

PART 2A OF FORM ADV: FIRM BROCHURE



**WESTBRIDGE CAPITAL US ADVISORS, LLC
WESTBRIDGE CAPITAL PARTNERS, LLC
WESTBRIDGE CAPITAL MANAGEMENT, LLC
KUMAON ADVISORS LLP
WESTBRIDGE CAPITAL INDIA ADVISORS PRIVATE LTD**

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January 25, 2018

This Brochure provides information about the qualifications and business practices of WestBridge Capital US Advisors, LLC (“WestBridge Capital US”), WestBridge Capital Partners, LLC (“WestBridge Capital Partners”), WestBridge Capital Management, LLC (“WestBridge Capital Management”), Kumaon Advisors LLP (“Kumaon”) and WestBridge Capital India Advisors Private Ltd. (“West Bridge Capital India”), collectively (“WestBridge”).

If you have any questions about the contents of this brochure, please contact Kshitij (“KS”) Shah at (650) 645-6220 or KS.shah@westbridgecap.com.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Any reference to or use of the terms “registered investment adviser” or “registered” does not imply that the adviser or any person associated with the adviser has achieved a certain level of skill or training.

Additional information about WestBridge also is available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2 – MATERIAL CHANGES

This brochure, dated **January 25, 2018**, is intended to provide a summary of material changes to WestBridge's policies, practices or conflicts of interest that have occurred since the Brochure was last filed with the SEC on March 30, 2017. WestBridge has made the following material changes since its last update:

- 1- Addition of a new Investment Manager, WestBridge Capital Management, LLC;
- 2- Addition of a new Investment Advisor, Kumaon Advisors LLP;
- 3- Addition of WestBridge Capital India Advisors Private Ltd. as a Relying Advisor; and
- 4- Updates to the fees and compensation for WestBridge Crossover Fund, LLC.

ITEM 3 - TABLE OF CONTENTS

| | |
|---|-----|
| ITEM 2 – MATERIAL CHANGES | II |
| ITEM 3 - TABLE OF CONTENTS..... | III |
| ITEM 4 – ADVISORY BUSINESS | 1 |
| ITEM 5 – FEES AND COMPENSATION | 3 |
| ITEM 6 - PERFORMANCE-BASED COMPENSATION AND SIDE-BY-SIDE MANAGEMENT..... | 4 |
| ITEM 7 – TYPES OF CLIENTS | 5 |
| ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS .. | 6 |
| ITEM 9 – DISCIPLINARY INFORMATION | 11 |
| ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS | 11 |
| ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING..... | 12 |
| ITEM 12 – BROKERAGE PRACTICES | 14 |
| ITEM 13 – REVIEW OF ACCOUNTS..... | 15 |
| ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION..... | 16 |
| ITEM 15 – CUSTODY | 16 |
| ITEM 16 – INVESTMENT DISCRETION | 16 |
| ITEM 17 – VOTING CLIENT SECURITIES..... | 16 |
| ITEM 18 – FINANCIAL INFORMATION | 17 |

ITEM 4 – ADVISORY BUSINESS

Introduction

Founded in April of 2011, WestBridge Capital US Advisors, LLC (“WestBridge Capital US” or “the Advisor”) is a Delaware limited liability company. The Advisor consists of WestBridge Capital US and its “Relying Advisors” as that term is described in the SEC Staff No-Action Letter dated January 18, 2012 to the American Bar Association, Business Law Section, and as detailed below. The Advisor’s headquarters are located in San Mateo, California, and Relying Advisor offices are in Ebene, Mauritius, and Bengaluru, Karnataka, India. WestBridge Capital US and its Relying Advisors currently manage \$3,045,026,247 of non-discretionary assets as of December 31, 2017.

The Advisor

WestBridge Capital US Advisors, LLC

WestBridge Capital US is a private equity investment firm specializing in public and private mid-sized companies in India for long-term investment opportunities. The Advisor initially registered with the Securities Exchange Commission (“SEC”) on February 14, 2012 and is owned by Sumir Chadha (the “Principal”).

The Advisor is dedicated to providing non-binding, non-discretionary investment advisory services to its Clients, the WestBridge Crossover Fund (the “Crossover Fund”) and to WestBridge Capital Partners, LLC (“WestBridge Capital Partners,”) in relation to WestBridge Ventures II, LLC (the “Venture Fund,” and collectively with the Crossover Fund, the “Funds”).

The Advisor tailors its advisory services to the specific investment objectives and restrictions of each Fund pursuant to the investment guidelines set forth in each Fund’s governing documents. The board of directors of the respective Fund approves and selects all investments for such Fund.

