

ITEM 1: COVER PAGE

# RATAN CAPITAL MANAGEMENT, LP

Part 2A of Form ADV: Firm Brochure

3400 SW 27th Avenue, #1206

Miami, FL 33133

March 25, 2024

This brochure provides information about the qualifications and business practices of Ratan Capital Management, LP (“**Ratan**” or the “**Firm**”), an investment adviser registered with the United States Securities and Exchange Commission (the “**SEC**”). If you have any questions about the contents of this brochure, please contact us at 646-465-1680 or [pgupta@adicapllc.com](mailto:pgupta@adicapllc.com).

The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about Ratan is also available on the SEC’s website at <https://adviserinfo.sec.gov/>

Registration of an investment adviser does not imply that the Firm or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.

## **ITEM 2: MATERIAL CHANGES**

The rules promulgated under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), require Ratan to identify and discuss any material changes made to its brochure since the last update. This Brochure is being filed in association with the Adviser’s annual update. No material changes have occurred since the Firm’s last annual amendment filing on March 31, 2023.

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#### ITEM 4: ADVISORY BUSINESS

Ratan Capital Management, LP (“**Ratan**” or the “**Firm**”), a Delaware limited partnership, is an alternative investment management firm founded by Nehal Chopra. Ratan provides investment advisory services to private investment funds that we sponsor (collectively, the “**Funds**”). Ms. Chopra is the sole owner of Ratan and is responsible for all investment decisions made by the Firm. As of December 31, 2023, our regulatory assets under management were approximately \$153,000,000, all of which are managed on a discretionary basis.

Ratan commenced operations in March 2009. Our current staff consists of two employees and our principal place of business is in Miami, FL.

The Funds currently advised by Ratan are:

- Ratan Capital Fund, LP, a private investment fund organized under the laws of the State of Delaware open to U.S. investors (the “**Ratan U.S. Fund**”);
- Ratan Capital Fund (Cayman), Ltd., a private investment fund organized under the laws of the Cayman Islands open to non-U.S. investors and tax-exempt U.S. investors (the “**Ratan Offshore Fund**”);
- Ratan Capital Master Fund, Ltd., a private investment fund organized under the laws of the Cayman Islands that serves as the investment vehicle for the U.S. Fund and the Offshore Fund (the “**Ratan Master Fund**”); and
- Adi Long Short Equity Fund LP, a private investment fund organized under the laws of the State of Delaware open to U.S. investors (the “**Adi Fund**”).

The Ratan U.S. Fund, Ratan Offshore Fund and Ratan Master Fund are part of a single “master-feeder” structure and are collectively referred to in this brochure as the “**Ratan Funds**”.

The Adi Fund is a stand-alone onshore fund and is managed by Mr. Paritosh Gupta, the spouse of Ms. Chopra and an employee of Ratan.

Unless otherwise specified, the Ratan Funds and the Adi Fund may collectively be referred to as the “**Funds**”.

Ratan Capital Group LLC, a Delaware limited liability company, affiliated with the Firm (the “**Ratan General Partner**”), serves as the general partner of the Ratan U.S. Fund, and the manager of the Ratan Master Fund. Ms. Chopra is the managing member of the Ratan General Partners.

Adi Capital Advisors LLC, a Delaware limited liability company, affiliated with the Firm (the “**Adi General Partner**”), serves as the general partner of the Adi Fund. Mr. Gupta is the managing member of the Adi General Partner.

Each Fund's confidential offering memorandum, formation documents and other offering documents contain additional important information and are available upon request to qualified potential investors.

Persons who invest in the Funds are referred to in this brochure as “**Investors**”. We use the term “**Interests**” to refer to the limited partnership interests issued to Investors in the Ratan U.S. Fund and the Adi Fund and the shares issued to Investors in the Ratan Offshore Fund. The Interests are offered only through private transactions exempt from registration under U.S. and foreign securities laws.

## **Investment Advisory Services & Types of Investments**

### **Ratan Funds**

Ratan serves as discretionary investment adviser to the Ratan Funds. As an investment adviser, Ratan is responsible for sourcing potential investments, conducting research and due diligence, analyzing investment opportunities and structuring and monitoring investments. Our investment objective is to generate attractive risk-adjusted returns primarily by using a fundamental research-intensive strategy to invest long and/or short in publicly traded equity securities, including equity derivative securities, of companies worldwide. Ratan seeks to identify companies that we believe are being undervalued by the market and are trading at a discount to their intrinsic or fundamental value and which we expect to appreciate in value, often due to a “catalyzing event” or change in circumstances, including CEO/management changes, significant corporate events such as transformational mergers, spin-offs, recapitalizations, bankruptcy reemergence and other major changes. We typically select investments for their attractive valuation and long-term growth potential, but may also identify specific investment opportunities that we believe have good short-term trading potential.

While Ratan generally focuses on investments in equity securities, there are no material limitations on the types of securities, sectors, markets or countries in which the Ratan Funds may invest and from time to time the Ratan Funds may invest in exchange-traded funds, fixed income securities and other financial instruments and assets that we deem appropriate to carry out the overall objectives of the Ratan Funds.

### **Adi Fund**

As of January 1, 2021, Ratan (and previously Adi Capital Management and Mr. Gupta) serves as discretionary investment adviser to the Adi Fund. As an investment adviser, Ratan is responsible for sourcing potential investments, conducting research and due diligence, analyzing investment opportunities and structuring and monitoring investments. The Adi Fund's investment objective is to achieve capital appreciation through utilization of a global long-short equity investment strategy with a value-oriented, event-driven bias. Ratan seeks to achieve this objective primarily through the purchase and sale of equity securities of companies associated with dramatic structural and corporate change, married with a focus on shareholder value-oriented CEOs. In advising the Adi Fund, Ratan invests in companies globally but mostly in the United States.

Ratan takes long and short positions primarily in equities, ADRs, GDRs, convertible securities, bonds and other fixed income securities, options, warrants and puts and calls on stocks. Notwithstanding the foregoing, Ratan expects the Adi Fund to be significantly long biased and may have extended periods without taking short positions.

The Adi Fund's assets usually consist of a mix of long-term investment ideas with at least a two-to three-year time horizon to benefit from investment themes. Shorter-term investment ideas seek to capture opportunities in fast changing market conditions that might impact near term earnings outlooks against consensus views. Shorter-term investment ideas may have a time horizon of six to twelve months. While Ratan incorporates a long and short investment strategy, in advising the Adi Fund, Ratan usually maintain a long-bias.

While the Adi Fund invests primarily in long-short equities, Ratan has broad and flexible investment authority. Accordingly, the Adi Fund's investments may at any time include, long or short positions in credit instruments, U.S. or non-U.S. publicly traded or privately issued or negotiated common stocks, preferred stocks, stock warrants and rights, bank loans, corporate debt, bonds, notes or other debentures or debt participations, convertible securities, fixed income securities, swaps, options (purchased or written), and partnership interests and other securities or financial instruments including those of investment companies.

*Please refer to Item 8 for further information about our methods of analysis and investment strategies, the types of securities we generally invest in, and the material risks.*

### **Customized Services & Client-Imposed Restrictions**

Ratan provides investment advice directly to the Funds and not the Investors in accordance with the Funds' investment objectives. Ratan seeks to achieve the Funds' investment objectives by continuous management and monitoring of the portfolio according to the investment strategy and terms described in the offering documents and investment advisory agreements. Under the terms of the investment advisory agreements, the Funds have granted us broad authority and discretion to determine which securities and the amount of securities to be bought or sold. Ratan is not required to seek approval to make any investment or maintain any position.

## **ITEM 5: FEES & COMPENSATION**

### **Ratan Funds**

Ratan is generally entitled to receive two types of fees as compensation for the investment advisory services provided to the Ratan Funds: (i) a management fee equal to 2.0% per annum, based on the net asset value of an Investor's capital account (or shares in the case of the Offshore Fund) and (ii) an incentive allocation equal to 20% of the net profits attributable to an Investor's capital account or shares (as applicable). The Firm only charges the full incentive allocation when an Investor's account is above its "high-water mark", or, in other words, when an Investor's account value as of the end of the relevant period has recovered any losses from prior periods.

