

**PART 2A OF FORM ADV: FIRM BROCHURE**



**WESTBRIDGE CAPITAL US ADVISORS, LLC  
WESTBRIDGE CAPITAL PARTNERS, LLC**

**400 South El Camino Real  
Suite 1250  
San Mateo, CA 94404  
Telephone: (650) 645-6220  
Fax: (650) 645-6221  
[www.westbridgecap.com](http://www.westbridgecap.com)**

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**This Brochure provides information about the qualifications and business practices of WestBridge Capital US Advisors, LLC (“WestBridge Capital US”). If you have any questions about the contents of this brochure, please contact Peter Wendell at (650) 645-6220 or [Peter.Wendell@westbridgecap.com](mailto:Peter.Wendell@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.**

**Additional information about WestBridge Capital US also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **ITEM 2 – MATERIAL CHANGES**

As of July 1, 2014, this Brochure contains the following material changes since WestBridge Capital US' last Brochure dated April 1, 2013, and its last annual update on March 28, 2014. Please note that this summary discusses only material changes that have occurred since the last annual update of the Brochure.

- WestBridge Capital US has provided details regarding SPVs, as defined below, to Items 4, 5 and 11.
- WestBridge Capital US has provided details regarding Cross Trades, as defined below, to Item 11.
- WestBridge Capital US has disclosed that WestBridge Capital Partners, LLC is a related investment adviser that is currently relying on the position expressed in the no-action letter released by the Securities and Exchange Commission dated January 18, 2012.

In addition to the changes noted above, this Brochure dated November 17, 2014 has been amended to reflect that Peter Wendell serves as WestBridge Capital US' and WestBridge Capital Partners, LLC's Chief Compliance Officer.

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## **ITEM 4 – ADVISORY BUSINESS**

### **A. Introduction**

Founded in April of 2011, WestBridge Capital US Advisors, LLC (“WestBridge Capital US”) is a Delaware limited liability company. WestBridge Capital US provides non-discretionary investment advisory services to its affiliate, WestBridge Capital Partners, LLC (“WestBridge Capital Partners”), a Mauritius limited liability company, which manages private investment funds (the “Funds” or “Advisory Clients”). WestBridge Capital US focuses primarily on providing investment advice regarding investments in Indian and South Asian companies. WestBridge Capital Partners is a “Relying Adviser” as that term is described in the SEC Staff No-Action Letter dated January 18, 2012, to the American Bar Association, Business Law Section.

WestBridge Capital US is owned by Sumir Chadha (the “Principal”).

WestBridge Capital US provides investment advisory services to WestBridge Capital Partners, which manages the following Funds: (i) WestBridge Crossover Fund, LLC (the “Crossover Fund”); (ii) WestBridge Ventures I, LLC (the “Ventures I Fund”); (iii) WestBridge Ventures Co-Investment I, LLC (“Ventures I Co-Investment”); and (iv) WestBridge Ventures II, LLC (the “Ventures II Fund” and together with Ventures I Fund and Ventures I Co-Investment being the “Venture Funds”). The Funds are each Mauritius limited liability companies with limited life. In addition, WestBridge Capital Partners provides non-discretionary investment management services to one or more special purpose vehicles (“SPVs”).

Affiliates of WestBridge Capital US and/or WestBridge Capital Partners have made significant investments in the Funds as “Preferred Shareholders”. Such affiliates may retain special advisory and investment rights based on their status as Preferred Shareholders of the Funds. Such rights are detailed in the private placement memorandum and Shareholders’ Agreement of the respective Fund.

WestBridge Capital Partners is charged with the administration and facilitation of investments for the Funds, and acting as the Fund’s “manager” with respect to investment-related and other functions. WestBridge Capital Partners is partially owned by the Principal and WestBridge Capital Partners’ board of directors includes an employee of WestBridge Capital US and several independent directors. WestBridge Capital Partners’ duties with regard to a Fund include: (i) entering into advisory agreements with one or more advisors to be selected by the Fund (including WestBridge Capital US); (ii) making buy or sell recommendations to the Fund’s board of directors, including after taking into consideration non-discretionary investment advice received from WestBridge Capital US and the Indian Advisor; (iii) monitoring the performance and status of Fund investments; (iv) investment related functions; (v) facilitating the provision of reports and other communications to Fund investors; (vi) maintaining the Fund’s books and records; and (vii) furnishing the Fund with office supplies, equipment and clerical services.

WestBridge Capital India Advisors Private Limited, a company incorporated under the laws of India (the “Indian Advisor”), also provides non-discretionary investment advisory services to

WestBridge Capital Partners. The Indian Advisor is an Exempt Reporting Adviser and is not a “Relying Adviser” of WestBridge Capital US.

Investors in the Funds (“Investors”) have been, and future Investors will be, notified of the roles of WestBridge Capital Partners, WestBridge Capital US and the Indian Advisor in the private placement memorandum of the relevant Fund.

## **B. Investment Services**

WestBridge Capital US generally has broad and flexible authority to make investment recommendations to WestBridge Capital Partners with respect to the Advisory Clients. Each Fund’s investment objectives and strategy are set forth in the applicable Fund’s private placement memorandum.

As described in further detail in Item 8.A below, WestBridge Capital US provides non-discretionary investment advice to WestBridge Capital Partners. WestBridge Capital Partners provides non-discretionary investment advice to the Venture Funds and the Crossover Fund, after taking into consideration such advice and advice from the Indian Advisor. The Crossover Fund typically invests in high growth public companies with limited liquidity (i.e., “quasi private” companies) and selected private companies in India, or companies which have a significant nexus or business linkages with India and South Asia. The Venture Funds typically invest in 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.

