the data room is shared. Confirm the NDA is in place before sharing any IP details.

2. STANDARD QUESTION BANK AND MODEL RESPONSES

Q: Who owns the Company's IP? A: The Company owns all material IP. All founder IP has been assigned by written agreement (see data room IP Folder 3). All employee IP assignments are in standard employment contracts. All contractor assignments are on file. Known exceptions: [none / describe any exception and remediation status].

Q: Does the Company have patent protection? A: Application No. [XXXX], titled [Title], provisional/complete filed [date], status: pending/granted. Or: The Company has assessed core technology for patentability. Key technology assessed as: patentable — provisional to be filed by [date]; or better protected as trade secret; or not patentable due to prior art. Full assessment available on request.

Q: Is the software open-source compliant? A: Yes. OSBOM last updated on [date] — available in data room IP Folder 4. No copyleft-licensed components (GPL, AGPL, SSPL) are in the production codebase. All components are under permissive licences (MIT, Apache 2.0, BSD).

Q: Any IP infringement claims received? A: No infringement claims, written notices, or litigation threats have been received. Or: Yes — see data room IP Folder 7. Status: [describe]. Legal assessment: [describe].

3. DATA ROOM STRUCTURE AND DOCUMENT CHECKLIST

IP Folder 1 — Registrations: TM registration certificates; patent grant certificates; copyright CRNs; design registration certificates; domain registration records; DPIIT recognition certificate.

IP Folder 2 — Pending Applications: TM applications (acknowledgement plus current status); patent applications; copyright applications pending.

IP Folder 3 — Assignments: All founder IP assignment agreements; Co-Founder Agreement IP provisions; all employee IP assignment templates and any individual signed copies for key employees; all contractor copyright assignment deeds.

IP Folder 4 — Licences and Compliance: OSBOM current version; all outbound licence agreements; all material inbound licence agreements; data licence agreements; third-party software licence inventory.

IP Folder 5 — Policies: IP policy documents; employment agreements with IP clauses; trade secret register (appropriately redacted).

IP Folder 6 — FTO and Clearances: FTO analyses; trademark clearance searches; freedom-to-operate opinions.

IP Folder 7 — Disputes: Any C&D; letters sent or received; opposition filings; settlement agreements; litigation documents.

4. REPRESENTATIONS AND DISCLOSURE SCHEDULE

IP Representations in the Investment Agreement. The IP responses you give during due diligence are often incorporated into the Investment Agreement as formal representations and warranties. Review the IP representations in the term sheet and investment agreement carefully against your actual IP status before signing.

Disclosure Schedule Coordination. Any exceptions to IP representations must be listed in the Disclosure Schedule to the Investment Agreement. Coordinate the Disclosure Schedule content with your DD responses — the two documents must be consistent. Inconsistency between them is a serious red flag.

Post-Closing IP Actions. Many investment agreements include a schedule of IP remediation actions to be completed post-closing (e.g. filing of trademark applications, obtaining missing contractor assignments). Budget and timeline these actions carefully — failure to complete post-closing actions can be a breach of the investment agreement.

IMPORTANT NOTE

Working template for IP Due Diligence Response Kit (India). Verify requirements with a qualified IP advocate.

MANAGING THE DATA ROOM AND POST-DD FOLLOW-UP

The IP data room is one of the most scrutinised sections of any M&A; or fundraising data room. How you organise and maintain the IP data room signals the company's IP seriousness to investors and acquirers. An IP data room that is: well-organised (clear folder structure with logical naming conventions); current (documents dated and version-controlled); complete (no placeholder folders with 'pending

