

# Steadview Capital Management LLC

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**March 27, 2024**

This brochure (the “Brochure”) provides information about the qualifications and business practices of Steadview Capital Management LLC. If you have any questions about the contents of this brochure, please contact Steadview Capital Management LLC’s Chief Compliance Officer (“**CCO**”) at 212-404-0338 or by e-mail at [operations@steadview.com](mailto:operations@steadview.com). Additional information about Steadview Capital Management LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority. Registration of an investment adviser does not imply that Steadview Capital Management LLC 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**

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This Brochure amends the last annual amendment filing of Steadview Capital Management LLC, filed with the SEC on March 30, 2023. Since that time, no material changes have occurred with respect to the Adviser, however certain general updates have been incorporated into this Brochure dated March 27, 2024. Investors and prospective investors should review this Brochure in its entirety.

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**Item 4: Advisory Business**

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Steadview Capital Management LLC, together with its affiliates (“**Steadview**,” “**we**,” or “**our**”), which commenced operations in May 2009, is an investment adviser with offices in London, New York, San Francisco and Mumbai. Steadview, principally owned by Ravi Mehta, provides discretionary investment advice to private investment funds (the “**Clients**”).

Steadview Capital Fund, Ltd., a Cayman Islands exempted company, Steadview Capital Investment Fund LLC, a Cayman Islands limited liability company, and Steadview Capital Partners LP, a Delaware limited partnership (each a “**Feeder Fund**” and collectively, the “**Feeder Funds**”) invest all of their assets through the Steadview Capital Master Fund Ltd., a Cayman Islands exempted company (the “**Master Fund**”). Steadview Capital Fund, Ltd. invests its assets into the Master Fund through the Steadview Capital Intermediate Fund, LP, a Cayman Islands exempted company (the “**Intermediate Fund**,” together with the Feeder Funds and the Master Fund, the “**Funds**”) which serves as an investment conduit to the Indian equities market.

The Steadview Capital Intermediate Fund GP Ltd., a Cayman Islands exempted company, is the general partner (the “**General Partner**”) of the Intermediate Fund and wholly owned by Steadview.

Steadview holds the management shares of two self-managed funds, ABG Capital, a Mauritius public company with limited liability (the “**ABG Fund**”) and LTR Focus Fund, a Mauritius public company with limited liability (the “**LTR Fund**”).

Steadview is the investment manager of Steadview Capital Opportunities PCC Cell 1119F (“**PCC1119F**”), a protected cell company organized under the laws of Mauritius.

Additionally, Steadview is the investment manager and general partner of Steadview Co-Investment Opportunities Fund, LP, SV Targeted Co-Invest Fund I LP and Steadview Targeted Fund II, LP, Cayman Islands exempted limited partnerships (collectively, the “**Co-Invest Funds**”).

The Clients are managed only in accordance with their own characteristics and are not tailored to any particular private fund investor. Information about each Client can be found in its respective offering documents, including its confidential offering memorandum (the “**Offering Documents**”).

Steadview does not participate in wrap fee programs.

As of December 31, 2023, Steadview manages \$2,852,613,709 in regulatory assets under management, all of which are managed on a discretionary basis.

**Item 5: Fees and Compensation**

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***Management Fees***

The specific terms of Steadview's fees and compensation arrangements are set forth in each of the Client's Offering Documents. The Feeder Funds and LTR Fund each pay Steadview a monthly management fee with respect to each calendar month equal to 1/12th of a certain percentage, fixed for each investor. ABG Fund pays Steadview a quarterly management fee with respect to each calendar quarter equal to 1/4th of a certain percentage. The percentage ranges from 1% to 2% of the AUM as of the first day of the calendar month. Management fees are charged monthly and based on the total market value of the assets in the Feeder Funds', ABG Fund's, and LTR Fund's accounts (including net unrealized appreciation or depreciation of investments and cash, cash equivalents and accrued interest) on the first day of the month. The management fee will be adjusted for additions to and withdrawals from the Feeder Funds, ABG Funds, and LTR Funds during a particular month. Fees are deducted from the Feeder Funds', ABG Fund's, and LTR Fund's accounts by instructing the administrator.

The Co-Invest Funds each pay a quarterly management fee in arrears of 1% annually of the aggregate amount of capital contributions as of such date, minus the sum of any return of capital to such investor relating to their investment and the cost basis of any written off investment for the investors that do not invest, directly or indirectly, in the Master Fund. In addition, there is no management fee specifically for investors in the Co-Invest Funds that invest, directly or indirectly, in the Master Fund.

Steadview may, in its sole discretion, reduce, waive or calculate the management fee differently with respect to any investors, including without limitation, investors that are affiliates of Steadview.