### **Adi Fund**

Ratan receives two types of fees as compensation for the investment advisory services provided to the Adi Fund: (i) a management fee equal to 1.0% per annum, based on the net asset value of an Investor's capital account; and (ii) an incentive allocation generally equal to 10% of the net profits in excess of a non-cumulative hurdle return if any subject to a loss carryforward provision, attributable to an Investor's capital account.

The hurdle return with respect to each Investor shall be equal to the amount that would have been credited or debited to such Investor's capital account for the fiscal year if the rate of return had been equal to the total return of the MSCI World Index. In the event that the MSCI World Index ceases to exist, the hurdle return will be calculated using an alternative index selected by the General Partner that, in the good faith discretion of the Adi General Partner, measures the performance of the global equity markets in a manner similar to the MSCI World Index.

When calculating the incentive allocation, net profits will be reduced by the management fee, and all items of income, loss and expense incurred at the partnership level and the master fund level will be taken into account. Since the Adi General Partner will receive the incentive allocation at the partnership level, no incentive allocation will be made at the master fund level.

For the avoidance of doubt, if there are no net profits attributable to a capital account in a given fiscal year and/or there are not enough net profits attributable to a capital account to exceed the hurdle rate, there will be no additional catch-up amount of net profits required before any incentive allocation is allocated in a subsequent fiscal year.

The Adi General Partner has previously and may waive or modify the incentive allocation for Investors that are members, employees or affiliates of the Adi General Partner or the Firm, relatives of such persons, and for certain large or strategic investors.

*Please refer to Item 6 for further information about performance-based compensation and our conflicts of interest.*

## **Valuation Procedures**

Ratan's fees are based on the net asset value of the Funds, as calculated by the Funds' independent administrator, NAV Fund Administration (the "**Administrator**"). We anticipate that most of the Funds' securities and other investments will be actively traded on an exchange, and will be valued at the current market price in the principal market where traded. All market prices are obtained from recognized data providers, typically Bloomberg and Reuters. Securities or other investments not traded on an active market will be valued in accordance with the pricing procedures established by Ratan from time to time.

*Please refer to the offering documents for further information about our valuation procedures and the calculation of the Funds' net asset value.*

## **Payment of Fees**

Management fees are paid quarterly in advance and incentive allocations for the Ratan Funds and the Adi Fund are paid annually in arrears as of the end of each year. All fees, allocations and carried interest amounts are calculated by the Administrator and deducted directly from the Funds upon receiving approval from Ratan. If an Investor withdraws capital from the Ratan Funds or the Adi Fund, the incentive allocation on that capital will be deducted from the Investor's account and paid to the Ratan General Partner or the Adi General Partner as if the withdrawal date were the last day of the year and any loss carryforward will be reduced on a pro-rata basis. An Investor is not permitted to choose to have the management fee, incentive allocation or carried interest amount billed directly for payment.

## **Early Withdrawal Fees**

Withdrawals from the Ratan Funds and the Adi Fund requires prior notice and can be made only on a periodic basis. Interests in the Ratan Funds are subject to a "soft" initial lock-up of one year,

meaning that capital may be withdrawn prior to the first anniversary of issuance, subject to an early withdrawal fee payable to the Ratan Funds.

### **Negotiability of Terms**

Fees and other terms are generally non-negotiable. Ratan retains the authority and discretion to waive all or a portion of the management fee and incentive allocation or any other term.

### **Other Fees & Expenses**

Ratan's fees are exclusive of expenses relating to the operation, administration and management of the Funds, including research expenses (including research-related travel and the costs of research-related publications and periodicals); filing and registration fees and expenses (including Forms 13D, 13F, 13G, 13H and PF); legal fees (including the costs of negotiating trade-related and account-specific counter-party documentation and side letters); expenses of the continuous offering of Interests, including marketing related travel and associated expenses, the cost of producing and distributing offering memoranda and other marketing materials; printing and distribution costs; accounting, audit, and tax preparation expenses; any taxes and duties payable in any jurisdiction in connection with the Funds trading and operations; administration fees, costs and expenses (including the fees and out-of-pocket expenses of the Administrator and its agents as well as any other third-party administrator which Ratan may select for the Funds, paying agency, transfer agency, accounting verification (if any) and/or investor registrar services and the costs of middle-office and back-office support as provided by the Administrator); the costs and fees attributable to any third-party proxy voting service or consultant; certain computer hardware and software, licensing, programming and operating expenses (including the installation, implementation and maintenance of order management and execution management hardware, systems and software, the costs of trading, research and/or data screens, as well as risk management and data services and systems); data processing costs; due diligence expenses; fees for consultants and other professionals or experts; costs and expenses incurred in connection with the Funds borrowings; interest expenses (including interest due to repurchase agreements and borrowing by the Funds); insurance expenses (including errors and omissions and directors and officers insurance, including for the principals, members, directors, officers and employees of the Firm and its affiliates, and the Master Fund's directors); costs relating to establishing or using any entities in the course of the Funds trading and investing; custody fees, bank charges, brokerage commissions (including options trades), spreads, mark-ups on securities, swaps and forwards, short dividends, currency hedging costs, and other investment and operating expenses; and fees of each Conflicts Advisory Representative (as defined in the offering documents), all of which are incurred by the Funds.

The Funds also bear the costs associated with extraordinary expenses, if any, such as: indemnification payments, litigation costs and damages.

The Funds may invest in money market funds or other short-term investment vehicles managed by third parties (typically large financial institutions), pending investment in other securities or for purposes of liquidity. While assets are held in these short-term investments, the Funds will incur customary fees and expenses.

To the extent that expenses are shared by more than one of the Funds, Ratan will seek to allocate such expenses among the participating Funds in a fair and equitable manner. The allocation of expenses among participating Funds will be done on a pro-rata basis. Expenses of the U.S. Fund



and the Offshore Fund are generally allocated to and paid by the Master Fund. Accordingly, all Investors in the Ratan Funds bear a pro-rata share of all of such expenses.

*Please refer to Item 12 for additional information regarding brokerage and custody and the factors we consider in selecting broker-dealers, and in determining the reasonableness of their compensation.*

### **Compensation from the Sale of Securities or other Investment Products**

Neither Ratan nor any of our principals or employees accepts compensation for the sale of Interests.

### **Side Letters**

In accordance with common industry practice, a Fund or its general partner may from time to time enter into a “side letter” or similar agreement with an investor pursuant to which the Fund or its general partner grants the investor specific rights, benefits or privileges that are not generally made available to all investors. See “*Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss*” below for more details.

## ITEM 6: PERFORMANCE-BASED FEES & SIDE-BY-SIDE MANAGEMENT

### **Performance-Based Fees**

The Ratan General Partner and the Adi General Partner may be entitled to receive performance-based compensation from the Funds. The receipt of performance-based compensation may create a conflict of interest because it provides an incentive to invest in riskier or more speculative investments with the potential for higher rewards than we might otherwise recommend if our compensation was not based on performance, such as fees calculated solely as a percentage of assets under management, or a flat fee, or hourly fee.

Investors in the Ratan Funds and the Adi Fund should also consider that performance-based compensation is calculated as a percentage of realized and unrealized appreciation of the Ratan Funds' assets. Because some or all of the Ratan Funds' and/or the Adi Fund's gains and losses will not have been realized when the performance-based compensation is calculated, the amount paid by Investors in the Ratan Funds and the Adi Fund may be higher than if performance-based compensation were based solely on realized net capital appreciation.

### **Side-By-Side Management**

If Ratan was to advise clients other than the Ratan Funds or the Adi Fund and those other clients were to have investment objectives that were substantially similar to the Ratan Funds or the Adi Funds Ratan may manage the accounts side-by-side and make investments or sell investments in the same securities. This may create a conflict of interest where there is limited availability or limited liquidity for the investments.

### **Measures to Address Conflicts of Interest**

Ratan has adopted the following measures to address these side-by-side management risks:

- We disclose to Investors and prospective investors the existence of the material conflicts of interest in connection with performance-based compensation, the risk of riskier investments and the potential to earn more compensation from accounts that have such arrangements.
- We collect and maintain information necessary to establish an Investor's qualifications and suitability to participate in performance-based compensation arrangements.
- We have implemented policies and procedures for the fair and consistent allocation of investment opportunities.