As noted above, WestBridge Capital Partners provides non-discretionary investment management services to one or more SPVs. In each case, an affiliate of WestBridge Capital US, the Indian Advisor or WestBridge Capital Partners is a non-controlling limited partner or member of the SPV. Generally, unlike the Funds, a SPV is established for the specific purpose of making specific investments, such as a Cross Trade, as defined in Item 11 (and any related follow-on investment).

## **C. Advisory Services**

Neither WestBridge Capital US nor WestBridge Capital Partners tailor its advisory services to the individual needs of Investors. However, the Funds may incorporate and abide by certain Investor-imposed investment restrictions. Investors in the Funds have no right to approve any particular investment made by the Funds. Each Fund’s board of directors selects all investments for such Fund.

## **D. Wrap Fee Programs**

Neither WestBridge Capital US nor WestBridge Capital Partners participates in wrap fee programs.

## **E. Client Assets**

As of December 31, 2013, WestBridge Capital US and WestBridge Capital Partners manage \$1,043,889,583 of client assets on a non-discretionary basis. Neither WestBridge Capital US nor WestBridge Capital Partners currently manages any client assets on a discretionary basis.

## **ITEM 5 – FEES AND COMPENSATION**

### **A. Compensation for Advisory Services**

The Funds offer interests/shares only to certain qualified investors, and admission to the Funds is not open to the general public. Investors and prospective Investors should refer to the private placement memorandum of the appropriate Fund for a detailed description of the fees.

#### Crossover Fund

Investors in the Crossover Fund generally pay WestBridge Capital Partners an annual management fee equal to 1.5%, initially on investor capital commitments and subsequently, after 70% of capital commitments are contributed, on investor capital accounts. WestBridge Capital Partners pays approximately 20% to 30% of its annual income to WestBridge Capital US as an advisory fee. In addition, an affiliate of WestBridge Capital US receives a share of the Crossover Fund's capital gains equal to 20% of net profits, on a high watermark basis, and of which approximately 30% to 35% is received by personnel of WestBridge Capital US.

#### Venture Funds

Investors in Ventures I Fund no longer pay WestBridge Capital Partners an annual management fee (previously an annual management fee of 1.75% of invested capital was paid). In addition, a Preferred Shareholder that is an affiliate of WestBridge Capital US receives a share of Ventures I Fund's capital gains equal to a cumulative net 20% of net profits of Ventures I Fund, and of which approximately 25% to 30% is received by personnel of WestBridge Capital US.

Investors in Ventures I Co-Investment do not pay an annual management fee or carried interest.

Investors in Ventures II Fund generally pay WestBridge Capital Partners an annual management fee of 2.5% of the cost basis of securities held. WestBridge Capital Partners pays approximately 20% to 30% of its annual income to WestBridge Capital US as an advisory fee. In addition, a Preferred Shareholder that is an affiliate of WestBridge Capital US receives a share of Ventures II Fund's capital gains equal to a cumulative net 20% of net profits of Ventures II Fund and of which approximately 30% to 35% is received by personnel of WestBridge Capital US.

WestBridge Capital US and WestBridge Capital Partners comply with Rule 205-3 under the Investment Advisers Act of 1940, to the extent required by applicable law.

#### SPVs

No management fees or carried interest will generally be payable by the SPVs or their underlying shareholders or members to WestBridge Capital US, WestBridge Capital Partners, or the Indian Advisor.

**It is critical that Investors refer to the relevant private placement memorandum or other governing documents for a complete understanding of how WestBridge Capital US and WestBridge Capital Partners are compensated for their advisory services. The information contained herein is a summary only and is qualified in its entirety by such documents.**

## **B. Fees**

WestBridge Capital Partners bills the Funds for management fees. WestBridge Capital US bills WestBridge Capital Partners for advisory fees. The affiliates of WestBridge Capital US receive shares of the Funds' capital gains referenced above directly from the Funds.

Generally, the management fee is payable quarterly in advance for the Crossover Fund and Ventures II Fund. The 20% share of net 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 20% share of net capital gains for Ventures I Fund is determined at the time that an investment by Ventures I Fund is disposed of, and is only payable after and to the extent that the Investors in Ventures I Fund have been distributed their capital contributions in respect of such investment and previously disposed investments, a pro rata share of expenses incurred to date, and a 10% Preferred Return. The 20% share of net capital gains for Ventures II Fund is determined at the time that an investment by Ventures II Fund is disposed of, and is only payable after and to the extent that the Investors in Ventures II Fund have been distributed their cumulative capital contributions to date in respect of such investment.

**It is critical that Investors refer to the relevant private placement memorandum or other governing documents for a complete understanding of how WestBridge Capital US and WestBridge Capital Partners are compensated for their advisory services. The information contained herein is a summary only and is qualified in its entirety by such documents.**

## **C. Expenses**

Each Fund, including the SPVs, will bear and does bear its own organizational expenses and operating expenses including: 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.

With respect to the Venture Funds, management fees payable to WestBridge Capital Partners may be reduced as an offset against fees received by the respective affiliate or its shareholders from portfolio companies (the "Management Fee Offset"). WestBridge Capital US, WestBridge Capital Partners, the Indian Advisor and their respective affiliates pay all of their 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 the brokerage practices of WestBridge Capital US.

**It is critical that Investors refer to the relevant private placement memorandum, or other governing documents for a complete understanding of how WestBridge Capital US and WestBridge Capital Partners are compensated for their advisory services. The information contained herein is a summary only and is qualified in its entirety by such documents.**

#### **D. Advance Payment of Fees**

Management fees are payable to WestBridge Capital Partners quarterly in advance, and WestBridge Capital Partners pays WestBridge Capital US a monthly advisory fee.