As described in Item 6 below, Steadview, or an affiliate of Steadview, is eligible to receive performance allocations with respect to the Intermediate Fund, Steadview Capital Partners LP and Steadview Capital Investment Fund LLC equal to a percentage of the net profits (including unrealized gains), if any. Additionally, the ABG Fund and LTR Fund shall receive and distribute to Steadview as the holder of the management shares, a performance fee equal to a percentage of net profits (including unrealized gains), if any. Net profits include net realized and unrealized profits and losses. Net profits are calculated net of the Clients' management fees, but before the performance allocation or fee. In addition, Steadview, or an affiliate of Steadview, is eligible to receive a performance-based profit allocation (commonly known as "Carried Interest") with respect to realized investments applicable to PCCI I 9F and the Co-Invest Funds.

***Other Agreements***

Steadview has entered into agreements with certain prospective or existing investors whereby such investors are subject to terms and conditions that are more advantageous than those set forth in the Offering Documents, and we may enter into additional agreements in the future. For example, such terms and conditions may provide for revenue share agreements, special rights to make future investments in the Clients; the right to bear reduced rates of the incentive allocation and/or management fee; rights to receive reports from the Clients on a more frequent basis or that include information not provided to other investors and other rights as may be negotiated by the Steadview and such investors. The modifications are solely at the discretion of the Steadview and may, among other things, be based on the size of an investor's investment, an agreement by an investor to maintain such investment for a significant period of time, or other similar commitment by an investor.

**Expenses**

In addition to the management fees described above, each Client is responsible for certain of its operating expenses as disclosed in each Client's Offering Documents. The Clients shall pay for their organizational and initial offering expenses. To the extent not paid or reimbursed by an applicable portfolio company, those Clients will also be responsible for their operating expenses, including but not limited to, certain expenses related to accounting, auditing, tax preparation, legal, certain administration, valuation, insurance, compliance, custody financing costs (including fees on borrowing of cash and securities), and other professional service fees and expenses.

The Clients incur brokerage and other transaction and trading costs. For further details on Steadview's brokerage practices, refer to Item 12 of this Brochure.

Co-investors will generally bear their pro rata share of investment-related expenses related to the relevant investment (in addition to any other organizational, offering and operating expenses the co-investor is obligated to bear under its Offering Documents, if applicable). However, co-investors generally will not share the costs of broken deal expenses for unconsummated transactions. A portion of the broken deal expenses may be allocated to, or borne by, the relevant Fund.

**Item 6: Performance-Based Fees and Side-By-Side Management**

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As noted above in Item 5, Steadview, or an affiliate of Steadview, is eligible to receive performance allocations with respect to the Intermediate Fund, Steadview Capital Partners LP and Steadview Capital Investment Fund LLC equal to a percentage of the net profits (including unrealized gains), if any. Additionally, the ABG Fund and LTR Fund shall receive and distribute to Steadview as the holder of the management shares, a performance fee equal to a percentage of net profits (including unrealized gains), if any. Net profits include net realized and unrealized profits and losses. Net profits are calculated net of the Clients' management fees, but before the performance allocation or fee.

In addition, Steadview, or an affiliate of Steadview, is eligible to receive Carried Interest with respect to realized investments applicable to PCCI 119F and the Co-Invest Funds. Carried Interest is generally calculated as a percentage of profits after investors have received a preferred return. As of the date of this Brochure, the maximum Carried Interest allocable to Steadview (or its affiliate) in respect of each Client is 20% of the realized profits derived from the disposition of investments (after taking into account costs and expenses of the applicable Client, including management fees, and following a preferred return to investors).

All performance allocations or Carried Interest and fees are charged in compliance with Rule 205-3 of the Investment Advisers Act of 1940, as amended (the "**Advisers Act**"). Performance based fee arrangements create an incentive for Steadview to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee-paying accounts over other accounts in the allocation of investment opportunities. However, we have procedures designed and implemented to ensure that all Clients are treated fairly and equally, and to prevent this conflict from influencing the allocation of investment opportunities among Clients. These procedures generally include requiring that accounts that are managed in a similar fashion participate in investment opportunities pro rata based on asset size or capacity, and that to the extent orders are aggregated, the Fund orders are average priced. Our procedures also require the objective allocation for limited opportunities (such as initial public offerings and private placements) to ensure fair allocation among accounts. These areas are monitored by the CCO. For further details on Steadview's allocation practices, refer to Item 12 of this Brochure.

No other hourly, flat or asset-based fees are charged to the Clients.