*Please refer to Item 12 for further information regarding our allocation policy.*

## ITEM 7: TYPES OF CLIENTS

Ratan provides discretionary investment advisory services to private investment funds (i.e., hedge funds). Investors in the Funds include high net worth individuals, banks, trusts, pension plans, foundations, endowments, fund of funds, corporations and other types of business entities. Investors in the U.S. Fund must be: (i) "accredited investors" as defined in Regulation D under the Securities Act of 1933, as amended and (ii) "qualified purchasers" within the meaning of Section 2(a)(51) of the U.S. Investment Company Act of 1940. Investors in the

Offshore Fund must be: (i) non-U.S. investors or (ii) qualified U.S. tax-exempt investors who are both accredited.

Foreign investors are generally not subject to any particular wealth requirements. Additional investor requirements are stated in each Fund's offering documents, which prospective investors should review prior to investing.

The minimum investment is \$1,000,000. We retain the right to waive the minimum subscription requirements in our sole discretion. The Funds are intended for sophisticated investors who can accept a high degree of risk in their investments, do not need regular current income and can accept a potential loss of their entire investment. Each prospective investor should make such investigation and evaluation of the risks as he or she concludes is appropriate.

## **ITEM 8: METHODS OF ANALYSIS, STRATEGIES & RISK OF LOSS**

### **Ratan Funds**

Ratan is a fundamental, long/short equity investment manager. We primarily employ a value, change-driven investment strategy. Our investment process focuses on identifying securities of companies that we believe are trading at a significant discount to their estimated intrinsic or fundamental value and which we expect to appreciate in value in the foreseeable future, often due to a "catalyzing event" or change in circumstances. Investment candidates may include companies that have experienced change that we anticipate will "unlock" value, including new management, transformational mergers, spinoffs, bankruptcy reemergence or other major changes.

The companies that we invest "long" in are typically undergoing transformational change and have one or more of the following characteristics at the time of initial purchase: (i) strong free cash flow characteristics, (ii) high returns on invested capital, (iii) defensive competitive positioning and/or (iv) strong management teams with alignment of interests. On the short side, we look for weak businesses that are undergoing structural change and have one or more of the following characteristics at the time of initial purchase: (i) trade at a premium to their intrinsic value, (ii) deteriorating fundamentals, (iii) non defensive and weak competitive positioning and/or (iv) weak management teams that are not incentivized to work in the best interests of shareholders.

Our primary method of analysis is fundamental, bottom-up-research. Once a company is identified as a potential investment candidate, we undertake a fundamental research effort that may include qualitative, quantitative and comparative assessments of the company's earnings power, ability to generate cash flow, asset values and financial strength, and reinvestment opportunities, as well as a subjective evaluation of the strengths and weaknesses of the company's management, among other items. This internal research is supplemented with due diligence, which may include discussions with the company's current or former management, competitors, customers, suppliers and analysts. The sources of information that we typically use include: SEC and other public filings, company reports, broker research, press releases, prospectuses, financial and trade periodicals and other secondary sources. Our research process may also identify other investment opportunities based on shorter term momentum, price dislocations or reactions to news.

Ratan has broad and flexible investment authority and trades opportunistically on behalf of the Ratan Funds. To maintain flexibility and capitalize on investment opportunities as they arise, we are not required to invest any particular percentage of the Ratan Funds' portfolio in any type of investment or region, and the portfolio's concentration in any country, sector, industry or strategy can change at any time. The Ratan Funds may have exposure to any asset or asset class directly or through derivative instruments. In connection with the implementation of our investment

strategies, the Ratan Funds may from time to time utilize short sales, options, financial instruments, commodity futures, financial futures (and options thereon) and other securities to hedge investments. The Ratan Funds may also use leverage as part of the strategy and to enhance investment returns.

The Funds' net market exposure may vary depending on our assessment of shifting economic and/or market conditions. The size and concentration of the Funds' positions typically reflect our conviction in respect of a value realization opportunity, based in part on one or more of the value-drivers identified through our fundamental analysis. As Portfolio Manager, Ms. Chopra has final authority over all of the Funds' portfolio decisions and is responsible for position sizing, capital allocation among sectors and the maintenance of targeted gross and net exposures. When investing in the Funds, Investors rely on the general market skill, knowledge and expertise of our investment team and ultimately rely on the expertise and judgment of Ms. Chopra, drawing on her experience in value and change-driven investing.

### **Adi Fund**

Ratan seeks to achieve the investment objective of the Adi Fund primarily through the purchase and sale of equity securities of companies associated with dramatic structural and corporate change, married with a focus on shareholder value-oriented CEOs. In advising the Adi Fund, Ratan invests in companies globally but mostly in the United States.

Ratan takes long and short positions primarily in equities, ADRs, GDRs, convertible securities, bonds and other fixed income securities, options, warrants and puts and calls on stocks. In addition, we may invest in commodities futures or other derivative securities, such as contracts for differences. Notwithstanding the foregoing, Ratan expects the Adi Fund to be significantly long biased and may have extended periods without taking short positions.

The Adi Fund's assets usually consist of a mix of long-term investment ideas with at least a two-to three-year time horizon to benefit from investment themes. Shorter-term investment ideas seek to capture opportunities in fast changing market conditions that might impact near term earnings outlooks against consensus views. Shorter-term investment ideas may have a time horizon of six to twelve months. While Ratan incorporates a long and short investment strategy, Ratan usually maintains a long-bias.

While the Adi Fund invests primarily in long-short equities, Ratan has broad and flexible investment authority. Accordingly, the Adi Fund's investments may at any time include, long or short positions in credit instruments, U.S. or non-U.S. publicly traded or privately issued or negotiated common stocks, preferred stocks, stock warrants and rights, bank loans, corporate debt, bonds, notes or other debentures or debt participations, convertible securities, fixed income securities, swaps, options (purchased or written), futures contracts, commodities, forward contracts and other derivative instruments, and partnership interests and other securities or financial instruments including those of investment companies.

*The descriptions of our specific advisory services and the investment strategies pursued and investments made should not be understood to limit in any way our investment activities. We may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this brochure, that we consider appropriate, subject to each Fund's investment objectives and guidelines. In addition, Ratan may in the future organize other investment funds or manage investment funds or separately managed accounts that may either co-invest with the Funds or follow an investment program similar to or different from the Funds' programs.*

*The investment strategies we pursue are speculative and entail substantial risks. The investment practices described above could result in substantial losses. There can be no assurance that our strategy will be profitable or that our investment objectives will be achieved. In the absence of a change in investment thesis, we may use price volatility as a potential opportunity to add to or trim positions, as opposed to viewing volatility solely as a source of risk. Investors must be willing to bear the risks of this strategy and the accompanying volatility.*

### **Certain Risks Relating to Our Investment Strategies and Investments Made**

The following risk factors do not purport to be a complete list or explanation of the risks involved with the activities of Ratan and the Funds. These risk factors include only risks we believe to be material, significant or unusual, and relate to particular investment strategies employed by Ratan and investments made pursuant thereto. We do not address material, significant, or unusual risks associated with other factors, including, without limitation certain instrument types, operational risks and certain market risks. Please refer to the Funds' confidential offering memorandum for a more complete description of the risk factors.

*General Market Conditions.* The success of our investment strategy is highly dependent upon conditions in the global financial markets and economic conditions throughout the world that are outside our control and difficult to predict, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, trade barriers, commodity prices, currency exchange rates and controls, national and international political circumstances and the occurrence of various events (including hurricanes, earthquakes and other natural disasters). Unpredictable or unstable market conditions may result in reduced opportunities to find suitable investments and make it more difficult to exit and realize value from existing investments, which could materially adversely affect our investment strategy. The performance of our investment strategy also depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that we will be able to predict accurately these price movements.

The Funds could incur material losses even if Ratan reacts quickly to difficult market conditions, and there can be no assurance that the Funds will not suffer material losses and other adverse effects from broad and rapid changes in market conditions in the future. Investors should realize that the markets for the financial instruments in which the Funds seek to invest can correlate strongly with each other at times or in ways that are difficult for Ratan to predict. Even a well-analyzed approach may not protect the Funds from significant losses under certain market conditions.