Investors in the Venture Funds are generally only able to withdraw from the respective Venture Fund with the consent of the Preferred Shareholder.

In the case of the Crossover Fund, withdrawals will be subject to significant conditions and restrictions, which are set forth in the Crossover Fund's governing documents. Such conditions, restrictions, and limitations may include, without limitation:

- The condition that withdrawal or redemption requests be properly submitted in accordance with the relevant Fund documents and in a timely manner;
- The condition that the 4-year lock-up period has been completed;
- Restrictions due to side pocket investments;
- The condition that withdrawals or redemptions have not been suspended (in whole or in part) or postponed;
- The condition that withdrawal payments may only be made on a semi-annual basis;
- Limitations on the amount that may be withdrawn by an Investor on any withdrawal date, such that an Investor may only withdraw capital over 8 consecutive withdrawal dates;
- Limitations on the amount paid to a withdrawing Investor due to fees, expenses and/or reserves for certain contingencies, among others; and
- Limitations on the method of withdrawal payments (i.e., in cash or in kind).

The Funds may waive or modify the conditions relating to withdrawals by Investors, including Investors that are principals, employees or affiliates of WestBridge Capital US or its affiliates.

**It is critical that Investors refer to the relevant private placement memorandum, or other governing documents for a complete understanding of how WestBridge Capital US and WestBridge Capital Partners are compensated for their advisory services. The information contained herein is a summary only and is qualified in its entirety by such documents.**

## **ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

As described in Item 5.B above, WestBridge Capital US, WestBridge Capital Partners or one of their affiliates receives performance-based compensation from Investors, other than Investors in Ventures I Co-Investment. As a result, WestBridge Capital US and WestBridge Capital Partners have a conflict of interest if, in any time period, one fee structure would cause higher fees to be paid to WestBridge Capital US, WestBridge Capital Partners and their affiliates than the other fee structure, because WestBridge Capital US and WestBridge Capital Partners would have an incentive to favor the account that would pay the higher fees. To address this conflict, WestBridge Capital Partners typically allocates all investment opportunities between Ventures I Fund and Ventures I Co-Investment on a pro rata basis, based on their respective assets. In addition, WestBridge Capital US and WestBridge Capital Partners have policies and procedures to review client account investment allocations on a regular basis for Funds actively making new investments or in other relevant circumstances.

It should be noted that the possibility that WestBridge Capital US, WestBridge Capital Partners or one of their affiliates may receive performance-based compensation creates a potential conflict of interest in that it may create an incentive for WestBridge Capital US and WestBridge Capital Partners 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 that Fund and the risks associated with such performance-based compensation in its private placement memorandum.

## **ITEM 7 – TYPES OF CLIENTS**

WestBridge Capital US provides investment advisory services to WestBridge Capital Partners, which in turn manages pooled investment vehicles operating as private investment funds.

Each Investor in the Funds must meet the eligibility provisions outlined in Item 5.A, above. Investors in Ventures I Fund and Ventures II Fund are required to make minimum capital commitments of \$5 million per institutional or corporate investors, and \$1 million per individual. Investors in Ventures I Co-Investment are required to make minimum capital commitments of \$100,000. Investors in the Crossover Fund are required to make minimum capital contributions of \$10 million per institutional or corporate investors, and \$1 million per individual. These minimums may be reduced or waived at the discretion of the Funds' directors.

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

### **A. Methods of Analysis and Investment Strategies**

#### Crossover Fund

WestBridge Capital US recommends investments to WestBridge Capital Partners, which uses such recommendations to manage the Crossover Fund. WestBridge Capital US seeks to non-discretionary investment advisory services to WestBridge Capital Partners, with regard to investments by the Crossover Fund in Indian companies that have management teams with an established track record and significant experience in their respective industries. WestBridge Capital US also analyzes companies serving the US and European markets that it believes are well positioned to capitalize on economic growth in India. Specifically, WestBridge Capital US' analysis generally focuses on early- to mid-stage investments in companies in the Indian software services, internet services, software products, remote processing services, healthcare and life sciences, financial, consumer products and services, industrial and other industries. When analyzing potential investments in the above mentioned sectors, WestBridge Capital US generally seeks to recommend companies that meet the following criteria:

- A strong existing management team or the ability to supplement an existing management team by recruiting new talent;
- A proprietary or established technology, service concept or business model;
- Unique characteristics of the technology, marketing ability and/or market position;
- Potential to be a market leader;
- Limited competition;
- High revenue growth potential with reasonable capital requirements;
- Ability to acquire a meaningful ownership interest at a reasonable valuation;
- Management expectations to support realizing shareholder value; and
- Ability for the Fund to add value and to exercise influence, regardless of the size of its ownership interest.

#### Venture Funds

WestBridge Capital US recommends to WestBridge Capital Partners investments in Indian and non-Indian companies, which have business linkages to India, principally involved in the technology and technology-enabling sectors. WestBridge Capital Partners uses such recommendations to manage the Venture Funds. WestBridge Capital US targets primarily 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, WestBridge Capital US also targets IT companies that seek to access or operate in the European market. WestBridge Capital US also will consider companies that are focused on the Indian market that adopt established business concepts and revenue models that WestBridge Capital US believes are innovative as well as companies that are implementing strategy and management practices aimed at aggressive growth. WestBridge Capital US may also seek

technology startups that are seeking to establish research and development facilities or back-end operations in India.