**Item 7: Types of Clients**

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Steadview provides investment advisory services to private pooled investment vehicles, which operate as exempt investment companies under the Investment Company Act of 1940 (the "Investment Company Act"). The Clients are limited to individuals and entities that meet the criteria of (a) "accredited investors" as defined in Regulation D under the Securities Act of 1933, as amended (the "Securities Act") and (b)(i) "knowledgeable employee" within the meaning of Rule 3C-5 of the Investment Company Act or (ii) "qualified purchasers" as defined in Section 2(a)(51) of the Investment Company Act.

Prospective investors should refer to the Offering Documents of the Clients for complete information on the minimum investment requirements for participation in the Clients. The minimum initial investment for the Clients is generally US \$500,000, but may be for higher or lesser amounts and can be modified at the discretion of Steadview. The additional investment for the Clients is generally US \$100,000.



**Item 8: Methods of Analysis, Investment Strategies and Risk of Loss**

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***Methods of Analysis & Investment Strategy****Investment Strategy*

In managing our Clients, our objective is to preserve and grow capital. To achieve this goal, we have broad authority to invest the assets of the Clients in liquid and illiquid investment opportunities in any geography, including but not limited to public & private securities and derivative instruments of any type, forwards, futures and options contracts, debt instruments, and digital assets. We will focus on investments that we believe are the most compelling investment opportunities that are available at attractive valuations, primarily in public & private fast-growing companies in India and globally. The purpose of the Co-Invest Fund Clients is to make investments, directly or through wholly owned subsidiaries, in certain private fast-growing companies with an emphasis on technology and technology-enabled business in which the Funds have also invested.

Companies that are priority investment opportunities may share some of the following characteristics:

- They are trading at compelling valuations;
- They have a core management team with proven success in related businesses;
- They have a recurring revenue and customer bases from which to grow;
- They have strong industry reputations and the potential to achieve leadership positions in their industries;
- They are situated in markets that have high growth potential and significant barriers to entry; and

Although the Clients have a long bias, there may be periods in which we believe that the securities of companies in the industries we follow are dramatically over-priced. During such periods, it may become more difficult to find new investments at valuations we believe are reasonable. Accordingly, the percentage of assets invested in equities may decline, and we may also from time to time short individual equities, exchange traded tracking stocks, and possibly stock index futures. Factors that we may consider when identifying short opportunities for the Clients' portfolios include overextended valuations relative to earnings potential, increasing balance sheet risk, unfavorable marketplace developments for a company's products, management instability, customer concentration, extreme speculative market moves, or the emergence of deteriorating industry-wide or competitive conditions.

From time to time, in addition to its core strategy described above, Steadview invests on behalf of certain Clients in digital assets, including but not limited to cryptocurrencies and similar assets and/or blockchain-related technologies. Investors are encouraged to review the related risk factors below.

***Risk Factors and Risk of Loss***

Investing in securities involves risk of loss that investors should be prepared to bear. The following list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in our history. Prospective investors are urged to consult their professional advisers and review the Offering Documents for each particular Client before deciding to make an investment in a Fund or entering into an advisory relationship with Steadview.

While all Clients and investors are encouraged to review the disclosures in this item, not all risk factors or portions thereof may be applicable to a particular Client's investment strategy.

*Investment and Trading Risks*

An investment in the Clients is speculative and involves a high degree of risk, including the risk that the entire amount invested may be lost. While we believe that the Clients' investment program and research techniques reduce investment and trading risk through a careful selection of securities and the use of other financial instruments and techniques, no assurance can be given that the Clients' investment program will be successful. The Clients may incur risks associated with, among other things, security selection, selection of investment instruments and counterparties, leverage and short sales. While we endeavor to maintain low investment volatility, a Client's investment volatility may be substantial and therefore may, in certain circumstances, substantially increase an adverse impact to which a Client's investment portfolio may otherwise be subject. No guarantee or representation is made that a Client's investment program will have low correlation with any market or index or that a Client's investment returns will exhibit a low correlation with any traditional securities portfolio.

*Leverage*

Although the Clients do not employ significant leverage, they are permitted to borrow cash and securities and may do so in the ordinary course of business to the extent Steadview deems appropriate. The Clients will obtain portfolio leverage primarily through margin borrowings from brokers, although other financial institutions may also be used, when we believe that investments made from borrowed funds will outperform the cost of such leverage and that such increased returns will justify the corresponding increase in risk. There are no restrictions on the Clients' ability to borrow, other than those that may be imposed by lenders or any applicable credit regulations affecting lenders. The use of leverage could, in certain circumstances, increase the adverse impact to which a Client's investment portfolio may be subject.