*Risks of Investments Generally.* All investments risk the loss of capital. Our investment strategies may involve risks associated with limited diversification and high concentration, leverage, speculative assets and the use of speculative and possibly untested investment strategies and techniques, interest rates, currencies, volatility, tracking, short sales, credit deterioration or default, systems and other inherent risks. Certain investment techniques (e.g., use of leverage) can magnify the impact of adverse market movements. In addition, investments may be materially affected by conditions in the financial markets and by overall economic conditions occurring globally and in particular countries or markets where we invest. Some of these risks cannot and/or will not be hedged.

Our methods for minimizing such risks may not accurately predict future risk exposures. Risk management techniques are based in part on the observation of historical market behavior, which may not predict market divergences that are greater than historical indicators. Also, information used to manage risks may not be accurate, complete or current, and such information may be misinterpreted.

*Volatility.* The prices of equity securities and other financial instruments can be highly volatile. Global credit and other financial markets have suffered and continue to suffer substantial stress, volatility, illiquidity and disruption. The deterioration of current market conditions could result in additional declines in market values. Such declines may affect the level and volatility of securities prices and the liquidity and the value of investments and could lead to losses and diminished investment opportunities for the Funds, prevent us from successfully executing our investment strategies or require us to dispose of investments at a loss.

*Fundamental Strategies.* Fundamental analysis — which is based on the theory that market mispricings exist because market prices do not incorporate all knowable economic and other relevant data is subject to the risk of inaccurate or incomplete market information, as well as the difficulty of predicting future prices based upon analysis of all known information. Investments made based upon fundamental analysis are subject to significant losses when market sentiment leads to market prices being materially discounted from the expected prices indicated by fundamental analysis (as in the case of “flights to quality” when the demand for certain risky investment instruments plummets) or when technical factors, such as price momentum encouraged by trend following, dominates the market.

*Concentration.* Ratan is generally not required to diversify our investments and may concentrate investments in a limited number of positions, as well as a limited number of sectors, industry groups and subgroups, and geographic regions. As a result, the Funds may become more susceptible to fluctuations in value or loss resulting from adverse economic or business conditions that affect those positions, sectors, industry groups or subgroups, or geographic regions. Due to the potential concentration, the performance of a single investment may have a significant impact on the Funds. Moreover, investments concentrated in a particular position, sector, industry group or subgroup, or geographic region will be subject to the risks of that position, sector, industry group or subgroup, or geographic region, which may include rapid obsolescence of technology, sensitivity to regulatory changes, minimal barriers to entry, and sensitivity to overall market swings.

*Correlation Risk.* Under certain market conditions, our investments may exhibit a substantial degree of positive correlation, further reducing the diversification (and, accordingly, altering the risk profile) of the Funds’ portfolio. This may occur in particular when a substantial portion of the portfolio is concentrated in a limited number of positions, as well as a limited number of sectors, industry groups or subgroups, or geographic regions that relate to a particular investment theme or idea.

*Risks of Change-Driven Investing.* The Funds may invest in companies involved in (or that are the target of) acquisition attempts or tender offers or companies involved in work-outs, liquidations, spin-offs, reorganizations, mergers, bankruptcies and similar transactions. Such transactions are dependent on one or more contingencies to become effective. In addition, merger arbitrage strategies also depend for success on the overall volume of merger activity, which historically has been cyclical in nature.

*Leverage and Borrowing Risks.* The use of leverage will increase the volatility of our investments and can magnify losses. Leverage may be achieved through purchases of securities on margin and the use of options, futures, forward contracts, and swaps, among other methods. The purchase of options, futures, forward contracts and swaps generally involves little or no margin deposit and, therefore, provides substantial “imbedded” leverage. Relatively small price movements in these financial instruments may result in immediate and substantial losses.

The use of margin and short-term borrowing creates several risks. If the value of the Funds’ securities falls below the required margin levels, the Funds may be required to liquidate assets quickly and/or at disadvantageous prices. If the Funds are unable to satisfy any margin call, then

the lender could liquidate positions and/or close down trading lines, which could cause significant losses. The failure to satisfy a margin call may trigger cross-defaults under other agreements, multiplying the adverse impact. There can be no assurances that the Funds will be able to secure or maintain adequate financing.

*Directional Bias.* The Funds' overall trading approach is based primarily on identifying absolute mis-pricings and taking corresponding directional positions. Directional investing is subject to all the risks inherent in incorrectly predicting future price movements. Often these price movements will be determined by unanticipated factors, and even if the determining factors are correctly identified, our analysis of those factors may prove inaccurate, potentially leading to substantial losses. Predicting future prices is inherently uncertain and the losses incurred, if the market moves against a position, will often not be hedged.

*Non-U.S. Securities.* Our investments outside of the United States may involve certain additional risks. Many financial markets are not as developed or as efficient as those in the United States and certain Western European countries. Therefore, investments in less efficient markets may have less liquidity and more price volatility than investments in a more efficient market would have. In addition to business uncertainties, investments outside of the United States may be affected by political, social and economic uncertainty affecting a particular country or region. The legal and regulatory environment may also be different, particularly as to bankruptcy and reorganization. Financial accounting and reporting standards and practices may differ, and there may be less publicly available information in respect of such companies.

*Currency Risk With Respect to Investments in Non-U.S. Issuers and Instruments.* The Funds may invest in securities of non-U.S. issuers and other instruments denominated in non-U.S. currencies, the prices of which are determined with reference to currencies other than the U.S. dollar. The Funds, however, value securities and other assets in U.S. dollars. Investments that are denominated in a non-U.S. currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. We may seek to hedge non-U.S. currency exposure by shorting stocks denominated in the particular currency, or investing in currencies, forward currency exchange contracts, or any combination thereof, but there is no assurance that such strategies will be implemented, and if implemented, will be effective.

We may also enter into unhedged transactions which may increase the risk that the Funds could incur material losses. To the extent unhedged, non-U.S. investments will fluctuate in value with U.S. dollar exchange rates as well as price changes in the various local markets and currencies. In such cases, an increase in the value of the U.S. dollar compared to the other currencies in which we make investments will reduce the effect of any increases and magnify the effect of any decreases in the prices of securities in their local markets and may result in a loss. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on non-U.S. dollar investments.

*Flexible Investment Approach.* We have broad and flexible investment authority and trade opportunistically implementing whatever strategies or discretionary approaches we believe may be best suited for prevailing market conditions. Our strategies may also change and evolve materially over time. Investors and prospective investors must recognize that by investing in the Funds, they are placing their capital under our full discretionary authority. There can be no assurance that we will be successful in applying this approach.

*Reliance on Ratan and Ms. Chopra and Mr. Gupta.* The Funds' operations are dependent upon Ratan, and Ratan's operations are dependent on Ms. Chopra's and Mr. Gupta's services. If Ms. Chopra's (in advising the Ratan Funds) or Mr. Gupta's (in advising the Adi Fund) services

become unavailable to Ratan, the Ratan Funds and/or the Adi Fund would likely dissolve, possibly under unfavorable market conditions.

*Accuracy of Public Information.* In evaluating potential investments, we conduct due diligence that we deem reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence and making an assessment regarding an investment, we rely, in part, on the basis of information and data filed by issuers with various government regulators or made directly available by the issuers or through sources other than the issuers. We also rely on information obtained from third parties regarding financial, economic, business and market conditions, factors and trends. We are not in a position to independently verify the accuracy of such information and data, and in some cases, complete and accurate information is not available. As a result, we are dependent upon the integrity of both the management of these issuers and other sources of information and on the financial reporting process in general. The Funds could incur material losses as a result of corporate mismanagement, fraud and accounting irregularities.

*Equity Securities.* Equity securities fluctuate in value in response to many factors, including the activities and financial condition of individual companies, the business market in which individual companies compete, industry market conditions, interest rates and general economic conditions. The Funds may suffer losses if we invest in equity instruments of issuers whose performance diverges from our expectations or if equity markets generally move in a single direction and we are not hedged against such a general move. In addition, events such as domestic and international political instability, terrorism and natural disasters may be unforeseeable and contribute to market volatility in ways that may adversely affect our investments.