**Investing in securities involves risk of loss that Investors should be prepared to bear. Investments 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**

## **B. Risk Factors**

*Portfolio investments recommended by WestBridge Capital US and WestBridge Capital Partners 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.*

### Investments in Early- and Mid-Stage Companies

WestBridge Capital US and WestBridge Capital Partners generally recommend investments in the securities of early- and mid-stage companies in the Indian software services, internet services, software products, remote processing services, healthcare and life sciences, financial, consumer products and services, industrial and other industries. Investments in such early stage companies may involve greater risks than generally are associated with investments in more established companies. To the extent there is any public market for the securities held by the Funds, such securities may be subject to more abrupt and erratic market price movements than those of larger, more established companies. Less established companies tend to have lower capitalizations and fewer resources and, therefore, often are more vulnerable to financial failure. Such companies also may have shorter operating histories on which to judge future performance and in many cases, if operating, will have negative cash flow. In the case of start-up enterprises, such companies may not have significant or any operating revenues.

### Changes in India's Political, Social and Economic Climates

WestBridge Capital US and WestBridge Capital Partners generally focus their analysis on Indian companies listed in India for investments by the Crossover Fund. Consequently, the financial performance of WestBridge Capital US' or WestBridge Capital Partners' recommendations will 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 business and economic conditions in India generally and the investments recommended. 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.

Religious and border disputes persist in India, in particular with respect to the longstanding grievances between the Hindu and Muslim populations. Moreover, India has from time to time experienced civil unrest and hostilities with neighboring countries such as Pakistan.

#### Potential Overvaluation of Technology Stocks

Companies in the Funds' target sectors which are listed on Indian or other non-US stock exchanges often have share prices which reflect relatively high valuations in relation to companies in other sectors. While technology companies globally often have comparable valuations, there can be no assurance that such valuations will be maintained in the long term.

#### 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 its investment program fully. Sale of securities by the Fund 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 below for a more detailed summary of Indian legal and regulatory considerations.

#### 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.

#### India-Mauritius Double Taxation Treaty

The Mauritius legal framework under which the Funds invest in India may undergo changes in the future, which could impose additional costs or burdens on Fund operations. The Mauritius Financial Services Commission has announced that certain economic substance conditions are required to be satisfied by Category 1 Global Business Companies for obtaining a Tax Residence Certificate effective from January 1, 2015. If the conditions are amended such that a Fund is not able to comply with them, there is a risk that the Fund may not be able to obtain a Tax Residency Certificate from the Mauritius Revenue Authority.

Future changes to Mauritian or Indian law, or the Agreement for Avoidance of Double Taxation between India and Mauritius (the “Tax Treaty”) or interpretations thereof could impose additional costs or burdens on a Fund's operations. The Indian and Mauritius governments have announced that they are in negotiations to amend the Tax Treaty. There can be no assurance that a Fund will continue to qualify for or receive the benefits of the Tax Treaty, that the terms of the Tax Treaty will not be changed, or that qualifying for the Tax Treaty will not impose material additional burdens on a Fund. Substantial adverse Indian tax consequences could result if a Fund fails to qualify for certain benefits under the Tax Treaty (for example, if it were held that the Fund was not a resident of Mauritius or the beneficial owner of gains in securities held by it, or that the Fund has a permanent establishment in India). Without limitation on the foregoing, if a Fund is held to have a permanent establishment in India, such consequences may include Indian taxation of Fund profits attributable to the Indian permanent establishment or the non-availability of taxation exemptions for capital gains.

The Finance Act, 2012 had introduced the General Anti-Avoidance Rules (“GAAR”), which are now proposed to be effective from April 1, 2015. GAAR provisions inter alia seek to deny treaty benefits otherwise available to a non-resident if the transaction lacks commercial substance or is aimed at treaty-shopping. Rules for application of GAAR provisions have also been provided by the Indian tax authorities and specify the procedures for invoking GAAR. The impact of GAAR provisions on the taxability of an arrangement would be determined based on the specific provisions applicable at the time of implementation, read with the rules and departmental guidance on their application, to be notified by the Indian revenue authorities.

#### Taxability of Indirect Transfers.

The domestic tax laws of India provide for taxability of income arising from transfer by non-residents of shares in a non-Indian company that derives value substantially from underlying assets in India, thus constituting indirect transfer of Indian shares. An expert committee was formed to provide recommendations on the applicability of indirect transfer provisions. The committee provided its recommendations in a draft report issued in October, 2012. However, as on the date of this form, no circular or amendment has been issued by the Indian tax authorities relating to indirect transfer provisions. The taxability of investors to a Fund may be determined based on such indirect transfer provisions. Such provisions may result in a tax on a Fund for the disposition of the Fund's portfolio investments or other assets, or a tax on the Fund's Investors for a transfer of Fund interests.

#### Proposed Change in Indian Tax Regime

The Indian government has proposed a new direct tax code (the "DTC") which would replace the current tax code. A draft DTC was presented to the Indian parliament on August 30, 2010. However, the revised DTC has not yet been put before the Indian parliament or adopted by the Government of India. The DTC proposes material changes to the manner in which a Fund may be taxed. There can be no assurances as to the impact the adoption of the DTC will have on the taxation of the Funds, their investments and on the Funds' investors.

## 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, a 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 a Fund's investments.

Indian securities markets are substantially smaller, less liquid and more volatile than securities markets in the US. 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 US investments.