The Relying Advisors or the “Affiliates”

WestBridge Capital Partners, LLC and WestBridge Capital Management, LLC (collectively, the “Investment Managers”)

WestBridge Capital Partners manages the Venture Fund, a Mauritius limited liability company with limited life.

Other duties of WestBridge Capital Partners include: (i) entering into advisory agreements with one or more advisors, including WestBridge Capital US and WestBridge Capital India Advisors Private Limited (“WestBridge Capital India”); (ii) making buy or sell recommendations to the Venture Fund’s board of directors, including after taking into consideration non-discretionary investment advice received from WestBridge Capital US and WestBridge Capital India; (iii) monitoring the performance and status of investments; (iv) investment related functions; (v) facilitating the provision of reports and other communications to Venture Fund Investors; (vi)

assist in maintaining the Venture Fund's books and records; and (vii) furnishing the Venture Fund with office supplies, equipment and clerical services.

WestBridge Capital Management, LLC (“WestBridge Capital Management”) is the Investment Manager of the Crossover Fund, a Mauritius limited liability company with limited life, and accordingly provides it with non-binding, non-discretionary investment advisory services.

Other duties of WestBridge Capital Management with regard to the Crossover Fund include: (i) entering into advisory agreements with one or more advisors including Kumaon Advisors LLP (“Kumaon”) and WestBridge Capital US; (ii) making buy or sell recommendations to the Crossover Fund’s board of directors, including after taking into consideration non-discretionary investment advice received from WestBridge Capital US and Kumaon; (iii) monitoring the performance and status of Crossover Fund investments; (iv) investment related functions; (v) facilitating the provision of reports and other communications to Crossover Fund Investors; (vi) maintaining the Crossover Fund's books and records; and (vii) furnishing the Crossover Fund with office supplies, equipment and clerical services.

By way of a service agreement, WestBridge Capital Management has engaged WestBridge Capital Partners for the purpose of effectively discharging certain compliance, risk management, administrative and other responsibilities.

Both of the Investment Managers are charged with the administration and facilitation of investments for the Venture Fund and Crossover Fund respectively, and acting as the “manager” with respect to investment-related and other functions of the respective fund entities.

Kumaon Advisors LLP (“Kumaon”)

Kumaon is a limited liability partnership incorporated under the laws of India, and provides non-binding and non-discretionary investment advisory services under an Investment Advisory Agreement to WestBridge Capital Management, who is the investment manager for the Crossover Fund.

WestBridge Capital India Advisors Private Ltd. (“WestBridge Capital India”)

WestBridge Capital India is a company incorporated under the laws of India, and provides non-binding and non-discretionary investment advisory services to WestBridge Capital Partners for the Venture Fund.

Collectively, WestBridge Capital US and its Relying Advisors are “WestBridge.”

The Advisory Business

The Crossover Fund’s purpose is to invest in public and non-public securities, primarily in companies headquartered in or with a significant nexus to India or South Asia, and companies led by Indian entrepreneurs or with business linkages to India. The Venture Fund typically invests in private equity and equity-related investments, primarily in Indian and non-Indian companies which

have business linkages to India, in the technology and technology-enabling sector. Currently, the Venture Fund is in its divestment cycle and is not making investments in new portfolio companies.

The Funds are offered exclusively to accredited investors and/or qualified purchasers pursuant to Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act of 1940 (as amended, the “Company Act”), and are therefore not required to register as an investment companies under the Company Act in reliance upon certain exemptions available to private investment funds whose securities are not publicly offered. Investors and prospective investors of each Fund should refer to the governing documents of the Fund for complete information on the investment objectives and restrictions with respect to such Fund. There is no assurance that any of the Fund investment objectives will be achieved.

Additionally and in accordance with common industry practice, the Funds may enter into “side letters” or similar agreements with certain Investors, pursuant to which the Investor is granted specific rights, benefits, or privileges that are not made available to all Investors generally. The Funds generally enters into side letters only with Investors who make substantial commitments of capital, and side letter provisions typically are not indefinite in term. All such agreements are negotiated prior to the time of investment. WestBridge complies with the requirements of such side letters to the extent required.

ITEM 5 – FEES AND COMPENSATION

All investors and prospective investors should review the governing documents of each Fund in conjunction with this Brochure for complete information on the fees and compensation payable with respect to the particular Fund. The information contained herein is a summary only and is qualified in its entirety by such documents.

Management Fees

Investors in the Crossover Fund pay WestBridge Capital Management and WestBridge Capital US Advisors an annual management fee equal to 1.5% in aggregate on Investor capital accounts.

