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**INVESTOR GRIEVANCE REDRESSAL POLICY -  
COMPLAINT HANDLING, GRIEVANCE REDRESSAL  
AND DISPUTE RESOLUTION**

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**STAKEBOAT CAPITAL FUND II**



## 1 INTRODUCTION

Stakeboat Capital Trust II (“Trust”) has been set up as a contributory trust in India under the Indian Trusts Act, 1882 and has obtained registration (IN/AIF2/20-21/0837) as a Category II Alternate Investment Fund (“AIF”) with Securities and Exchange Board of India (“SEBI”) under the SEBI (Alternative Investment Funds) Regulations, 2012 (“AIF Regulations”). Stakeboat Capital Fund II (“Fund” or “Scheme”) is the first scheme of the Trust. Stakeboat Capital LLP is the Settlor and Investment Manager to the Trust and the Fund. IDBI Trusteeship Services Limited is the Trustee to the Trust and Stakeboat Ventures LLP is the Sponsor to the Trust and the Fund.

## 2 INVESTOR CHARTER FOR THE AIF

✓ **Vision**

- To develop the Alternative Investment Fund ( “AIF” ) industry on professional and ethical lines and maintain high standards of governance and transparency.

✓ **Mission**

- Maintain high professional and ethical standards within the AIF industry;
- Comply with all applicable regulations and co-operate with the regulators in all aspects of the AIF activity;
- Act in a fiduciary capacity towards the Investors.

✓ **Details of business transacted by the AIF with respect to the investors:**

- To raise capital from domestic and global investors;
- To invest in portfolio companies in accordance with investment strategy stated in the Fund documents, with an objective to generate positive returns for the stakeholders including investors;
- To distribute returns to the investors as per the Fund documents.

✓ **Details of services provided to investors:**

- On-boarding of investors;

- Obtaining investor consent for material changes to fund structure;
- Dissemination of financial information of fund;
- Disclosures with respect to material risks associated with the fund and its portfolio Investments;
- Intimation of any non-material changes in the operations of the fund;
- Grievance redressal.

### 3 PURPOSE

As per the AIF Regulations and SEBI Master Circular on the redressal of investor grievances through the SEBI Complaints Redress System (SCORES) platform (“Master Circular”), an AIF by itself, or through its Investment Manager or the Sponsor is mandated to formulate a detailed process for the resolution of disputes between its investors, the AIF, Investment Manager or the Sponsor. This resolution is effected either via arbitration or any such mechanism as mutually agreed between the investors and the AIF. Additionally, the AIF Regulations and the Investment Management Agreement between the Trustee and the Investment Manager also mandates that the Investment Manager, in this case, to address all complaints.

The Fund acknowledges that unresolved complaints and concerns will harm its interests and reputation. Additionally, this would be in contravention to the governing regulations. Hence, the purpose of the **Policy - Investor Grievance Redressal policy** (Complaint handling, Grievance redressal and Dispute resolution) dated May 2023, is to ensure that investor complaints/ grievances are resolved effectively in a fair and timely manner in accordance with the applicable regulations.

Investor Complaints / Grievances may include the following allegations:

- ✓ Failure to disclose conflicts of interest;
- ✓ Engaging in activities that are inconsistent with investment strategy;
- ✓ Misrepresentations;
- ✓ Complaints about handling of drawdown transactions;
- ✓ Failure to provide a notice of a drawdown, distributing units, distributing proceeds, and other such instances.

Following shall not constitute a complaint:

- ✓ Anonymous complaints (except whistleblower complaints);
- ✓ Incomplete or un-specific complaints.
- ✓ Allegations without supporting documents;
- ✓ Suggestions or seeking guidance/explanation;
- ✓ Complaints on matters not relating to the financial products or services provided by the Manager/Fund;
- ✓ Complaints about any unregistered/ un-regulated activity; and
- ✓ References in the nature of seeking information or clarifications about financial products or services offered by the Manager or Fund.

However, investor feedbacks, queries and clarifications will not be considered as instances of complaint/ grievance. Please note, this Policy is to be read in accordance with the relevant provisions of the Contribution Agreements (as entered and will be entered from time to time and to the extent relevant in the current context) and the latter will prevail in case of any differences.