## Enforcement of Foreign Judgments

The Indian companies in which the Funds will invest are / will be companies incorporated under the laws of India. Generally, the directors, executive officers and a substantial portion of the assets of such companies are located in India. It may be difficult for a Fund to obtain a judgment in a court outside India to the extent that there is a default with respect to the security of an Indian issuer or with respect to any other claim that a Fund may have against any such issuer or its directors and officers. As a result, even if a Fund initiates a suit against the issuer in a US court, it may not be possible for it to (1) effect service of process in India, (2) enforce court judgments obtained outside India against Indian companies or the directors and the executive officers of such Indian companies and (3) obtain expeditious adjudication of an original action in an Indian court to enforce liabilities against Indian companies or the directors and executive officers of such Indian companies. Moreover, if a Fund obtains a judgment in a US court, it may be difficult to enforce such judgment in India since the US has not been declared by the Government of India to be a reciprocating territory. A judgment of a court (which has to direct the payment of a certain sum against the defendant) in a jurisdiction that is not a reciprocating territory may be enforced only by a fresh suit upon the judgment and not by proceedings in execution. The suit must be brought in India within 3 (three) years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. It is uncertain as to whether an Indian court would enforce foreign judgments that would contravene or violate Indian law or public policy. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive, as a penalty or inconsistent with public policy.



### Non-Controlling Investments

WestBridge Capital US or WestBridge Capital Partners 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.

### Small- and Medium-Capitalization Companies

WestBridge Capital US or WestBridge Capital Partners may recommend investments in the securities of companies with small to medium-sized market capitalizations. While WestBridge Capital US or WestBridge Capital Partners believes they may provide significant potential for appreciation, those stocks, particularly small-capitalization stocks, involve higher risks in some respects than do investments in securities of larger companies. For example, prices of small-capitalization and even medium-capitalization securities are often more volatile than prices of large-capitalization securities and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to investors) is higher than for larger, "blue-chip" companies. In addition, due to thin trading in the securities of some small-capitalization companies, an investment in those companies may be less liquid.

### Non-U.S. Securities

WestBridge Capital US and WestBridge Capital Partners generally recommend 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.

### Venture Capital Investments

WestBridge Capital Partners provide investment advice to the Venture Funds, after taking into consideration the advice from WestBridge Capital US, regarding 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. The Venture Funds typically invest in

securities which are not traded freely now and may not be freely traded in the future. 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.

#### Additional Risk Factors

Additional risks may also include the following:

- Funds may not achieve their investment objectives. A Fund's strategy may not be successful and Investors may lose some or all of their investment.
- WestBridge Capital US, WestBridge Capital Partners and their affiliates may spend time on activities that compete with a Fund without accountability to Investors, including investing for other Funds and for their own accounts. If WestBridge Capital US or WestBridge Capital Partners receives better compensation and other benefits from managing other assets or Funds compared to managing a particular Fund, it has an incentive to allocate more time to those other activities.
- WestBridge Capital US or WestBridge Capital Partners may provide certain Investors more frequent or detailed reports, special compensation arrangements and withdrawal rights that it does not provide to other Investors.
- A Fund's positions in an issuer's securities may be subordinated to other securities of the issuer with respect to economic, management and other rights.
- Portfolio companies may require substantial additional capital to support growth or maintain a competitive position. Such capital may not be available on attractive terms. Each Fund will have limited capital and may not be able to protect its interests from dilution if a portfolio company raises additional capital.
- A Fund's investment returns are dependent on portfolio companies engaging in a liquidity event (such as an initial public offering, merger or sale). There can be no assurance that a portfolio company will be able to consummate such a liquidity event at a proper time or favorable valuation.
- The secondary market for venture capital companies is highly competitive. WestBridge Capital US or WestBridge Capital Partners may not be able to identify investments on attractive terms or to invest all of a Fund's capital.
- The Funds may establish reserves for follow-on investments in portfolio companies, operating expenses, liabilities and other matters. Such reserves are difficult to estimate. A Fund may not establish adequate reserves, which would have a material adverse effect on its investment returns.

- Investor sentiment on the market, an industry or an individual stock, fixed income or other security is not predictable and can adversely affect a Fund's investments.
- WestBridge Capital US or WestBridge Capital Partners may not be able to obtain complete or accurate information about an investment and may misinterpret the information that they do receive. WestBridge Capital US or WestBridge Capital Partners may also receive material, non-public information about an issuer that prevents them from recommending securities of that issuer to a Fund when the Fund could make a profit or avoid losses.
- A Fund's investments may not be diversified.
- Counterparties such as brokers, dealers, banks, custodians and administrators with which the Funds do business may default on their obligations. For example, a Fund may lose its assets on deposit with a broker if the broker, its clearing broker or an exchange clearing house becomes bankrupt.
- Changes in economic conditions can adversely affect investment performance. At times, economic conditions in the U.S. and elsewhere have deteriorated significantly, resulting in volatile securities markets and large investment losses. Government actions responding to these conditions could lead to inflation and other negative consequences to investors.
- WestBridge Capital US, WestBridge Capital Partners and their affiliates and agents generally are not responsible to any Fund or Investor for losses incurred by a Fund except in certain limited circumstances.
- There is not and will not be an active market for the interests in the Funds. It may be impossible to transfer any such interests, even in an emergency.
- Investors generally are not permitted to withdraw capital from the Venture Funds, and Investors may only withdraw capital from the Crossover Fund after a 4 year lock-up and subject to substantial restrictions.
- The Funds will only make distributions in limited circumstances, and there can be no assurance that any distributions will be made before a Fund's liquidation, or at all.
- Investors will be required to make additional capital contributions to a Fund at the Fund's discretion. Accordingly, Investors will be required to maintain a substantial portion of their capital commitments in assets that can be readily converted to cash.
- An Investor who fails to make a capital contribution to a Fund when required to do so will be subject to significant penalties, including forfeiture of part of that Investor's prior investment in the Fund and other legal remedies.
- From time to time, a Fund may distribute assets in kind to its Investors. Such assets may be difficult or impossible for an Investor to sell.