*General Market Risks*

The Clients typically maintain a substantial if not entirely long only exposure to each geographic and market sector in which they invest, and these may be adversely affected by broad market declines.

*Short Sales*

While it has not been a significant part of our strategy historically, Steadview has in the past and may again in the future engage in short selling. Short selling involves selling securities that 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 investor to profit from a decline in market price to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to a Client of buying those securities to cover the short position. There can be no assurance that the Client will be able to maintain the ability to borrow securities sold short. If it is unable to do so, the Client can be bought in (i.e., forced to repurchase securities in the open market to return them to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase. In the event of a precipitous increase in the value of securities that the Client has sold short, the Client could be required to purchase the securities at relatively high prices, thereby incurring substantial losses. Purchasing securities to close out a short position could itself cause the price of the securities to rise further, thereby exacerbating the loss.

*Highly Volatile Instruments*

The values of a Client's investment positions can be highly volatile. Price movements of investments held by a Client may be influenced by, among other things, interest rates, changing supply and demand relationships, governmental trade, fiscal, monetary and exchange control programs and policies, and national and international political and economic events. In addition, governments may intervene in certain financial markets for the purpose of influencing the values of particular securities or the broad direction of those markets, and the effects of such intervention on an ongoing basis cannot be predicted.

*Liquidity*

We invest in securities and financial instruments that are subject to legal or other restrictions on transfer or for which no liquid market (or only a limited liquid market) exists. In certain cases, there can be no assurance that these restrictions will be released or that a more efficient market will develop. The market prices, if any, for such securities and financial instruments tend to be volatile and a Client may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The markets for these securities can be expected to involve wider price spreads and more sensitivity to buying and selling pressures than is found in more active markets. The sale of restricted or illiquid securities often requires more time and results in lower sale prices and higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. These considerations may adversely affect our ability to respond in a timely manner to changes in the financial condition or prospects of the issuer of the security or financial instrument or other factors that may affect its value and may ultimately adversely affect the Clients' return on investment in the securities and financial instruments.

*Risk of Investing in Digital Assets*

Because the class of digital asset investments is growing at a rapid pace, all risks relating to the underlying technology are not known. For instance, while Bitcoin has existed since 2009 and its blockchain structure and function is well understood, we could invest in other digital assets which employ a variation of the Bitcoin blockchain, use a new and functionally different blockchain, or not rely on blockchain technology at all. As new digital assets develop and attract interest from the development community and investors, they may also become greater targets for exploitation. A hack to one digital asset's network may harm public perception of such asset's network and other digital assets in general, thus negatively impacting an investment therein. Digital assets, although generally open-source, are highly dependent on their developers, particularly at early stages, and there is no guarantee that development will continue or that the developers will not abandon the project with little or no notice. Additionally, some digital assets (and agreements to purchase digital assets) may be or become subject to the securities laws or other regulation in one or more jurisdictions, which may negatively impact the digital asset and have negative legal consequences and/or result in increased expenses. Investments in digital assets are highly speculative and we may select digital assets for investment that are not successful and/or experience rapid fluctuations in market price.

Due to the new and evolving nature of digital assets and the absence of comprehensive guidance, many significant aspects of the tax treatment of digital assets are uncertain and it is not possible to predict potential future developments that may arise with respect to digital assets. The treatment of digital assets for tax purposes by non-U.S. jurisdictions may differ from the treatment of digital assets for U.S. federal, state or local tax purposes. It is possible

that a non-U.S. jurisdiction would impose sales tax or value-added tax on purchases and sales of digital assets for fiat currency.

#### *Co-Investments*

The commitment of co-investors to a portfolio company may be substantial, and such investments may involve risks not present in investments where such co-investors are not involved. It is possible that a co-investor may experience financial, legal, or regulatory difficulties, may at any time have economic, tax, or business interests or goals that are inconsistent with those of the applicable Client, may take a different view from such Client as to the appropriate strategy for an investment, or may be in a position to take action contrary such Client's investment objectives. Additionally, a Client's position could also be diluted or subordinated by subsequent investments of co-investors. Finally, a Client could, in certain circumstances, be liable for the actions of its co-investors. Each Client's ability to control its equity investments will depend upon the nature of the investment arrangements and the Client's relative ownership stake in such investments. In addition, such arrangements may restrict our ability to dispose of investments for potentially significant periods of time.