*Distressed Investments.* The Funds may invest in "distressed" securities, claims and obligations of domestic and foreign entities which are experiencing significant financial or business difficulties. Investments may include loans, commercial paper, loan participations, trade claims held by trade or other creditors, stocks, partnership interests and similar financial instruments, executory contracts and options or participations therein not publicly traded. Distressed investments may result in significant returns to the Funds, but also involve a substantial degree of risk. The Funds may lose a substantial portion or all of its investment in a distressed environment or may be required to accept cash or securities with a value less than the Funds' investment. Among the risks inherent in investments in entities experiencing significant financial or business difficulties is the fact that it frequently may be difficult to obtain information as to the true condition of such issuers. Such investments also may be adversely affected by state and federal laws relating to, among other things, fraudulent conveyances, voidable preferences, lender liability and the bankruptcy court's discretionary power to disallow, subordinate or disenfranchise particular claims. The market prices of such instruments are also subject to abrupt and erratic market movements and above average price volatility, and the spread between the bid and asked prices of such instruments may be greater than normally expected. In trading distressed instruments, litigation is sometimes required. Such litigation can be time-consuming and expensive, and can frequently lead to unpredicted delays or losses. Moreover, to the extent that the partnership invests in distressed sovereign debt obligations, it will be subject to additional risks and considerations not present in private distressed securities, including the uncertainties involved in enforcing and collecting debt obligations against sovereign nations, which may be affected by world events, changes in U.S. foreign policy and other factors outside of the control of the Investment Manager.

*Special Situation Investments.* The Adi Fund may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in or undergoing work-outs, liquidations, spin-offs, reorganizations, bankruptcies or other catalytic changes or similar transactions. In any investment opportunity involving any such type of special situation, there



exists the risk that the contemplated transaction either will be unsuccessful, will take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price to the Adi Fund of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Adi Fund may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which the Adi Fund may invest, there is a potential risk of loss by the Adi Funds of its entire investment in such companies. In connection with such transactions (or otherwise), the Adi Fund may purchase securities on a when-issued basis, which means that delivery and payment take place sometime after the date of the commitment to purchase and is often conditioned upon the occurrence of a subsequent event, such as approval and consummation of a merger, reorganization or debt restructuring. The purchase price or interest rate receivable with respect to a when-issued security can be fixed when the Adi Fund enters into the commitment. Such securities are subject to changes in market value prior to their delivery.

*Event Driven Investing.* Ratan will pursue event driven investment opportunities for the Funds. The results of the one or more of the Fund's operations may be expected to fluctuate from month to month and from period to period because of the inherently speculative nature of risk arbitrage transactions.

In this activity, if and when Ratan determines that it is probable that a proposed transaction will be consummated, the Funds will purchase securities at prices often only slightly below the anticipated value to be paid or exchanged for the securities in the proposed merger, exchange offer, cash tender offer or other similar transaction. The purchase price to the Funds may be substantially above the prices at which such securities traded immediately prior to the announcement of such merger, exchange offer, cash tender offer or other similar transaction. If the proposed merger, exchange offer, cash tender offer or other similar transaction appears likely not to be consummated or in fact is not consummated or is delayed, the market price of the security to be tendered or exchanged may, and likely will, decline sharply by an amount greater than the difference between the Funds' purchase price and the anticipated consideration to be paid. In addition, where a security to be issued in a merger or exchange offer has been sold short in the expectation that the short position will be covered by delivery of such security when issued, failure of the merger or exchange offer to be consummated may force the Funds to cover its short sale, with a resulting, and perhaps significant, loss.

In addition, if Ratan determines that the offer price for a security which is the subject of a tender offer is likely to be increased, either by the original bidder or by another party, the Funds may purchase securities above the offer price, thereby exposing the Funds to an even greater degree of risk of loss.

In addition, if Ratan determines that the offer price for a security which is the subject of a tender offer is likely to be increased, either by the original bidder or by another party, the Funds may purchase securities above the offer price, thereby exposing the Funds to an even greater degree of risk of loss.

*Derivative Instruments Generally.* The Funds may invest in various derivative instruments, including options, futures, forward contracts, swaps and other derivatives, which may be volatile and speculative. The use of derivatives may involve risks different from, or possibly greater than, the risks associated with investing directly in securities or more traditional investments. Certain derivative positions may be subject to wide and sudden fluctuations in market value.

Derivatives used for hedging purposes may not correlate perfectly with the underlying investment sought to be hedged. Derivative instruments may not be liquid and in volatile markets the Funds may not be able to close out a position without incurring a loss. Trading in

derivative instruments can result in large amounts of leverage, which may magnify gains and losses. While derivatives used for hedging purposes can reduce or eliminate losses, such use can also reduce or eliminate gains. When the Funds use derivatives for market exposure, rather than for hedging purposes, any loss on the derivative investment will not be offset by gains on another hedged investment. Derivatives may also entail investment exposures that are greater than their cost would suggest, meaning that a small investment in derivatives could have a large potential impact on performance. The market for many derivatives is, or suddenly can become, illiquid, which may result in significant, rapid, and unpredictable changes in the prices for derivatives.

*Call Options and Put Options.* The Funds may engage in the sale and purchase of call and put options. The seller (writer) of a call option which is covered (e.g., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security offset by the premium received if the call option expires out of the money, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller (writer) of a put option which is covered (e.g., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sum of the sales price at which the seller establishes the short position in the underlying security and the premium received in respect of the put option sold by the seller, and gives up the opportunity for gain on the underlying security below the exercise price of the put option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security to zero. The buyer of a call option or put option assumes the risk of losing its entire investment in the option. If the buyer of the call option sells short the underlying security, the loss on the call option will be offset in whole or in part by any gain on the short sale of the underlying security (if the market price of the underlying security declines). If the buyer of the put option holds the underlying security, the loss on the put option will be offset in whole or in part by any gain on the underlying security.

*Swap Agreements.* Swap agreements are individually negotiated and can be structured to include exposure to a variety of different types of investments, instruments or market factors. While we generally expect to focus on equity swaps in order to increase or decrease exposure to a particular stock, group of stocks or an index of stocks, depending on their structure, swap agreements may increase or decrease the Funds' exposure to other factors such as long-term or short term interest rates (in the United States or abroad), non-U.S. currency values, corporate borrowing rates and inflation rates. Depending on how they are used, swap agreements may increase or decrease the overall volatility of the Funds' portfolio. In addition, if a swap counterparty's creditworthiness declines, the value of swap agreements with such counterparty can be expected to decline, potentially resulting in losses.

*Forward Trading.* Forward contracts, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any market due to unusual trading volume, political intervention or other factors. Market illiquidity or disruption could result in major losses.

*Short Sales.* Short selling involves selling securities which are not owned by the short seller and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the seller to profit from a decline in market price to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. Short sales can, in certain circumstances, substantially increase the effect of adverse price movements on the Funds' portfolios. A short sale of a security involves the risk of a theoretically unlimited increase in the market price of the security which could result in a theoretically unlimited loss because of an inability to cover the short position. There can be no assurance that securities necessary to cover a short position will be available for purchase. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating any loss.

*Futures.* Futures markets are highly volatile and are influenced by factors such as changing supply and demand relationships, governmental programs and policies, national and international political and economic events and changes in interest rates. In addition, because of the low margin deposits normally required in futures trading, a high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract may result in substantial losses. Futures trading may also be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits". Under such daily limits, during a single trading day, no trades may be executed at prices beyond the daily limits. Once the price of a particular futures contract has increased or decreased by an amount equal to the daily limit, positions in that contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent us from promptly liquidating unfavorable positions, subjecting the Funds to substantial losses or preventing the Funds from entering into desired trades.