Investors in the Venture Fund generally pay WestBridge Capital Partners an annual management fee of 1% of the lower of the cost basis or fair market value of the securities held.

The Investment Managers are authorized, pursuant to the terms of the applicable governing documents of the respective Funds that they manage and administer, to charge and deduct management fees directly from such Funds. Payments of management fees are generally made quarterly in advance and in accordance with the terms of the applicable governing documents. Please refer to the governing documents of each Fund for complete information on the timing of advisory fee payments.

Wrap Fees

WestBridge does not participate in wrap fee programs.

Expenses

In addition to the management fees and performance-based compensation payable to WestBridge, each Fund (and therefore, indirectly, the Investors of such Fund) will incur its own organizational and operating expenses including, but not limited to: Fund legal, compliance, administrator, audit, tax preparation and accounting expenses (including third party accounting services); directors' fees; organizational expenses; investment expenses such as commissions; research fees and expenses; travel expenses; systems and technology expenses; interest on margin accounts and other indebtedness; borrowing charges on securities sold short; custodial fees; bank service fees; Fund-related insurance costs; and any other expenses related to the purchase, sale or transmittal of Fund assets. Please refer to the governing documents of each Fund for complete information on the "other fees and expenses" arrangements of each Fund.

WestBridge pays all of its respective normal operating expenses including employee salaries, rent, communications and travel expenses associated with matters internal to each of them.

Please refer to Item 12 of this Brochure for information regarding WestBridge's brokerage practices.

ITEM 6 - PERFORMANCE-BASED COMPENSATION AND SIDE-BY-SIDE MANAGEMENT

All investors and prospective investors should review the governing documents of each Fund in conjunction with this Brochure for complete information on the fees and compensation payable with respect to the particular Fund. The information contained herein is a summary only and is qualified in its entirety by such documents.

Performance-Based Compensation

WestBridge and its Affiliates will typically receive certain allocations (in the form of profit allocations or incentive fees) calculated and charged on a share of income and capital gains on or capital appreciation of the assets of each Fund. The performance-based compensation arrangements comply with Rule 205-3 under the Investment Advisers Act (together with all rules and regulations promulgated thereunder). Any share of profits paid by each Fund to WestBridge and its Affiliates are separate and distinct from the management fees charged by WestBridge for advisory services.

The 20% share of net new capital gains from the Crossover Fund is assessed in arrears on an annual basis, although if an Investor withdraws from the Crossover Fund on a date other than the last day of a fiscal year, the 20% share of net capital gains is made with respect to the amount withdrawn.

The allocation of profits may be subject to additional terms, including but not limited to, high water mark, holdback, supplemental holdback terms, and others as outlined in the governing documents of the Crossover Fund.

The 20% share of net capital gains for the Venture Fund is determined at the time that an investment by the Venture Fund is disposed of, and is only payable after and to the extent that the Investors in the Venture Fund have been distributed their cumulative capital contributions to date in respect of such investment, and a 6% Preferred Return.

Additionally, it should be noted that WestBridge and its Affiliates may receive performance-based compensation that creates a potential conflict of interest in that it may create an incentive for WestBridge and its Affiliates to recommend investments that are riskier or more speculative than in the absence of such performance-based fee compensation. Each Fund discloses to its Investors how performance-based compensation is calculated with respect to each particular Fund and the risks associated with such performance-based compensation in its governing documents.

Side-by-Side Management

As described above, the Funds may be subject to different performance-based compensation arrangements. As a result, WestBridge may be entitled to receive a higher percentage of the net profits from the account of one Fund than WestBridge may receive from the account of another Fund. This may create an incentive to favor the Fund that is subject to the higher percentage. To mitigate this potential conflict of interest, WestBridge has policies and procedures to review client account investment allocations on a regular basis for Funds actively making new investments or in other relevant circumstances.

ITEM 7 – TYPES OF CLIENTS

The Funds are offered exclusively to accredited investors and/or qualified purchasers pursuant to Section 3(c)(1) or 3(c)(7) of the Company Act, and are therefore not required to register as investment companies under the Company Act in reliance upon certain exemptions available to Funds whose securities are not publicly offered. The Investors of the Funds may include corporations, endowments, foundations, trusts, estates, individuals and pension and profit-sharing plans.

Each Investor in the Funds must meet the eligibility provisions outlined in the relevant governing documents of the Fund. Minimum investment commitments are typically established for Investors in the Funds. These minimums may be reduced or waived at the discretion of the Funds' directors.