#### *Cybersecurity*

Steadview, the Clients and their portfolio companies may face cybersecurity threats to gain unauthorized access to sensitive information, including, without limitation, information regarding the Investors and the Client's investment activities, or to render data or systems unusable, which could result in significant losses. If such events were to materialize, they could lead to losses of sensitive information or capabilities essential to the Firm's, a Client's and/or a portfolio company's operations and could have a materially adverse effect on their reputations, financial positions, results of operations, or cash flows, could lead to financial losses from remedial actions, loss of business, or potential liability, or could lead to the disclosure of Investors' personal information. Cybersecurity attacks are evolving and include, but are not limited to, malicious software, attempts to gain unauthorized access to data and other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of confidential or otherwise protected information and corruption of data. The Firm's or a portfolio company's controls and procedures, business continuity systems and data security systems could prove to be inadequate. These problems may arise in both the Firm's or a portfolio company's internally developed systems and the systems of third-party service providers.

#### *Force Majeure*

Strategies and investments on behalf of the Clients may be affected by other force majeure events (i.e., events beyond Steadview's control, including acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, future pandemics and/or any other serious public health concern, war, terrorism and labor strikes). Some force majeure events could adversely affect Steadview's ability to perform its obligations until it is able to remedy the force majeure event. In addition, the losses to the Clients resulting from such force majeure event could be considerable. Certain force majeure events (such as war or an outbreak of an infectious disease, as in the case of COVID-19) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries where Steadview invests specifically on behalf of the Clients. Additionally, a major governmental intervention into industry, including the nationalization of an industry, could result in a loss to the Clients. Any one or any combination of the foregoing may therefore adversely affect the Clients' economic performance.

*Investment and Due Diligence Process*

Before making investments, Steadview will conduct such due diligence as it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, Steadview may be required to evaluate important and complex business, financial, tax, accounting and legal issues. In doing so, Steadview will rely on the resources reasonably available to it, which, in some circumstances, whether or not known to Steadview at the time, may not be sufficient, accurate, complete or reliable. Due diligence may not reveal or highlight matters that could have a material adverse effect on the value of an investment. In some cases, investment analyses or decisions may be undertaken or made on an expedited basis in order for the Clients to take advantage of a compelling investment opportunity. In such a case, Steadview may not have access to the detailed information necessary for a full evaluation of the investment opportunity.

In addition, from time to time Steadview relies upon independent consultants in connection with its evaluation of certain proposed investments. There can be no assurance that these consultants will accurately evaluate such investments.

In conducting its investment analyses or making decisions, Steadview will from time to time rely upon projections developed by Steadview or a portfolio company concerning a portfolio company's future performance, outcome and cash flow. Projections are inherently subject to uncertainty and factors beyond the control of Steadview and the portfolio company. The inaccuracy of certain assumptions, the failure to satisfy certain financial requirements and the occurrence of other unforeseen events could impair the ability of a portfolio company to realize projected values, outcomes and cash-flow.

Any fraud or other deceptive practices committed by management of portfolio companies in which the Clients may invest can be expected to undermine the ability of Steadview to conduct effective due diligence on, or successfully exit, such companies. In addition, financial fraud may contribute to overall market volatility, which could negatively impact the Clients.

*Alternative Data*

Steadview uses alternative data in its investment process. Alternative data includes datasets that have been collated from a variety of sources, such as internet usage, payment records, financial transactions, weather and other physical phenomena sensors, applications and devices (such as smartphones) that generate location and mobility data, data gathered by satellites, and government and other public records databases. These data are sometimes referred to as "big data" or "alternative data." Steadview applies these alternative data to better anticipate micro- and macro-economic trends and otherwise to develop or improve trading or investment themes.

The analysis and interpretation of alternative data involves a high degree of uncertainty and may entail significant expense, including technological efforts, that are expected to be borne by the Clients. No assurance can be given that Steadview will be successful in utilizing alternative data in its investment process.

Moreover, there has been increased scrutiny from a variety of regulators regarding the use of alternative data in this manner, and its use or misuse under current or future laws and regulations could create liability for Steadview and the Clients in numerous jurisdictions. Steadview cannot predict what, if any, regulatory or other actions may be asserted with regard to alternative data, but any adverse inquiries or formal actions could cause reputational,

financial, or other harm to Steadview or to the Clients. Conversely, any future limitations on the use of alternative data could have a material adverse impact on the performance of the Clients.

### ***India-specific risks***

#### *Indian Economic and Political Risks*

Indian markets have less economic stability than other countries. India may experience higher inflation than is typical in developed countries. The Rupee tends to be subject to greater exchange rate fluctuations. Markets are also more subject to international market economic conditions and to protectionist measures such as trade barriers and market quotas.

#### *Indian Foreign Investment Restrictions*

There may be laws in force, or enacted from time to time, which limit direct foreign investment and require government approval or registration prior to effecting any foreign investments in domestic securities. Thus, the Clients may not be able to recover investment proceeds or otherwise realize gains to which they are entitled. These restrictions could also have an adverse effect on the companies in which we invest.