*Hedging Transactions.* We may, but are not obligated to, utilize financial instruments, both for investment purposes and for risk management purposes. The success of our hedging strategies will depend, in part, upon our ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the portfolio investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of our hedging strategy will also be subject to our ability to recalculate, readjust and execute hedges in an efficient and timely manner. In addition, certain hedging instruments and markets may not be liquid in all circumstances. As a result, in volatile markets, we may not be able to close out a transaction in certain of these instruments without incurring losses substantially greater than the initial deposit. While we may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance. For a variety of reasons, we may be unable to, or might not seek to, establish a perfect correlation between the hedging instruments utilized and the portfolio holdings being hedged. Such an imperfect correlation may prevent us from achieving the intended hedge or expose the Funds to losses. We might not hedge against a particular risk because we do not regard the probability of the risk occurring to be sufficiently high to justify the cost of the hedge, or because we do not foresee the occurrence of the risk. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of portfolio holdings. There can be no assurance that our hedging strategies, even if successful, will result in performance being uncorrelated to the markets.

*Side Letters.* As noted in Item 4 above, in connection with or as a condition to an investor's agreement to invest in a Fund, the Fund or its general partner may from time to time enter into a "side letter" or similar agreement with an institutional or other investor pursuant to which the Fund or its general partner grants the investor specific rights, benefits or privileges that are not generally made available to all investors. Such rights, benefits or privileges include waivers or discounts on management fees and/or carried interest, "most favored nation" clauses, preferential access to co-investment opportunities, the right to be excused from participating in certain

investments made by a Fund, notice rights upon the occurrence of certain events, seats on a Fund's limited partner advisory committee, specialized or additional reporting rights, rights related to tax treatment, rights related to regulatory matters, rights related to immunities or indemnification, rights related to the ability of the investor to transfer its interest in the Fund, additional representations and warranties from the Fund, its general partner and/or the Firm, modifications to the subscription agreement and other benefits. While the ability of a Fund or its general partner to enter into a side letter or similar agreement affording preferential rights to certain investors is generally disclosed to other investors in the Fund, the terms of such "side letters" or similar agreements are generally not disclosed to other investors in the Fund, except to investors that have separately negotiated for the right to review such agreements.

*Artificial Intelligence.* The emergence of recent technology developments in artificial intelligence and machine learning such as OpenAI and ChatGPT (collectively, "Machine Learning Technology") can pose risks to the Firm, Funds, and their investments. While the Firm prohibits the use of Machine Learning Technology in substantial business activities, the Firm is nonetheless exposed to the risks of Machine Learning Technology from any uses of Machine Learning Technology that may be undertaken by the Firm personnel in contravention of the Firm's restriction, or by third-party service providers, portfolio investments, any counterparties to Funds, or their underlying investments, whether or not known to the Firm. Use of Machine Learning Technology involves the risk of inaccuracies or errors in the data utilized by Machine Learning Technology, may directly or indirectly create security or data risks, and may increase trademark, licensing and copyright risks. Machine Learning Technology continues to develop rapidly, and it is impossible to predict the future risks that may arise from such developments.

*Cybersecurity.* As part of its business, Ratan processes, stores and transmits large amounts of electronic information, including information relating to the transactions of the Funds and personally identifiable information of the Ratan Fund Investors. Similarly, service providers of Ratan or the Funds, especially the administrator, may process, store and transmit such information. Ratan maintains procedures and systems to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to Ratan may be susceptible to compromise, leading to a breach of Ratan's network. Ratan's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. Breach of Ratan's information systems may cause information relating to the transactions of the Funds and personally identifiable information of the Ratan Fund Investors to be lost or improperly accessed, used or disclosed.

The service providers of Ratan and the Fund are subject to the same electronic information security threats as Ratan. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of the Funds and personally identifiable information of the Ratan Fund Investors may be lost or improperly accessed, used or disclosed.

The loss or improper access, use or disclosure of Ratan's or the Funds' proprietary information may cause Ratan or the Funds to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events could have a material adverse effect on the Funds and the Investors' investments therein.

*Pandemic Risks and Global Health Events.* An epidemic outbreak and reactions to such an outbreak could cause uncertainty in markets and businesses and could adversely affect the performance of the global economy, including causing market volatility, market and business uncertainty and closures, supply chain and travel interruptions, the need for employees and vendors to work at external locations, and extensive medical absences. The Firm has policies and procedures to address known situations, but because a large epidemic may create significant market and business uncertainties and disruptions, not all events that could affect the Firm's business and/or the markets can be determined and addressed in advance. The Firm could also be subject to the risk of loss arising from direct or indirect exposure to a number of types of other catastrophic events, including without limitation other public health crises, including any outbreak of coronavirus, SARS, H1N1/09 influenza, avian influenza, Ebola or other existing or new epidemic diseases, or the threat thereof.

*Business Continuity.* Various force majeure events, including acts of God, natural disasters such as fire, flood or earthquakes, wars, terrorist acts, outbreaks of infectious disease, epidemics, pandemics or other serious public health concerns, cyber-attacks, technology and/or power failures, labor strikes, or geopolitical or other extraordinary, or other unforeseen circumstances or events, may materially disrupt the Funds' business and operations, or the business and operations of any counterparty or service provider to the Funds, and the Funds may be adversely affected thereby. For example, if a significant number of the Firm's personnel were to be unavailable in a force majeure event (such as war, terror attack or an outbreak of infectious disease), the Firm's ability to effectively conduct the Funds' business could be severely compromised. In addition, the cost to the Funds of repairing or replacing damaged assets or systems resulting from such force majeure event could be considerable. While the Firm has adopted certain policies and procedures designed to restore and/or continue its business and operations in such situations, there is no guarantee that such policies and procedures will be effective in any of such situations or will be implemented in time, and the Funds may be adversely affected thereby.

## **ITEM 9: DISCIPLINARY INFORMATION**

On December 5, 2017, the SEC instituted an administrative proceeding against Ratan and Ms. Chopra pursuant to Sections 203(e), 203(f), and 203(k) of the Advisers Act alleging that (i) Ratan and Ms. Chopra willfully violated Section 206(4) of the Advisers Act and Rule 206(4)8 thereunder, and (ii) Ratan and Ms. Chopra willfully violated Section 207 of the Advisers Act by failing to disclose to Ratan's investors the significant role that Paritosh Gupta, Ms. Chopra's husband and the owner and principal of Adi Capital Management LP ("Adi"), an unaffiliated investment adviser, played in Ratan's investment process and operations. On December 5, 2017, the SEC issued an order ("SEC Order") accepting an offer of settlement from Ratan and Ms. Chopra. Pursuant to the settlement, Ratan and Ms. Chopra neither admitted nor denied the findings of the SEC Order. Ratan and Ms. Chopra were both censured and ordered to cease and desist from committing or causing any violations and any future violations of Sections 206(4) and 207 of the Advisers Act and Rule 206(4)-8 thereunder and Ratan and Ms. Chopra were each ordered to pay a civil money penalty of \$200,000.

## **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES & AFFILIATIONS**

Neither Ratan nor any of our management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, futures commission merchant, commodity pool operator, commodity trading adviser, or an associated person of the foregoing entities.

As noted above, Ratan Capital Group LLC (previously defined as the Ratan General Partner), an

affiliate of Ratan, serves as the general partner of the Ratan U.S. Fund and the manager of the Ratan Master Fund. Further, Adi Capital Advisors LLC (previously defined as the Adi General Partner), an affiliate of Ratan, serves as the general partner of the Adi Fund. Any persons acting on behalf of the General Partner are subject to the supervision and control of Ratan in connection with any investment advisory activities.

Ms. Chopra and Mr. Gupta will devote so much of their time and effort to the affairs of Ratan as may, in their judgment, be necessary to accomplish the purposes of Ratan. It should be noted that Ms. Chopra's husband, Mr. Gupta manages the Adi Fund with a substantially similar investment strategy to the Ratan Funds. Ms. Chopra and Mr. Gupta will periodically discuss research-related information, analysis, models, notes and ideas, including with respect to securities that may be owned by Ratan. It is anticipated that there will be substantial overlap in the investment positions held by the Ratan Funds and the Adi Fund.

## **ITEM 11: CODE OF ETHICS, PARTICIPATION, OR INTERESTS IN CLIENT TRANSACTIONS & PERSONAL TRADING**

### **Code of Ethics**

Ratan has adopted a Code of Ethics (the "Code"), pursuant to Rule 204A-1 under the Advisers Act, which sets forth the standards of business and ethical conduct required of our principals and employees. The Code reflects fiduciary obligations to clients and requires Ratan principals and employees to act with honesty and integrity, adhere to the highest ethical standards and comply with applicable federal securities laws and regulations. The Code is based on the principle that we and our principals and employees owe a fiduciary duty to clients to ensure that personal securities transactions do not interfere with client transactions or otherwise take unfair advantage of client relationships.