- A Fund may dissolve at any time, even if such action adversely affects one or more Investors.
- If the assets that WestBridge Capital US, WestBridge Capital Partners and their affiliates advise grow too large, it may adversely affect performance, because it is more difficult for them to find attractive investments as the amount of assets that they advise increases.
- The attorneys who represent WestBridge Capital US, WestBridge Capital Partners and/or the Funds do not represent the Investors. Investors must hire their own counsel for legal advice and representation.
- The Funds, an administrator or any government agency may freeze assets that any of them believes a Fund holds in violation of anti-money laundering laws or rules or on behalf of a suspected terrorist, and may transfer such assets to a government agency. None of the Funds or an administrator will be liable for losses related to actions taken in an effort to comply with anti-money laundering regulation.
- Federal, state and international governments may increase regulation of investment advisers, private investment funds and derivative securities, which may increase the time and resources that WestBridge Capital US and WestBridge Capital Partners must devote to regulatory compliance, to the detriment of investment activities.
- Neither WestBridge Capital US nor WestBridge Capital Partners is registered with the SEC as a broker-dealer or with the Commodity Futures Trading Commission as a commodity pool operator. The equity interests in the Funds are not registered under the Securities Act of 1933, and the Funds are not registered investment companies under the Investment Company Act of 1940. WestBridge Capital US and WestBridge Capital Partners believe that none of these registrations are required because exemptions are available under applicable law. If a regulatory authority deems that any of these registrations is required, WestBridge Capital US, WestBridge Capital Partners and any Fund could be subject to expensive legal action and potential termination. In addition, Investors do not have certain regulatory protection that they would have if these registrations were in place.
- The Funds' activities could cause adverse tax consequences to the Funds and the Investors, including liability for interest and penalties.
- The Funds' activities may cause a Fund or an Investor that is subject to the Employee Retirement Income Security Act of 1974 to engage in a prohibited transaction under that Act.
- If a Fund becomes insolvent, Investors may be required to return with interest any distributions and forfeit any undistributed profits.

***The above is not a complete list of risk factors. It is important that investors in Funds refer to the relevant governing documents (including the PPM) for a complete understanding of WestBridge Capital US' and WestBridge Capital Partners' methods of analysis and investment***

*strategies. The information containing herein is a summary only and is qualified by such documents.*

## **ITEM 9 – DISCIPLINARY INFORMATION**

WestBridge Capital US and WestBridge Capital Partners are required to disclose all material facts regarding any legal or disciplinary events that would be material to an investor's evaluation of WestBridge Capital US and WestBridge Capital Partners or the integrity of WestBridge Capital US' and WestBridge Capital Partners' respective management teams. Neither WestBridge Capital US nor WestBridge Capital Partners has any legal or disciplinary information to disclose at this time.

## **ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

As noted above, affiliates of WestBridge Capital US or WestBridge Capital Partners are Preferred Shareholders that have certain advisory rights associated with such status. Further the Preferred Shareholders may receive the 20% share of net capital gains with respect to the Ventures I Fund and Ventures II Fund.

Affiliates of WestBridge Capital US or WestBridge Capital Partners may receive director's fees or similar compensation from portfolio companies of the Venture Funds which may trigger a Management Fee Offset. The shareholders agreements of the Venture Funds contain certain protections for Investors in the Venture Funds. Investors should contact the Chief Compliance Officer at (650) 645-6220 or [peter.wendell@westbridgecap.com](mailto:peter.wendell@westbridgecap.com) with any concerns.

In addition, as noted in Item 4 above, WestBridge Capital Partners is partially owned by the Principal and WestBridge Capital Partners' board of directors includes an employee of WestBridge Capital US and several independent directors.

Principals and employees of WestBridge Capital US, WestBridge Capital Partners and/or their affiliates may also invest directly in certain Funds, but investments in the Funds made by such parties are generally not subject to the management fees or shares of net capital gains described in Item 5 above.

Peter Wendell is a beneficial owner of WestBridge Capital Partners, a senior adviser to WestBridge Capital US and to the Funds and a director of the Crossover Fund. Mr. Wendell is the founder of a venture capital firm and still provides investment advisory services to that firm. Mr. Wendell currently serves on the board of directors of numerous companies, both public and private. Any potential conflicts of interest are managed by subjecting Mr. Wendell to the Code, as that term is defined in Item 11 of this Brochure. Relevant relationships are disclosed in the relevant private placement memorandums, which are provided to investors in the Funds prior to their investment.

Muralidhar Shenoy serves as the Director of Operations for WestBridge Capital Partners, and is a director of the Crossover Fund and WestBridge Capital Partners. Any potential conflicts of interest associated with these activities are managed by subjecting Mr. Shenoy to the Code.

Parwatee Iyer serves as a director of WestBridge Capital Partners and is a full time employee of International Financial Services Limited, Mauritius. Any potential conflicts of interest associated with these activities are managed by subjecting Ms. Iyer to the Code.

Raj Tapesar serves as a director of WestBridge Capital Partners and maintains various outside business activities, including a directorship at Prolifik Business Consulting Co. Ltd, an unaffiliated investment advisor. Any potential conflicts of interest associated with these activities are managed by subjecting Mr. Tapesar to the Code.

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

### **A. Code of Ethics**

WestBridge Capital US' Code of Ethics (the "Code") is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 ("Advisers Act"). The Code applies to WestBridge Capital US' and WestBridge Capital Partners' access persons (which term includes all employees of WestBridge Capital US and WestBridge Capital Partners and certain other persons) (the "Access Persons") and sets forth a standard of business conduct that takes into account the status of WestBridge Capital US and WestBridge Capital Partners as fiduciaries and requires Access Persons to place the interests of Advisory Clients and Investors above their own interests. The Code 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 WestBridge Capital US' 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.