#### *Indian Clearing, Settlement and Registration Systems*

Although the Indian primary and secondary equity markets have grown rapidly over the last few years and the clearing, settlement and registration systems available to effect trades on the Indian stock markets have significantly improved with mandatory dematerialization of shares, these processes may still not be on a par with those in more mature markets. Problems of settlement in India may impact on the NAV and the liquidity of the Clients' investments.

#### *India: Fraudulent Practices*

The Securities and Exchange Board of India ("**SEBI**") was set up by the Indian Government in April 1992 and functions "to promote the development of, and to regulate the securities market and for matters connected therewith and incidental thereto." The Securities and Exchange Board of India Act of 1992 has entrusted SEBI with much wider powers and duties, which include, inter alia, the prohibition of fraudulent and unfair trade practices relating to the stock markets (including insider trading) and the regulation of substantial acquisitions of shares and takeovers of companies. The Indian stock exchanges have been subject to broker defaults, failed trades and settlement delays in the past and such events may have adverse impact on the net asset value of the Clients. In addition, in the event of an occurrence of any of the above events, or in the event that SEBI has reasonable grounds to believe that the transactions in securities are being dealt with in a manner detrimental to the investors or the securities market, SEBI can impose restrictions on trading in certain securities, limitations on price movements and margin requirements, which could adversely impact the liquidity of the portfolios.

#### *India Markets' Limited Liquidity*

A disproportionately large percentage of market capitalization and trading value in the Indian stock exchanges is represented by a relatively small number of issues. There is a lower level of regulation and monitoring of the Indian securities market and the activities of investors, brokers and other participants as compared to certain OECD markets. It may, therefore, be difficult for the Clients to realize their investments at the places and times that it would wish to do so.

**Item 9: Disciplinary Information**

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There are no legal or disciplinary events material to a client's or prospective client's evaluation of Steadview's advisory business or the integrity of Steadview's management.

**Item 10: Other Financial Industry Activities and Affiliations**

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Neither Steadview nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither Steadview nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Steadview is affiliated with Steadview Capital UK LLP, a limited liability partnership that is authorized and regulated by the United Kingdom Financial Conduct Authority. Additionally, Steadview is affiliated with Steadview Capital Holdings LP, a limited partnership which receives performance fees, along with the General Partner, from certain Clients. Steadview is also affiliated with Steadview Investment Research LLC, a limited liability company that provides operational and research support services to Steadview. The employees of all of these affiliated entities are fully covered under our compliance program.

In addition to the affiliated entities provided above, we also have non-binding agreements with certain dedicated third parties (each an “Indian Research Provider”) that provide operational and research support services to Steadview. Steadview or its affiliated management entities pay certain fees and other amounts to the Indian Research Providers as compensation for these services. Steadview’s Clients do not incur any additional fees.

While Steadview does not directly employ or otherwise exert direct control over the employees of the Indian Research Providers, such employees are also fully covered under our compliance program. As such Indian Research Providers are not directly employed or controlled by Steadview, actions or omissions of an Indian Research Provider may create certain risks and make it more difficult for Steadview to manage its own conflicts of interest and/or carry out and implement its policies and procedures.

Steadview may enter into similar agreements in the future.

Lastly, Steadview has entered into revenue sharing agreements with certain strategic investors in a Fund and/or strategic advisers to Steadview pursuant to which Steadview shares a portion of the fees it receives from certain Clients with such persons. These third parties do not have any authority over the day-to-day operations or investment decisions of Steadview or its Clients, but do have economic interests in certain Steadview vehicles pursuant to their respective revenue sharing agreements.



**Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

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***Participation or Interest in Client Transactions***

We serve as the investment adviser to the Clients. Employees, affiliates of the employees, and relatives of the employees have made, and may in the future make, investments in the Clients. We may or may not receive any compensation from such investments from employees.

We and our affiliates and employees have a financial interest in the Clients through performance allocations or fees, or a direct investment interest. As such, we could be considered to have recommended to Clients that they buy or sell securities or investments in which Steadview or a related person has some financial interest.

In addition, we maintain service provider relationships with certain companies that our Clients are also invested in. The relationships with these companies were not made in relation to the Clients investments, but rather based on the services provided by the company as determined by Steadview.

***Code of Ethics & Personal Trading***

Pursuant to Rule 204A-1 under the Advisers Act, we have adopted a Code of Ethics and an Employee Investment Policy that established various procedures with respect to investment transactions in accounts in which our employees or related persons have a beneficial interest or accounts over which an employee has investment discretion.