#### **4 RESPONSIBILITY OF THE INVESTMENT MANAGER AND INVESTOR RELATIONS OFFICER**

The Investment Manager has designated an Investor Relations Officer to attend to and address any investor query/concern/grievance at the earliest. Additionally, the Investment Manager will ensure that the Investor Relations Officer is vested with the necessary authority and independence to handle complaints received from the investors.

The broad responsibilities of the Investment Manager and the Investor Relations Officer include the following:

- ✓ Address all investor grievances/ complaints;
- ✓ Treat all investors fairly and reasonably at all times;
- ✓ Ensure complaint resolution swiftly and in an effective manner;
- ✓ Ensure that investors are duly informed about the modes of grievance redressal available to them;
- ✓ Comply with the reporting/ disclosure requirements prescribed by the applicable SEBI regulations for the purpose of grievance redressal; and
- ✓ Prevent the occurrence of similar complaints in future.

## 5 GRIEVANCE REDRESSAL FRAMEWORK

Investors may raise their complaints/grievances through any of the following modes:

### A. Registration of complaint with the Investment Manager

- ✓ **Email:** Investors can send their query / complaint at [IR@stakeboat.com](mailto:IR@stakeboat.com)
  - ✓ **Phone:** Investors can call the Fund's Investor Relations number at +91 97430 00790 on any business day between 10.00 am and 6.00 pm
  - ✓ **Letter:** Investors can write to the Fund / Manager with their query / complaint at the registered office address at Stakeboat Capital LLP, First Floor, A Block, Miraya Rose, 66/1, Siddapura, Old HAL Airport-Whitefield Road, Next to Shell Petrol Bunk, Whitefield, Bengaluru – 560066
- An investor may approach the Fund via the outlined channels including email or letter or phone number to lodge their grievance, either via email or letter to the Investment Manager for registering a complaint;
  - All grievances will be directed towards and acknowledged by the Investor Relations Officer to address and resolve all investor complaints;
  - The Investor Relations Officer will strive to resolve the complaint within 30 days of receipt of the complaint, to the satisfaction of the investor;
  - The Investor Relations Officer will ensure to update the complainant/ investor periodically regarding the grievance redressal status and actions taken.
  - Investors can also independently address complaints or grievances to the **Grievance Officer** - Ms. Deepti Malik, (Managing Director and Head, Investor Relations) in case they are not satisfied with the responses received through the investor relations phone, e-mail or letter sent above. **Email** – [deepti@stakeboat.com](mailto:deepti@stakeboat.com).

### B. Investors can register a complaint on the SEBI Complaints Redress System (SCORES) platform

- In case the complaint is not resolved within 30 days of receipt of the complaint by the Investment Manager, the investors can register a grievance electronically on the **SCORES** platform, which is a web based centralised system and is available 24x7;

- To register a complaint, the Investors will be required to obtain login credentials of the SCORES platform to register their complaint. To obtain the login Id and password for the platform, the investors will be required to provide the required details. An indicative list of information sought by SCORES during investor registration is as under:
  - Name of the investor;
  - Permanent Account Number (PAN);
  - Investor contact details;
  - Email Id;
  - Aadhaar number (optional);
  - Central KYC (CKYC) ID (optional); and other such details required by the platform.
- Upon successful registration, a unique user id and a password shall be generated and communicated through an acknowledgement email to the investor.
- Once the complaint has been registered, it will automatically show up on the Fund's dashboard on the platform. The Investor Relations Officer will access the SCORES platform on a regular basis to acknowledge complaints and initiate the resolution process.

### **5.1 Conditions for registering a complaint on SCORES platform**

While registering a complaint on the SCORES platform, the investor will be asked to indicate whether they have approached the Fund before for registering a complaint. Accordingly, the investor grievance redressal process will proceed as follows:

- ✓ In case the investor has not approached the Fund through the Investment Manager/ Grievance Officer with the complaint before:-
  - In this case, when an investor registers their complaint on the SCORES platform, the complaint will be automatically forwarded to the Fund for resolution, without any passthrough or interference of SEBI;
  - This is called 'Direct Complaint', wherein SEBI mandates that if the investor has not approached the Fund previously for registering the complaint, then that complaint on the SCORES platform will be addressed by the Fund / Investment Manager first, without the interference of SEBI;