As required by Rule 204A-1 of the Advisers Act, and as further discussed in Item 11.C below, the Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by Access Persons. Access Persons generally may not trade in securities issued by public and private companies in India, or that have a significant nexus or business linkages with India and South Asia, with a market capitalization of less than \$1 billion. 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.

Investors in the Funds may obtain a copy of the Code by contacting the Chief Compliance Officer at (650) 645-6220 or [Peter.Wendell@westbridgecap.com](mailto:Peter.Wendell@westbridgecap.com).

### **B. Potential Conflicts of Interest**

WestBridge Capital US' and WestBridge Capital Partners' employees or related persons may also 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 private placement memoranda. 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 Capital US and/or WestBridge Capital Partners to provide different investment advice than if such parties did not have such financial ownership interests. Further, all advice provided by WestBridge Capital Partners to the Funds must be approved by the Fund's board of directors. Such measures are intended to address potential conflicts of interest.

Preferred Shareholders may make significant investments in the Venture Funds. Such investments may not be subject to the same fees as described in each of the relevant private placement memoranda.



WestBridge Capital US and WestBridge Capital Partners recommends interests in the Funds to prospective Investors. This may cause a conflict as certain related persons and affiliates maintain investments in the Funds.

It should also be noted that WestBridge Capital US may give advice and recommend the purchase or sale of securities and other financial instruments, or buy or sell such securities, and instruments for their own account which advice or instruments may differ from advice given to WestBridge Capital Partners including instruments recommended or bought or sold for the Funds by WestBridge Capital Partners based on advice provided by WestBridge Capital US, even though their investment objectives may be the same or similar. Potential conflicts of interest may arise in connection with the personal trading activities of Access Persons.

WestBridge Capital US addresses the above potential conflicts through its personal securities transaction pre-clearance and holding requirements described in Item 11. A. and 11. C, and through disclosure to Investors of such potential conflicts. Further, WestBridge Capital US and WestBridge Capital Partners regularly monitors the Advisory Client portfolios for consistency with Advisory Client 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 Capital US or WestBridge Capital Partners, and all Access Persons are required to acknowledge their receipt and understanding of the Code

### **C. Personal Trading of Related Persons**

The Code is designed to ensure that the personal securities transactions of the Access Persons do not conflict with transactions effected on behalf of the Advisory Clients. Access Persons must (i) place the interests of clients first, (ii) avoid taking inappropriate advantage of their positions within the firm, and (iii) conduct their personal securities transactions in full compliance with the Code.

As required by Rule 204A-1 of the Advisers Act, WestBridge Capital US and WestBridge Capital Partners require Access Persons to report their securities transactions on a quarterly basis and disclose their securities holdings upon employment and on an annual basis thereafter. WestBridge Capital US and WestBridge Capital Partners also restrict the personal trading of Access Persons. Access Persons generally may not invest in securities issued by public and private companies in India, or that have a significant nexus or business linkages with India and South Asia, with a market capitalization of less than \$1 billion. Access Persons are required to pre-clear transactions in initial public offerings (“IPOs”) and limited offerings.

WestBridge Capital US and WestBridge Capital Partners also maintain policies and procedures that are designed to prevent the misuse of material, non-public information. WestBridge Capital US’s and WestBridge Capital Partners’ personnel are required to certify their compliance with the policies and procedures to prevent insider trading.

## ITEM 12 – BROKERAGE PRACTICES

### A. Recommending Brokers & Research and Other Soft Dollar Benefits

#### Recommendation of Brokers

WestBridge Capital US recommends to WestBridge Capital Partners brokers-dealers for each transaction for the Funds and WestBridge Capital Partners negotiates the fees to be paid to the broker-dealer in connection with such transactions. WestBridge Capital US and WestBridge Capital Partners recognize the duty to obtain “best execution.” Consistent with such duty, in determining best execution, WestBridge Capital US and WestBridge Capital Partners take into account the full range and quality of a broker-dealer’s services, including research and other services. Neither WestBridge Capital US nor WestBridge Capital Partners recommends broker-dealers solely on the basis of lowest possible commission costs, but by the best qualitative execution.

WestBridge Capital US and WestBridge Capital Partners will use their best efforts to recommend brokers so that 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.

In recommending a broker for any transaction or series of transactions, WestBridge Capital US may consider a number of factors, including, for example:

- net price, clearance, settlement and reputation,
- financial strength and stability,
- efficiency of execution and error resolution,
- block trading and block positioning capabilities,
- willingness to execute related or unrelated difficult transactions in the future,
- special execution capabilities,
- order of call,
- offering to WestBridge Capital US or WestBridge Capital Partners on-line access to computerized data regarding the Funds,
- computer trading systems,
- the availability of stocks to borrow for short trades, and
- other matters involved in the receipt of brokerage services generally.

#### Procedures for Evaluating Execution Services

The Chief Compliance Officer will annually evaluate the trade execution services the Funds receive from the brokers WestBridge Capital US recommends to WestBridge Capital Partners, including comparing those services to the services available from other brokers to determine if it is achieving best execution for such transactions. As part of those evaluations, WestBridge

Capital US typically considers, among other things, alternative brokers, market makers and market centers, the quality of execution services, the desirability of continuing with various soft dollar services and the desirability of adding or removing brokers and increasing or decreasing targets for each broker (based on the WestBridge Capital US' assessment of the value that each broker adds to the Funds) and the appropriate level of commission rates.