WestBridge may, from time to time, form other alternative investment vehicles or special purpose vehicles (collectively, “AIVs”) for the purpose of facilitating certain investments by one or more of the Funds and/or Investors or may form one of more investment vehicles for the purpose of managing co-investments (“Co-Investors”). Prospective Investors are requested to refer to the governing documents of the applicable Fund for complete details on any AIV or Co-Investors established to invest in or alongside a Fund, and such Fund’s ability to make investments through AIVs.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis and Investment Strategies

Crossover Fund

The Crossover Fund typically invests in Indian companies that have management teams with an established track record and significant experience in their respective industries. The Fund seeks to invest in companies serving the US and European markets that it believes are well positioned to capitalize on economic growth in India. The Crossover Fund’s broad investment strategy is to invest in high quality businesses at reasonable valuations. The Crossover Fund aspires to be a substantial, long-term shareholder in India’s best mid-sized companies, whether public or private. The Crossover Fund generally seeks to invest in businesses that have (1) capable and honest management teams; (2) deep moats; (3) growing market leadership; (4) high returns on capital; (5) healthy free cash flows; and (6) reasonable valuations.

Venture Fund

The Venture Fund holds investments in Indian and non-Indian companies which have business linkages to India, principally involved in the technology and technology-enabling sectors. The Fund typically invests in information technology (“IT”) companies whose business plans envisage a large export component to the US market or significant US-based operations. In a similar manner, but to a lesser extent, the Fund also targets IT companies that seek to access or operate in the European market. The Fund also considers companies that are focused on the Indian market that adopt established business concepts and revenue models that the Advisor and its Affiliates believes are innovative, as well as companies that are implementing strategy and management practices aimed at aggressive growth. The Fund may also invest in technology startups that are seeking to establish research and development facilities or back-end operations in India.

The Venture Fund is currently in its divestment cycle and is not making any new investments.

Portfolio investments recommended by WestBridge should be considered highly speculative and may result in the loss of the entire investment. There can be no assurance that any such losses will be offset by gains (if any) realized on the Funds' other investments.

Risk Factors

Investing in securities involves risk of loss that Investors should be prepared to bear. Becoming an Investor in the Funds are appropriate for only experienced and sophisticated persons who meet certain eligibility criteria, are able to bear the risk of loss or some or all of an investment, and have a limited need for liquidity.

Changes in India's Political, Social and Economic Climates

WestBridge generally focusses their analysis on Indian companies for investments by the Crossover Fund. Consequently, the financial performance of the Indian companies recommended by WestBridge could be affected by political, social, and economic developments affecting India, including changes in exchange rates and controls, interest rates, government policies, and taxation policies. Since 1991, the Government of India has pursued an economic liberalization process.

Nevertheless, the future course of the government of India's liberalization policies cannot be predicted, and changes in India's economic liberalization and deregulation policies could harm the business and economic conditions in India generally, therefore effecting the recommended investments. In addition, the future of the Funds is dependent upon possible changes effected by current or future governments, including specific laws and policies affecting foreign investment, import tariffs, currency exchange rates, and other matters affecting investments in the Funds.

Exchange Rate Fluctuations

Investors in the Funds invest in U.S. dollars. Investors may run a currency devaluation risk from the time investment funds are brought onshore into India, or the jurisdiction in which the investee company is located, via Mauritius, to finance investments, until the rupee or the concerned currency repatriation by the Fund, in U.S. dollars, following an investment's realization. With India expected to move towards full convertibility by introducing capital account convertibility, the rupee may experience volatility.

Investment and Repatriation Restrictions

Foreign investment in securities of Indian companies is restricted/controlled to varying degrees. These restrictions may at times limit/preclude foreign investment and increase the costs and expenses of the Funds. Investments by the Funds in Indian companies may require the approval of the Reserve Bank of India ("RBI") and/or other governmental entities. While in some instances such approvals are routinely granted, in others approval may be more difficult to obtain and may be granted only subject to certain conditions, if at all. While Indian regulation of foreign investment has been liberalized in recent years, there can be no assurance that the Funds will be able to obtain all the approvals necessary to implement their respective investment programs fully.

Sale of securities by the Funds to another non-resident, as well as further investments by the Funds in Indian companies, may also require the approval of the Government of India and the RBI. Please see additional Risk Factors in the governing documents of the respective Fund for a more detailed summary of Indian legal and regulatory considerations.