The Code includes provisions relating to personal securities trading, insider trading and market manipulation, rumor mongering, and participation in outside business interests, among other things. All principals and employees attend annual training and certify annually that they have read, understand and will abide by the Code.

### *Personal Trading*

Subject to satisfying the Code and applicable laws, principals and employees are permitted, based on personal investment considerations, to buy or sell securities for their own accounts. Ratan has established the following policies and procedures to address conflicts of interests resulting from personal trading:

- We require our principals and employees to disclose all personal brokerage accounts to our Chief Compliance Officer and submit initial and annual holding reports, disclosing all securities held.
- We require our principals and employees to notify their brokerage firms to provide duplicate copies of all trade confirmations and statements directly to our Chief Compliance Officer.
- We prevent short term trading by subjecting all transactions to a holding period.
- We require all personal securities transactions be pre-cleared with our Chief Compliance Officer, other than securities (such as mutual funds) not treated as "reportable securities" under SEC Rule 204A-1.

- Personal transactions may be disapproved if our Chief Compliance Officer determines that the partner, principal or employee is unfairly benefiting from, or that the transaction is in conflict with, any pending client transaction.

Ratan's principals and employees are generally prohibited from personal trading in publicly-traded equity securities. However, if a new principal or employee holds any publicly-traded equity securities ("legacy positions") prior to being hired, such principal or employee may retain them indefinitely or, subject to preapproval by the Chief Compliance Officer, close any such legacy positions, but may not make new investments in such securities while they are employed by Ratan.

### *Insider Trading*

All Ratan principals and employees are subject to our policy on preventing the misuse of material non-public information (the "**Insider Trading Policy**"), which is included as part of the Code. The Insider Trading Policy broadly prohibits the use of material, non-public information and includes policies and procedures that are intended to prevent insider trading by our principals and employees. Ratan maintains a "restricted list" that identifies companies for which we may have, or be deemed to have, material, non-public information.

All principals and employees attend annual training on insider trading and are required to certify annually that they have read, understand and will abide by the Insider Trading Policy.

Our Chief Compliance Officer may, in certain circumstances, grant exceptions under any section of the Code on a case-by-case basis, subject to applicable law. A copy of the Code is available to Investors and prospective investors, upon request, by mail or telephone to the address or telephone number on the front of this brochure.

### **Conflicts of Interest**

Throughout this brochure, we disclose a number of conflicts of interest and provide summaries of a number of our policies and procedures designed to detect and address these conflicts and others. Each Fund's confidential offering memorandum contains a more complete description of what we believe to be the most significant conflicts of interest associated with an investment in the Funds. Investors and prospective investors should carefully consider the conflicts of interest described here and in each Fund's confidential offering memorandum before deciding to invest.

### *Additional Conflicts*

*Gifts and Entertainment; Political Contributions.* Brokers, counterparties, service providers and other third parties with whom we do business occasionally provide gifts and entertainment to our principals and employees. Gifts and entertainment may create a conflict of interest in our selection and retention of service providers. To address this conflict, Ratan's compliance program includes policies and procedures to monitor gifts and entertainment received and to limit the value of gifts and entertainment. The compliance program also includes policies and procedures to monitor, and in certain cases limit, the political contributions that our principals and employees make to public officials and candidates for elected office.

*Allocation of Investment Opportunities and Other Accounts.* We may advise additional funds and managed accounts in the future as there are no limits on the number of funds or managed accounts that we may advise. We may have financial incentives to favor certain funds and

managed accounts over others. To address this conflict, we allocate, and will in the future continue to allocate, investment opportunities and treat all similarly situated funds and managed accounts fairly and equitably over time. There can be no assurance that a particular order or investment opportunity will be allocated in a particular manner. The performance of the Funds and such other funds or managed accounts may differ even though their investment objectives may be substantially the same or similar.

*Cross Trades and Principal Transactions.* A “cross trade” occurs when Ratan causes the purchase and sale of a security between two or more client accounts. The opportunity to enter into a cross trade can arise for many reasons. For example, one client may have incoming cash that needs to be invested while another client has redemptions that need to be met by selling portfolio holdings. We may also “rebalance” the portfolios of clients following similar investment strategies to ensure that they have appropriate allocations and percentages invested in each holding. By “crossing” these types of transactions, Ratan can save the clients brokerage commissions or “mark-up/mark-downs” that would be charged in transactions effected on the open market. In addition, clients usually save on market impact costs – adverse movements in the market price that directly results from the client transactions, as well as other related costs such as custody and transfer expenses.

Cross trades raise conflicts of interest concerns, including that the adviser and its personnel may have different economic interests in the participating funds and will have a potentially conflicting division of loyalties and responsibilities to clients on both sides of the transaction. These conflicts are particularly inherent when a cross trade is also a “principal transaction”. A principal transaction occurs when an investment adviser, acting for its own account (or the account of an affiliate) buys a security from, or sells a security to, a client’s account.

Ratan has adopted policies and procedures governing cross trades. Ratan generally does not engage in cross trades on behalf of our clients and will currently only do so in compliance with Section 206(3) of the Advisers Act, which generally prohibits cross transactions involving principal accounts unless, prior to the completion of each such transaction, the adviser (1) discloses to the client in writing the capacity in which the adviser is acting and (2) obtains the client’s consent to the transaction.

*Trade Errors.* Ratan may on occasion make trading errors in executing trading instructions. Examples of trading errors include: buying or selling an investment at a price or quantity inconsistent with the trading instructions; or buying rather than selling a particular investment and vice versa. If an error occurs, it is: (i) corrected as soon as practicable, (ii) investigated, evaluated and quantified, and (iii) reported to our Chief Compliance Officer. The Funds are generally liable for trading errors, including errors resulting in losses or gains, unless the errors result from conduct that breaches the standard of care set forth in the investment advisory agreements. We have a conflict of interest in determining whether a trading error has occurred, and in determining how to deal with such trading error.

## **ITEM 12: BROKERAGE PRACTICES**

### **Broker- Dealer Selection**

Ratan has full discretionary authority to determine the brokers-dealers used and the commission rates paid for the Funds’ transactions. When we execute orders, we have a duty to seek to obtain “best execution,” which means that the Funds’ total costs or proceeds are the most favorable under the circumstances. We have established general criteria to determine which brokers are qualified to provide brokerage services and consider the full range and quality of the brokerage and related services provided; including:



- research and access to management/conferences;
- quality of execution;
- reputation, financial strength and stability;
- ability to handle difficult trades;
- confidentiality of trading activity;
- willingness and ability to commit capital;
- overall costs of trades (i.e., net price paid or received) including any commissions, mark-ups, markdowns or spreads;
- nature of the security and the available market makers;
- desired timing of the transaction and size of trade;
- operational facilities, including back office efficiency;
- block trading and block positioning capabilities; and
- market intelligence regarding trading activity.

We are not required to solicit competitive bids and do not have an obligation to seek the lowest available commission or transaction costs. Commission rates are generally negotiable and thus selecting brokers on the basis of considerations that are not limited to the applicable commission rates may result in higher transaction costs than would otherwise be obtainable. Accordingly, in any transaction or series of transactions, the Funds may pay commissions to a broker in an amount greater than the amount another broker might charge.

### **Research and Soft Dollar Benefits**

Ratan may select broker-dealers that furnish us with brokerage and research services that provide, in our view, appropriate assistance in the investment decision-making process. As a result, we may pay for such brokerage and research services with “soft dollars”. The term soft dollars refers generally to the practice by investment advisers of paying for research and brokerage services using brokerage commissions generated by the execution of trades for their clients. The types of brokerage and research services that Ratan acquired with client brokerage commissions in 2016 included: research reports on companies, industries and securities; economic, market and financial data; access to broker-dealer analysts and corporate executives; and attendance at industry seminars and broker organized conferences. The soft dollar benefits we receive do not generally have a mixed use and we generally do not utilize them for functions unrelated to making investment decisions. We primarily use research services and products to assist with investment decision-making responsibilities and enhance our capability to discharge those responsibilities.