The foundation of the Code of Ethics and Employee Investment Policy is based on the underlying principles that:

- Employees must at all times place the interests of the Clients first;
- Employees must ensure that all personal securities transactions are conducted consistent with the Code of Ethics and Employee Investment Policy; and
- Employees should not take inappropriate advantage of their position at Steadview.

All Steadview employees are deemed to be “Access Persons” and are therefore required to adhere to a comprehensive Code of Ethics and Employee Investment Policy, which covers the duty of confidentiality as well as personal trading. All employees are required to certify their adherence to the Code of Ethics and Employee Investment Policy upon commencement of employment and quarterly thereafter. Our Code of Ethics and Employee Investment Policy are available to Clients upon request.

**Item 12: Brokerage Practices**

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As an adviser and a fiduciary, we require that the Clients' interests are always placed first and foremost. Our trading practices and procedures prohibit unfair trading practices and seek to disclose and avoid any actual or potential conflicts of interests, or resolve such conflicts in the Clients' favor. We have adopted the following policies and practices to meet Steadview's fiduciary responsibilities and to ensure our trading practices are fair to all Clients and that no Client is advantaged or disadvantaged over any other.

**Aggregation**

The aggregation or blocking of client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner and seeks to reduce overall commission charges. Our policy is to aggregate Client transactions where possible and when advantageous to the Clients. In these instances, Clients participating in any aggregated transactions will receive an average share price, and transaction costs will be shared equally and on a pro-rata basis.

**Allocation**

Our policy prohibits any allocation of trades in a manner that results in more favorable treatment over time for our proprietary accounts, affiliated accounts, or any Client.

We have adopted a policy for the fair and equitable allocation of transactions that generally analyzes each trade, taking into consideration the specifics of each trade and the characteristics of each Client. To the extent that multiple Clients participate in a particular transaction, such transaction will generally be allocated pro-rata among such Clients, unless facts specific to the transaction and Clients warrant an alternative allocation methodology. However, Steadview understands that certain transactions may present a conflict between the interests of different Clients, and in those situations, Steadview will resolve such a conflict in a manner that it determines in good faith to be fair and appropriate for those Clients and not prioritizing the interests of one Client over another.

We have also established procedures for allocating co-investment opportunities among investors and may consider any factors deemed relevant, including, without limitation, the size, sophistication, tenure as an investor, commitment to making co-investment funds available, ability to consummate co-investments within a specified time frame, commitment to invest in future products, interest in pursuing co-investment opportunities, or strategic expertise of the prospective co-investor.

**Best Execution**

As an investment advisory firm, we have a fiduciary duty to seek best execution for Client transactions. As a matter of policy and practice, we seek to obtain best execution for Client transactions, i.e., seeking to the best overall qualitative execution in the particular circumstances rather than merely obtaining the lowest commission. Other components that we analyze in seeking best execution are timeliness of having a transaction executed by a broker, the responsiveness of the broker and the financial responsibility of the broker.

**Trading and Operational Errors**

Trade and other clerical errors resulting in gains will be for the benefit of the Clients and will not be retained by Steadview. Steadview is under no obligation, however, to reimburse the Clients for trade and other operational errors made by Steadview, its agents or affiliates, unless they result from Steadview's willful misconduct, recklessness or gross negligence. Steadview, subject to its fiduciary obligations, will determine whether or not any trade or other clerical error is required to be reimbursed. Steadview, in its sole discretion, reserves the right to reimburse the Clients for any trade or other operational error. Our reimbursement of the Clients for any particular error will not constitute a waiver of any policy to cause the Funds to bear the losses from other trade or other operational errors.

For the avoidance of doubt, however, Steadview and its personnel may not be released from any liability in respect of losses incurred on account of trade errors to the extent that such liability may not be waived, modified or limited under applicable law. In the opinion of the SEC, an agreement to waive or indemnify against certain liabilities under the federal securities laws is against public policy and therefore unenforceable. Furthermore, for the avoidance of doubt, nothing in the constituent documents for any Fund is intended to relieve the Adviser of its obligations under the Advisers Act and its federal fiduciary duty thereunder.

**Soft Dollars**

We currently do not use "soft dollars" generated by our trading activities to purchase research services or products that would otherwise have been an expense of Steadview. If we do use "soft dollars" in the future, we intend to keep any such arrangements within the parameters of Section 28(e) of the Securities Exchange Act of 1934, as amended.