Absence of Liquidity

A majority of the Funds' investments will be in public companies with limited liquidity or in private or other illiquid holdings. As such, there may not be a readily available liquidity mechanism at any particular time for any of these investments held by the Funds. In addition, the realization of value from these investments will not be possible or known with any certainty until its Investment Manager elects, in its sole discretion, to sell the Fund's investments. In addition, under certain market conditions, such as during volatile markets or when trading in a security or market is otherwise impaired, the liquidity of the Fund's positions may be reduced. During such times, the Fund's Investment Manager may be unable to dispose of certain securities or other assets, including longer-term instruments, which would adversely affect its ability to meet withdrawal requests. In addition, such circumstances may force the Fund to dispose of securities or other assets at reduced prices, thereby adversely affecting its performance. If there are other market participants seeking to dispose of similar assets at the same time, the Fund may be unable to sell such assets or prevent losses relating to such assets. Furthermore, if the Fund incurs substantial trading losses, the need for liquidity could rise sharply while its access to liquidity could be impaired.

Non-Controlling Investments

WestBridge may recommend non-controlling investments. Therefore, the Funds may have a limited ability to protect their interests in such companies and to influence such companies' management. There can be no assurance that minority shareholder rights will be available or will provide the desired protections. Also, in certain circumstances the Funds may take a controlling interest in or otherwise exercise control over portfolio companies, which could expose the Funds to additional risks.

Non-U.S. Securities

WestBridge generally recommends investments in non-U.S. securities. Investing in these securities involves considerations and possible risks not typically involved in investing in securities of companies domiciled and operating in the United States, including the instability of some foreign governments, the possibility of expropriation, limitations on the use or removal of funds or other assets, changes in governmental administration or economic or monetary policy (in the United States or abroad) or changed circumstances in dealings between nations. The application of foreign tax laws (e.g., the imposition of withholding taxes on capital gains, dividend or interest payments) or confiscatory taxation may also affect investment in non-U.S. securities. Higher expenses may result from investment in non-U.S. securities than would from investment in domestic securities because of the costs that must be incurred in connection with conversions between various currencies and foreign brokerage commissions that may be higher than in the United States. Non-U.S. securities markets also may be less liquid, more volatile and less subject

to governmental supervision than in the United States. Investments in foreign countries could be affected by other factors not present in the United States, including lack of uniform accounting, auditing and financial reporting standards and potential difficulties in enforcing contractual obligations.

Securities Markets

It is anticipated that many of the portfolio companies in which the Funds invest have, or will have, their securities listed with an Indian stock exchange at the time of, or after, the Fund's investment. In connection with such a listing, a Fund might be required to agree not to dispose of its securities in the portfolio company for a certain period and accordingly, despite such listing, a Fund's investments may remain illiquid for a significant period. Securities listed on the Indian stock exchange may have low market capitalization and trading volume. There can be no assurance that sales on the Indian stock exchanges will provide a viable exit mechanism for any of the Fund's investments.

Indian securities markets are substantially smaller, less liquid and more volatile than securities markets in the U.S. There are approximately 20 recognized stock exchanges in India, including the Over the Counter Exchange of India. Most stock exchanges are governed by regulatory boards. The BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") have nationwide trading terminals and, taken together, are the principal Indian stock exchanges in terms of the number of listed companies, market capitalization and trading volume. The relatively small market capitalizations of, and trading values on, the BSE and NSE may cause a Fund's investments in securities listed on these exchanges to be comparatively less liquid and subject to greater price volatility than comparable U.S. investments.

Small Capitalization Companies

The Fund intends to invest in securities of small capitalization companies. Historically, such securities have been more volatile in price than those of larger, capitalized, more established companies. The securities of small capitalization and recently organized companies pose greater investment risks because such companies may have limited product lines, distribution channels and financial and managerial resources. In particular, small capitalization companies may be operating at a loss or have significant variations in operating results; may be engaged in a rapidly changing business with products subject to substantial risk of obsolescence; may require substantial additional capital to support their operations, to finance expansion or to maintain their competitive position; and may have substantial borrowings or may otherwise have a weak financial condition. In addition, these companies may face intense competition, including competition from companies with greater financial resources, more extensive development, manufacturing, marketing, and other capabilities, and a larger number of qualified managerial and technical personnel. Further, there is often less publicly available information concerning such companies than for larger, more established businesses. The equity securities of small capitalization companies may not be traded in significant volumes. Consequently, the Fund may be required to dispose of such securities over a longer (and potentially less favorable) period of time than is required to dispose of the securities of larger, more established companies. Investments in small capitalization companies may also be more difficult to value than other types of securities because

of the foregoing considerations as well as lower trading volumes. Investments in companies with limited or no operating histories are more speculative and entail greater risk than do investments in companies with an established operating record. Additionally, transaction costs for these types of investments are often higher than those of larger capitalization companies.