' tags); and cross-referenced (DD responses pointing to specific document locations) creates a strong positive impression. An IP data room that is disorganised, incomplete, or contains unexplained gaps creates doubt and triggers extensive follow-up questioning. Preparation timeline: begin building the IP data room at least 3 months before you expect to enter a fundraising or M&A; process. This gives

you time to: identify and commission any missing documents (FTO analyses, missing assignments, OSBOM updates); register any IP that should have been registered; address any known issues that can be resolved before the data room is shared; and prepare concise written explanations for any remaining known issues with remediation timelines. Common investor IP red flags and how to address them: (1) Missi

ng founder IP assignment — if discovered during prep, obtain immediately; if one founder is unresponsive, document the Company's legal position and good-faith attempts to obtain the assignment. (2) GPL in production code — identify and either remove the GPL component with a commercially licensed alternative, or document the basis on which the GPL is used without triggering copyleft (e.g. the compo

nent is run as a separate process communicating via API). (3) Trademark not registered — file immediately; provide investors with the application acknowledgement and expected timeline to registration. (4) FTO not done — commission an expedited FTO analysis; even a preliminary FTO opinion from a qualified attorney is better than none. Investors respond well to a Company that knows its IP position t

oroughly, including its weaknesses, and has credible plans to address them.

ADDITIONAL COMPLIANCE GUIDANCE AND BEST PRACTICES

ADDITIONAL GUIDANCE ON COMPLIANCE AND BEST PRACTICES. Indian IP law continues to evolve rapidly, with the Patent Office, Trade Marks Registry, and Copyright Office all implementing digital transformation initiatives that affect how IP is filed, prosecuted, and enforced. The Patents Amendment Rules 2024 introduced new provisions for startup fee concessions and updated the examination procedure timelines. The Trade Marks Act 1999 has been interpreted by courts in a growing body of decisions that clarify how confusion is assessed, how well-known

marks are recognised, and how bad faith is established. The DPDP Act 2023 has implications for IP-linked customer data and product development processes. For each IP action described in this document, the Company should consult a qualified IP advocate licensed to practice before the Indian Patent Office and Trade Marks Registry. IP advocates combine technical expertise with legal training specific to Indian IP law. When selecting an IP advocate, assess: their specific experience in your technology sector or product category;

their track record at the relevant Patent Office branch or Trade Marks Registry; and their ability to coordinate international filings through their network of foreign associates. The IP Manager should maintain a master calendar tracking all IP filing deadlines, prosecution response deadlines, renewal dates, and opposition window close dates. IP deadlines are typically non-extendable and missing them can result in permanent loss of rights. Use a dedicated IP management tool or a carefully maintained calendar system with triple-reminder alerts. Document

all IP decisions and the reasoning behind them. When the Company decides not to file a patent application for a particular technology, document the decision and reasoning. When a trademark opposition is decided not to pursue, document the decision. This decision trail is important for investor due diligence, management continuity, and defence of subsequent IP disputes. Build a quarterly IP Committee meeting cadence: the IP Manager, CTO or Head of Product, CFO, and CEO should review IP programme status, upcoming

decisions, and strategic IP priorities every quarter. This keeps IP on the leadership agenda and ensures that commercial and technical strategy is aligned with IP investment decisions. The IP Committee meeting should produce a brief written record of decisions taken and actions assigned. International IP coordination requires proactive management of priority deadlines. The Paris Convention priority period of 12 months for patents and 6 months for trademarks and designs starts from the Indian filing date. If international protection is planned,

calendar these priority deadlines immediately on the Indian filing date. The cost of filing internationally increases significantly if priority is not claimed because prior art in the intervening period may destroy novelty. Budget for professional indemnity insurance for the IP function. As IP becomes a larger component of the Company's value and IP decisions involve significant financial stakes, the IP Manager and the Company's IP counsel should be appropriately insured against errors and omissions. Review the IP programme's documentation quality

annually. The best IP strategy is undermined by poor documentation. Every IP right should have a complete file: the registration or application document, all prosecution history, all renewal receipts, and all related agreements. Files should be backed up in at least two locations and access-controlled to prevent inadvertent deletion. Template only. Not legal advice. Consult a qualified IP advocate for all decisions affecting the Company's intellectual property rights.