#### Brokerage for Client Referrals

In recommending brokers, WestBridge Capital US takes into account the factors listed above. As part of its "best execution" analysis, WestBridge Capital US considers a broker-dealer's ability to provide WestBridge Capital US with the opportunity to participate in capital introduction events sponsored by the broker-dealer and to refer Investors to the Funds. It should be emphasized that WestBridge Capital US does not recommend broker-dealers solely in return for referrals.

WestBridge Capital US recognizes that it may have an incentive to favor broker-dealers that provide capital introduction services to WestBridge Capital US or refer Investors. WestBridge Capital US and WestBridge Capital Partners receive asset-based fees and accordingly would receive a financial benefit from the increase in assets under management that result from capital introduction services and Investor referrals. Similarly, WestBridge Capital US, WestBridge Capital Partners or an affiliate receives performance-based compensation and accordingly could receive larger performance-based compensation in any given profit period as a result of an increase in assets under management that results from capital introduction services and Investor referrals. The potential for higher fees presents a potential conflict in that WestBridge Capital US has an incentive to favor broker-dealers that provide services that have a direct impact on fees even if those broker-dealers rate unfavorably in other categories that are part of WestBridge Capital US' best execution analysis. WestBridge Capital US addresses this potential conflict through its best execution review process. Such reviews are intended to allow WestBridge Capital US to determine when broker-dealers that outperform in capital introduction and Investor referrals under perform in other areas. In such situations, WestBridge Capital US may provide heightened scrutiny to a relationship with a broker-dealer.

WestBridge Capital US does not have directed brokerage agreements. WestBridge Capital Partners negotiates brokerage agreements on behalf of the Funds.

#### **B. Aggregations of Securities**

The Venture Funds are currently only making follow-on investments. The only Fund making new investments is the Crossover Fund. Accordingly, WestBridge Capital US and WestBridge Capital Partners do not aggregate the purchase or sale of securities for its clients.

If WestBridge Capital US or WestBridge Capital Partners aggregate 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 Capital US or WestBridge Capital Partners were not executing similar transactions concurrently for other accounts. WestBridge

Capital US or WestBridge Capital Partners may also cause a client to buy or sell securities directly from or to another client, if such a cross-transaction is in the interests of both clients.

### Transactions between Funds

In certain cases, WestBridge Capital Partners, in consultation with the Indian Advisor and WestBridge Capital US, may seek to cause a Fund to purchase investments from another Fund, or it may seek to cause a Fund to sell investments to another Fund (such transaction a “Cross Trade”). 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 Capital Partners or WestBridge Capital US might have an incentive to improve the performance of one Fund by selling underperforming assets to another Fund in order, for example, to earn fees. Additionally, in connection with such transactions, WestBridge Capital Partners, WestBridge Capital US, their affiliates and/or their professionals (i) may have significant investments, or intentions to invest, in the Fund that is selling and/or purchasing such an investment or (ii) otherwise have a direct or indirect interest in the investment (such as through certain other participations in the investment). WestBridge Capital US, the Indian Advisor and WestBridge Capital Partners may also receive management or other fees in connection with their management of the relevant Funds involved in such a transaction, and may also be entitled to share in the investment profits of the relevant Funds. However, neither WestBridge Capital US nor WestBridge Capital Partners will directly or indirectly receive any commission or other transaction-based compensation for effecting any such transaction. Further, prior to WestBridge Capital Partners seeking to cause a Fund to purchase investments from another Fund, or seeking to cause a Fund to sell investments to another Fund, WestBridge Capital Partners, in consultation with the Indian Advisor and WestBridge Capital US, will seek the consent of the relevant Funds’ advisory boards, as applicable, and structure the terms of the Cross Trade in accordance with the relevant Funds’ governing documents. Securities subject to Cross Trades are also generally held by an SPV, which was established for the specific purpose of making the specific investments (and any related follow-on investment).

## **ITEM 13 – REVIEW OF ACCOUNTS**

### **A. Review of Client Accounts**

The Advisory Client portfolios are reviewed by the Principal on a weekly basis. Such reviews include a review of investment policy, the suitability of the investments used to meet policy objectives, cash availability, and investment objectives. The Principal 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.

### **B. 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. In addition pursuant to a side letter certain Investors may receive additional reporting. Investors in the Funds may obtain further detail of such reports by contacting the Chief Compliance Officer at (650) 645-6220 or Peter.Wendell@westbridgecap.com.

The Funds have entered into side letter agreements with certain Investors. Such agreements may provide such Investors with additional notification and disclosure rights, special fee arrangements, transfer rights, co-investment rights and special redemption rights relating to frequency or notice, among others. In the future, the Funds may enter into additional side letter agreements. The Funds generally enter 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 Capital US and WestBridge Capital Partners comply with the requirements of such side letters to the extent required.

## **ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION**

Not applicable to WestBridge Capital US or WestBridge Capital Partners.

## **ITEM 15 – CUSTODY**

In accordance with Rule 206(4)-2 under the Advisers Act (the “Custody Rule”), WestBridge Capital US is deemed to have custody of Fund assets since an affiliate of WestBridge Capital US and/or WestBridge Capital Partners serves 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 the Fund’s administrators in Mauritius), 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 Capital US or WestBridge Capital Partners.

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 Capital US or WestBridge Capital Partners.

## **ITEM 16 – INVESTMENT DISCRETION**

Neither WestBridge Capital US nor WestBridge Capital Partners has discretionary authority to manage securities accounts on behalf of the Advisory Clients.



## **ITEM 17 – VOTING CLIENT SECURITIES**

Neither WestBridge Capital US nor WestBridge Capital Partners has authority to vote 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.

## **ITEM 18 – FINANCIAL INFORMATION**

Neither WestBridge Capital US nor WestBridge Capital Partners is currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.