Tax Treatment

The question of whether the Funds are liable to tax in India is a complex determination that needs to be made with reference to the prevailing laws in India and Mauritius where the Funds are resident. Please see the Risk Factors in the governing documents of the respective Fund for a more detailed summary of Indian legal and regulatory considerations on the tax treatment of such Fund.

Valuation of Fund Securities and Investments

The valuation of the Funds' investments in private companies is ordinarily determined based upon valuations calculated by the concerned Fund's board of directors (or its valuation committee) and information provided by the portfolio companies. Certain securities in which the Funds invest may not have a readily ascertainable market price and will be valued solely by the Funds themselves. Private investments made by the Funds are, however, valued generally, as per the reports provided by independent valuation firms, at least on an annual basis. Certain Fund valuations are also used in determining the relative capital ownership of the Investors in the Funds. To the extent the values of the assets are determined inaccurately, Investors may be adversely affected in connection with the contribution of additional capital to, or the withdrawal or distribution of capital from, the Funds. If an Investor contributes additional capital, such Investor may be adversely affected if the value of the portfolio assets is overstated and the other pre-existing Investors would be adversely affected if the value of the portfolio assets is understated. Similarly, an Investor that is withdrawing capital is adversely affected if the value of the portfolio assets is understated, and the other non-withdrawing Investors would be adversely affected if the value of the portfolio assets is overstated.

Venture Capital Investments

WestBridge may recommend investments in unlisted companies whose securities should be considered to be illiquid. Such illiquidity may adversely affect the ability of the Funds to acquire or dispose of such investments. These investments may be difficult to value and to sell or otherwise liquidate, and the risk of investing in such companies is much greater than the risk of investing in publicly traded securities. Moreover, these unlisted companies are not regulated by the same disclosure and investment protection norms that apply to listed companies.

The above is not a complete list of risk factors. It is important that investors in the Funds refer to the relevant governing documents of the concerned Fund for a complete understanding of WestBridge's methods of analysis and investment strategies. The information containing herein is a summary only and is qualified by such documents.

ITEM 9 – DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to an existing or prospective Advisory Client's or Investor's evaluation of WestBridge's advisory business or the integrity of its management.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Registered Broker-Dealers

Neither WestBridge 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.

Registered Futures Commission Merchants, Commodity Pool Operators and Commodity Trading Advisors

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

Relationships with Related Persons

WestBridge and its related persons are, directly or indirectly, the general partners, limited partners, and/or managing members of the general partner of each of the Funds. The Investment Managers manage the Funds. This can create conflicts in the allocation of time, resources and investment opportunities among the Funds. Please refer to the governing documents of the Funds for complete information on the requisite time commitments (if any) of WestBridge to the Funds and the allocation of investment opportunities among the Funds. Please also refer to the description of the Advisor's investment allocation criteria described above in the subsection "Side-by-Side Management" in Item 6.

Employees of WestBridge may serve as officers, directors or in comparable management functions for portfolio companies in which the Funds invest, or provide other services to portfolio companies, and may receive compensation in connection therewith. Serving in such capacity may give rise to conflicts to the extent that an employee's fiduciary duties to a portfolio company as a director may conflict with the interests of a Fund. Additionally, investments by a Fund may cause WestBridge to become subject to legal or contractual restrictions on the ability to effect transactions for other Funds, for example, due to the receipt of non-public information. As a result, the Funds may, under certain circumstances, be prohibited for a certain period of time from engaging in transactions with respect to the debt or equity securities of certain portfolio companies.

Selection or Recommendation of Other Advisors

WestBridge may recommend or select other investment advisors for its Clients and does not receive compensation from such advisors in a manner that would create a material conflict of interest, nor does WestBridge have other business relationships with other advisors that create a material conflict of interest.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

WestBridge Capital US' Code of Ethics (the "Code") is designed to meet the requirements of Rule 204A-1 of the Advisers Act expressing WestBridge's commitment to ethical conduct. The Code applies to WestBridge and its Access Persons (which term includes all employees of WestBridge and certain other persons, collectively, the "Access Persons") and sets forth a standard of business conduct that takes into account the status of WestBridge as fiduciaries and requires Access Persons to place the interests of Advisory Clients and Investors above their own interests.