When Ratan uses client commissions to obtain brokerage and research services, we receive a benefit because we do not have to produce or pay for the brokerage and research services itself. As a result, we may have an incentive to select or recommend a broker-dealer based on our interest in receiving brokerage and research services, rather than solely on the Funds’ interest in receiving the most favorable execution. However, when selecting broker-dealers that provide brokerage and research services, we are obligated to determine in good faith that the commissions are reasonable in relation to the value of the brokerage and research services they provide to us. Reasonableness is viewed in terms of the particular transactions and our overall responsibilities to the Funds, even though that broker-dealer itself, or another broker-dealer might be willing to execute the transactions at a lower commission. Accordingly, transactions will not always be executed at the lowest available price or commission, and we may cause the Funds to pay commissions higher than those charged by other broker-dealers.

We intend to use soft dollars to obtain investment research and brokerage services in accordance with Section 28(e) of the Securities Exchange Act of 1934, which provides a “safe harbor” to investment managers who use commission dollars generated by their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the manager in the performance of investment decision-making responsibilities. We use brokerage and research services in connection with our advisory services for any client, not necessarily for only the account that “paid” for them. We do not seek to allocate soft dollar benefits to clients in proportion to the soft dollar credits the client generates. We intend to allocate soft dollar benefits to each client account in a fair and equitable manner.

Ratan’s evaluation of the brokerage and research services provided by a broker-dealer may be a significant factor in selecting a broker-dealer to execute transactions. For this purpose, we have established a process in which certain members of our investment team rate broker-dealers that supply them with brokerage and research services. In addition, we distribute periodically a year-to-date commission report to investment professionals who provide feedback regarding the research services provided. Subject to our duty to seek best execution, we allocate commissions, in part, in accordance with the outcome of this process.

At least annually, Ratan considers the amount and nature of research and brokerage services provided by broker-dealers. Broker-dealers sometimes suggest a level of business they would like to receive in return for the various products and services they provide, but we are under no contractual or other requirement to provide such business. The Funds may have investors who are themselves service providers or are affiliated with service providers used by Ratan or the Funds; however, this is not a consideration in our determination as to whether to do business with a particular broker-dealer.

### **Brokerage for Client Referrals**

We do not select or recommend broker-dealers based upon client referrals from a broker-dealer or third party.

### **Directed Brokerage**

We do not recommend, request or require clients to direct us to execute transactions through a specified broker dealer. We require clients to grant us discretion to select the broker-dealers to effect transactions for their accounts, and do not accept client instructions to direct brokerage to other broker-dealers.

### **Aggregation of Orders**

When placing orders, we may combine orders for the Funds into a single “aggregated” order for each broker-dealer we choose to execute a trade through. The Funds’ custodians allocate the securities or proceeds received (and related transaction expenses) among the Funds, as we direct. The allocation will be done on a pro-rata basis, except when another allocation is more appropriate, including due to investment restrictions, varying levels of cash, liquidity, differences in portfolio holdings, and desire to avoid “odd lots,” among other factors. We believe that combining and allocating orders in this way will, over time, prove advantageous to the Funds by reducing transaction costs and providing for more efficient execution of trades. In unusual circumstances, the use of an aggregated order may be less advantageous to a particular client than if the client had been the only client participating in the transaction.

## **ITEM 13: REVIEW OF ACCOUNTS**

### **Periodic & Other Account Reviews**

Our investment team monitors the Funds' portfolio on a continuous basis to determine whether positions should be maintained based on performance, company fundamentals, current market conditions, news and press releases, analyst reports and other considerations. We also generate profit and loss reports for every position as of the end of every U.S. trading day. The Portfolio Manager is responsible for overseeing this process.

In addition, the Administrator prepares daily reviews and reconciliations of cash, positions, and activity to the prime brokers' records and reports reconciliation breaks for resolution to our back-office team. The monthly net asset value calculations are prepared by the Administrator and reviewed by our back-office team.

### **Reports**

Investors currently receive the following information:

- end-of-month unaudited performance estimates;
- monthly capital statements detailing account information, including beginning and ending equity;
- annual audited financial statements; and
- applicable tax information for taxable U.S. investors invested in the U.S. Fund.

We provide Investors with an annual report containing audited financial statements, as well as a statement of the Investor's capital account as of the end of the fiscal year within 120 days of the close of each Fund's fiscal year. This report includes information concerning valuations, profits, gains and losses of the Funds. Investors should carefully review any statements or reports provided by the Administrator as well as the Funds' audited financial statements.

### *Disclosure of Portfolio and Other Information*

In the course of conducting due diligence, Investors and prospective investors periodically request information pertaining to the Funds and Ratan. We may respond to these requests, and may provide information that is not generally made available to other Investors. When we provide this information, we do so without an obligation to update any of the information provided.

We sometimes provide portfolio holdings information to third party service providers that have been retained by Investors to evaluate portfolio risk. For example, we have in the past provided portfolio holdings information to Riskmetrics, a provider of independent risk-transparency and risk-measurement solutions for institutional investors. We provided this information in our sole discretion, and reserved the right to cease providing it at any time. We make reasonable efforts to preserve the confidentiality of the information we provided, but we cannot ensure that the entities to which we provided information will fulfill their confidentiality obligations.

## **ITEM 14: CLIENT REFERRALS & OTHER COMPENSATION**

Ratan does not currently have any solicitation arrangements for referring investors to us; however, in the future, we may engage solicitors to refer prospective investors to the Funds. In the event we enter into a written referral agreement, we will disclose the terms of the

arrangement, including the fee structure, to all such prospective investors, in accordance with Rule 206(4)-7 under the Advisers Act and relevant SEC guidance.

#### **ITEM 15: CUSTODY**

Ratan is deemed to have custody of the Funds' assets because of our authority to deduct fees and because an affiliate serves as the general partner of the Ratan U.S. Fund. We are exempt from certain provisions of the "custody rule" because (i) the Funds' financial statements are prepared in accordance with U.S. generally accepted accounting principles and audited in accordance with U.S. generally accepted auditing standards by an independent public accountant registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board and (ii) audited financial statements are distributed to each Investor within 120 days of the end of each Fund's fiscal year.

Actual custody of the Funds' assets is at a broker-dealer, bank or trust company. We currently hold the assets at the Funds' prime broker, Goldman Sachs & Co. Prime brokers are periodically reviewed and may change without notice.

Investors should carefully review any statements or reports provided by the Administrator as well as the Fund's audited financial statements.

*Please refer to Item 13 for further information about the reports and audited financial statements we provide.*

#### **ITEM 16: INVESTMENT DISCRETION**

Ratan has full discretionary authority to manage the Funds' assets. Under the terms of the investment advisory agreements, the Funds grant us the authority and discretion to determine, among other things, which securities and the amount of securities to be bought or sold, the broker-dealer to be used in the transaction and the commission rate to be paid to the broker-dealer that executes the transaction.

#### **ITEM 17: VOTING CLIENT SECURITIES**

Ratan has full discretionary authority to manage the Funds' assets, including the authority to vote proxies when solicited. In compliance with Advisers Act Rule 206(4)-6, Ratan has adopted proxy voting policies and procedures which we believe are reasonably designed to ensure that proxies are voted in the best interest of the Funds.

Our proxy voting policies and procedures include guidelines regarding: (i) responsibilities of certain parties with regard to the proxy voting process; (ii) how material conflicts of interest are resolved to ensure that all proxies are voted in the best interests of the Funds; and (iii) recordkeeping issues.

Investors may obtain a copy of our complete proxy voting policies and procedures and applicable proxy voting records by contacting us by telephone or in writing at the telephone number or address shown on the cover page of this brochure.

#### **ITEM 18: FINANCIAL INFORMATION**

This Item requires us to disclose any financial condition reasonably likely to impair our ability to meet contractual commitments to clients. We have no information to report that is applicable

to this Item. Additionally, Ratan does not require or solicit prepayment of more than \$1,200 in fees per Fun, six months or more in advance and therefore has not included a balance sheet.