Generally, research services provided by broker-dealers may include information on the economy, industries, groups of securities, individual companies, statistical information, accounting and tax law interpretations, political developments, legal developments affecting portfolio securities, technical market action, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis, and analysis of corporate responsibility issues. Such research services are received primarily in the form of written reports, telephone contacts and industry conferences. In addition, such research services may be provided in the form of access to various computer-generated data, software, and meetings arranged with corporate and industry spokespersons, economists, academicians, and government representatives. The receipt of such research (and brokerage) services will be subject to, and limited by, prevailing interpretive guidance provided by the SEC as falling within Section 28(e).

**Item 13: Review of Accounts**

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***Review of Accounts***

We review the Clients on a continual basis to assure conformity with investment objectives and guidelines. We engage in active management for the Clients and, accordingly review our transactions, positions and cash balances on a daily basis. Such reviews are typically carried out by the Chief Investment Officer and/or the Chief Financial Officer.

***Reporting***

We will distribute an audited financial report for each Client with respect to the previous fiscal year to all investors in such Client within 120 days of year-end. In addition, the Clients will generally receive net asset value updates and performance reports on a monthly and/or quarterly basis.

**Item 14: Client Referrals and Other Compensation**

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Steadview has in the past and may in the future enter into arrangements whereby Steadview will pay an individual or firm through cash referral fees for referring investors. This practice may lead to a potential conflict of interest for the referring party, who may have an incentive to recommend investment products based on the compensation received rather than on an investor's needs. Investors do not incur higher fees as a result of these referral arrangements.

We do not currently provide advice to parties other than the Clients.

We may execute transactions on behalf of the Clients with brokers, dealers or counterparties that have referred prospective investors to Steadview and the Funds.

**Item 15: Custody**

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An investment adviser registered with the SEC is required to determine whether they have custody of the client assets.

We will comply with the requirements of the Rule 206(4)-2 under the Advisers Act with regard to custody of assets of the Clients ("**Custody Rule**"), as applicable. Financial statements related to Steadview Capital Master Fund Ltd. (and certain other non-U.S. Clients) are not produced in accordance with US GAAP. We take this position based on the SEC Staff Letter August 10, 2006(ABA Letter-Section A) that offshore advisers that remain registered as investment advisers with the SEC will not be subject to the substantive provisions of the Advisers Act with respect to offshore private funds (or other non-U.S. clients).

Annually, upon completion of each Client's audit, we will distribute the audited financials to all investors in the Client.

**Item 16: Investment Discretion**

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We generally have discretionary authority to determine, without obtaining specific consent, securities to be bought or sold, the amount of securities to be bought or sold, the broker-dealer to be used and the commission rates paid. Such authority is provided in the Offering Documents governing Steadview's advisory relationship with each Client. Any limitations on authority are included in each Client's investment management agreement.

**Item 17: Voting Client Securities**

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Steadview has the authority to vote all proxies on behalf of its Clients, and has adopted a policy governing the voting of proxies that is designed to seek to ensure that we vote Client securities in what we believe are the best interests of our Clients. We may, but are not obligated to, vote proxies in our sole discretion. We have no obligation to review or consider proxies and can decide to vote or not vote any or all proxies in our sole discretion for any reason. As a result, there may be a significant number of proxies that are not reviewed or voted, even if the issuer is requesting a vote on an issue that could be material to a Client's interest in the issuer. As a long-term orientated investor, in most cases, our policy is to vote proxies (if any) in accordance with the recommendations of management of the issuer. If there is an actual or apparent material conflict of interest between our interests and those of our Clients, we will endeavor to resolve such conflict in a manner that is consistent with our assessment of the best interest of the Clients.

Investors in the Clients may not direct the voting of proxies.

Upon request, we will provide investors with a copy of our proxy voting policies and procedures and/or a record of all proxy votes cast by the relevant Client.

***Class Action Lawsuits***

As a fiduciary, Steadview always seeks to act in the Clients' best interests with good faith, loyalty and due care. Steadview will determine whether the Clients will (i) participate in a recovery achieved through a class action lawsuit, (ii) opt out of the class action and separately pursue their own remedy or (iii) decide not to pursue any action. The CCO oversees the completion of proof of claim forms and any associated documentation, the submission of such documents to the claim administrator and the receipt of any recovered monies. The CCO will maintain documentation associated with the Clients' participation in class action lawsuits.

Employees of Steadview must notify the CCO if they are aware of any material conflict of interest associated with the Clients' participation in class action lawsuits. Steadview will evaluate any such conflicts and determine an appropriate course of action. Steadview generally does not serve as the lead plaintiff in class action lawsuits because the costs of such participation typically exceed any extra benefits that accrue to lead plaintiffs.



**Item 18: Financial Information**

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Steadview does not require or solicit prepayment of more than \$1,200 in fees more than six months in advance, has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to Clients and has not been the subject of a bankruptcy proceeding during the past ten years.