The Code describes WestBridge's fiduciary duties and responsibilities to its Clients, and sets forth WestBridge's policies on (i) identifying, escalating and addressing any potential or actual conflicts of interest; (ii) monitoring and preventing WestBridge or its Access Persons from engaging in insider trading; (iii) pre-clearance requirements, trading restrictions and reporting requirements for WestBridge's Access Persons' personal securities transactions; (iv) addressing receipt of gifts by Access Persons and campaign contributions; and (ii) pre-approval of the engagement by WestBridge employees in certain outside business activities. The Code also requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of the Chief Compliance Officer. All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code on at least an annual basis.

WestBridge will provide a complete copy of its Code of Ethics to any client or prospective client upon request by contacting the Chief Compliance Officer at (650) 645-6220 or at KS.shah@westbridgecap.com.

Potential Conflicts of Interest

WestBridge or its related persons may invest, directly or indirectly, in the Funds. It should be noted that investments in the Funds made by such parties may not be subject to fees as described in each of the relevant governing documents of the Fund. The fact that such related persons and employees may have financial ownership interests in the Funds also creates a potential conflict in that it could cause WestBridge to provide different investment advice than if such parties did not have such financial ownership interests. To mitigate this potential conflict of interest, all advice provided by the Investment Managers to the Funds must be approved by the respective board of directors of such Fund.

WestBridge employees are permitted to invest in the Funds, therein known as “Affiliated Investors.” Affiliated Investors may offer and/or participate in co-investments alongside the Crossover Fund. The co-investment structure is arranged outside the typical limited partnership agreement for participation in the Fund, and may offer different terms and/or fee structures than traditional investment into the Fund. Additionally, Affiliated Investors may make investments in the Venture Fund. Such investments may not be subject to the same fees as described in each of the relevant governing documents of the Fund.

WestBridge addresses any potential conflicts through its personal securities transaction pre-clearance and holding requirements described below, and through disclosure to Investors of such potential conflicts. Further, WestBridge regularly monitors the Advisory Client portfolios for consistency with Fund objectives, strategies, and target capacity. The Code requires Access Persons to place the interests of Advisory Clients and Investors over their own or those of WestBridge, and all Access Persons are required to acknowledge their receipt and understanding of the Code.

Participation or Interest in Client Transactions; Personal Trading

Participation in Client Transactions

WestBridge may cause a Fund to engage in a “cross transaction” (or “Cross Trade”) via the purchase of a portfolio investment from, or the sale of a portfolio investment to, another Fund, provided that the transaction is consistent with WestBridge’s fiduciary obligations to each Fund participating in the cross transaction and subject to any conditions or required consent under a Fund’s governing documents. Cross Trades create conflicts of interest because, by not exposing such buy and sell transactions to market forces, a Fund may not receive the best price otherwise possible, or WestBridge may have an incentive to improve the performance of one Fund by selling underperforming assets to another Fund in order, for example, to earn fees. To avoid this conflict, WestBridge will not, directly or indirectly, receive any commission or other transaction-based compensation for effecting any such transaction.

To avoid this conflict, WestBridge will not, directly or indirectly, receive any commission or other transaction-based compensation for effecting any such transaction. To further mitigate any such conflict of interest, prior to causing a Fund to purchase investments from another Fund, or seeking to cause a Fund to sell investments to another Fund.

In some instances, the Crossover Fund may invest in other funds managed by third party investment managers. WestBridge waives management fees and any performance-based compensation for such investments in the case such fees are charged by the third party managers.

As general partners, limited partners, and/or managing members of the general partners of the Funds, related persons of WestBridge have indirect beneficial interests in the securities owned by the Funds and will share in any profits and losses generated by the Fund investments.

Personal Trading

As required by Rule 204A-1 of the Advisers Act, the Code sets forth certain reporting and pre-clearance requirements with respect to personal trading by Access Persons. Access Persons are not permitted to trade in securities issued by publicly listed companies in India or that have a significant nexus or business linkages with India and South Asia, and must obtain pre-approval before investing in any private companies in India, or that have a significant nexus or business linkage with India or South Asia. Access Persons are required to pre-clear transactions in initial public offerings (“IPOs”) and limited offerings. Access Persons must also provide the Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an Access Person. In addition, Access Persons must provide annual holdings reports and quarterly transaction reports in accordance with Rule 204A-1.

ITEM 12 – BROKERAGE PRACTICES

Recommendation of Brokers

WestBridge identifies and engages brokers-dealers for the transactions of the Funds, and the Investment Managers negotiate the fees to be paid to the broker-dealer in connection with such transactions. WestBridge recognizes the duty to seek “best execution.” Consistent with such duty, in determining best execution, WestBridge takes into account the full range and quality of a broker-dealer’s services, including research and other services. WestBridge does not engage nor recommend broker-dealers solely on the basis of lowest possible commission costs, but by the best qualitative execution.

WestBridge will use their best efforts to ensure brokerage transactions represent the best qualitative execution for clients, based on such factors as the efficiency of execution, the timing of the transaction, the price of the security purchased or sold, the commission rate, and the financial responsibility and responsiveness of the broker. The lowest possible commission cost is not by itself the determinative factor, and Investors may not always pay the lowest possible commission rates.

Procedures for Evaluating Execution Services

The Chief Compliance Officer will annually evaluate the trade execution services received from brokers recommended by the Investment Managers, including comparing those services to the services available from other brokers, to determine if it is achieving best execution for such transactions.

Research and Other Soft Dollar Benefits

WestBridge does not currently engage in soft dollar arrangements with respect to securities transactions for the Funds.

Brokerage for Client Referrals

WestBridge does not consider referrals of Investors of the Funds in determining its selection of broker-dealers or other third parties.

Directed Brokerage

The Investment Managers have discretionary authority to select the brokers or dealers in connection with securities transactions for the Funds, and Investors are not permitted to direct the Funds to use a particular broker or dealer to execute portfolio transactions on behalf of a Fund.

Aggregations of Securities

Currently, the only Fund making new investments is the Crossover Fund.

If WestBridge aggregates the securities sale and purchase orders for a Client with similar orders being made contemporaneously for other accounts that it manages or with accounts of its Affiliates, it may charge or credit a client the average transaction price of all securities purchased or sold in such transactions. As a result, however, the price may be less favorable to the Client than it would be if WestBridge were not executing similar transactions concurrently for other accounts.

ITEM 13 – REVIEW OF ACCOUNTS

Review of Client Accounts

The Advisory Client portfolios are reviewed on a weekly basis. Such reviews include a review of investment policy, the suitability of the investments to meet policy objectives, cash availability, and investment objectives. The review considers, among other things, investment performance, the portfolio's sensitivity to market changes, and whether anything has changed subsequent to an initial investment decision that impacts the risk or potential return.

Reports to Investors

Subject to applicable confidentiality restrictions, Investors are provided detailed quarterly and annual reports including comprehensive information regarding each portfolio company and annual audited financial statements. Investors in the Funds may obtain further detail of such reports by contacting the Chief Compliance Officer at (650) 645-6220 or KS.shah@westbridgecap.com.

In some instances, where the Funds have entered into side letter agreements with certain Investors, such Investors may receive additional reporting including, but not limited to, additional notification and disclosure rights, special fee arrangements, transfer rights, and co-investment rights, among others.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

WestBridge does not accept fees from third parties for services provided to it relating to a transaction in which an Advisory Client has participated, or a security or portfolio of securities where the Advisory Client has invested.

ITEM 15 – CUSTODY

In accordance with Rule 206(4)-2 under the Advisers Act (the “Custody Rule”), WestBridge is deemed to have custody of Fund assets since WestBridge Capital US and/or its Affiliates serve as the general partner, manager or director of each Fund. All of the Funds’ assets, other than certain uncertificated securities purchased in private transactions (which are held by each Fund’s administrators and/or the custodian), are held with one or more “qualified custodians” as defined in the Custody Rule (i.e. banks or broker-dealers) that are unaffiliated with WestBridge.

WestBridge Capital US is exempt from the quarterly account statement delivery obligations and will be deemed to have complied with the surprise audit requirement of the Custody Rule because each of the Funds are subject to an annual audit by an independent public accountant registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board (“PCAOB”). Accordingly, Investors will not receive statements from the custodian. Instead, each Fund’s audited financial statements, prepared in accordance with generally accepted accounting principles, will be distributed to each Investor within 120 days of each Fund’s fiscal year end. Investors should carefully review the audited financial statements of the Funds, and should compare these statements to any account information or statements received from WestBridge.

ITEM 16 – INVESTMENT DISCRETION

WestBridge does not have discretionary authority to manage securities accounts on behalf of the Advisory Clients.

ITEM 17 – VOTING CLIENT SECURITIES

WestBridge does not have the authority to vote on any Advisory Client securities. Proxies and other solicitations are delivered to the Funds’ administrator by the Funds’ custodians. The Funds will respond to such proxies and other solicitations as determined by the Funds’ directors, who may request recommendations on the manner of exercising the proxies from the Investment Managers, who are in turn supported by the Indian Advisor and Kumaon for the Venture Fund and Crossover Fund respectively.

ITEM 18 – FINANCIAL INFORMATION

WestBridge is currently not aware of any financial condition that is reasonably likely to impair its ability to meet its existing contractual commitments to Clients.