- Once the Complaint is registered, the Investor Relations Officer, on behalf of the Fund will respond to the investor and endeavour to resolve the complaint within a 30-day period;
  - In case the Investor Relations Officer fails to resolve the complaint / respond to the investor within 30 days of receipt of the complaint, then the complaint will automatically be escalated to SEBI by the platform.
- ✓ Facility to review Complaint registered on the SCORES Platform:-
- Once the Investment Manager has resolved/responded to the Complaint within the 30-day period, the SCORES platform provides an investor with a one-time 'Review' option available for 15 days after the date of receipt of response from the Investment Manager;
  - In the event that the investor is unsatisfied with the Fund's response, they must indicate the same within 15 days of receipt of reply from the Investment Manager failing which the complaint will be closed on SCORES;
  - If the investor indicates their dissatisfaction within the 15 day period, then the complaint will be escalated to supervising official of the dealing officer of SEBI.
- ✓ In cases where the investor has approached the Fund with the complaint before:-
- If an investor has approached the Fund with the complaint prior to registering the complaint on the SCORES platform, then their complaint will be directly escalated to SEBI;
  - Once the complaint reaches SEBI, it may, after examining the issue, forward the Complaint to the Fund with an advice to send a written reply to the investor and file an Action Taken Report (ATR) in SCORES within 21 days;
  - The complete ATR, along with supporting documents, will be updated electronically by the Investor Relations Officer on SCORES;
  - The proof of dispatch of the reply of the Investor Relations Officer to the complainant will also be uploaded in SCORES and preserved for future reference.

✓ Timeline for lodging a complaint on SCORES post the incidence of complaint:-

An investor can register a complaint on SCORES platform within 1 year from the date of cause of complaint. This is subject to conditions prescribed as under:

- The investor approached the Fund/ Investment Manager for redressal of the complaint and the complaint has been rejected; or
- The investor did not receive any communication/ acknowledgment from the Investment Manager; or
- The investor is not satisfied with the response received or the action taken for resolution of the complaint by the Investment Manager.

## 6 DISPUTE RESOLUTION MECHANISM

The Dispute Resolution Mechanism between the Investment Manager and/ or the Trustee and the Investors of the Fund is outlined in the 'Private Placement Memorandum' (PPM) and the Contribution Agreement. The relevant sections from the aforementioned documents will be adopted for addressing unresolved disputes. The resulting mechanism is as under:

- In the first instance, any dispute that arises between the Investment Manager and/or Trustee, referred to as one party, and one or more of the investors, referred to as the other party, will be attempted to be resolved between the Investment Manager and/or Trustee and the investors.
- If the parties fail to resolve the dispute through discussions within 45 days after one party serves a written notice to the other party requesting the commencement of such consultations OR if either party is not satisfied with the outcome of the discussion within 45 days of the receipt of the response, then parties will, in writing, request for arbitration to settle the dispute;
- The arbitration will be held before 1 (one) arbitrator, who will be selected jointly by the Parties, or, if the Parties cannot agree on the selection of the arbitrator, they will be selected in accordance with the Arbitration and Conciliation Act, 1996. The arbitrator will be a person of professional repute who is not directly or indirectly connected with any of the Parties to this Agreement and have prior experience as an arbitrator. The arbitration will be conducted in accordance with the provisions of the Arbitration and Conciliation Act, 1996;

- The place of arbitration will be Bangalore. The language to be used in the arbitration proceedings will be English;
- Further, if an investor raises a dispute with the Investor Relations Officer via the Grievance Redressal Framework outlined in section 4 of this Policy, and the dispute remains unresolved, then the dispute may be submitted for arbitration as per the mechanism outlined in section 5 of the Policy.

## 7 Dispute Resolution Framework (for AIFs registered with SEBI)

- In cases where an Investor raises grievances involving adjudication of disputes relating to third-party rights, questions of law or fact, or matters in the nature of a lis between parties and is not satisfied with the resolution provided through the SEBI Complaint Redress System (SCORES), including after the second review, such Investor may seek recourse through the Online Dispute Resolution (ODR) mechanism introduced in the securities market.
- In addition to the ODR mechanism, the Investor retains the right to pursue remedies through appropriate legal forums, including but not limited to civil courts, consumer forums, or arbitration, as applicable under law.
- Notwithstanding the process under SCORES, an Investor may initiate proceedings under the ODR platform or pursue civil remedies at any time. However, it is clarified that once an Investor initiates proceedings under the ODR mechanism or before any legal forum, **any pending complaint on SCORES shall be deemed to be disposed of.**

## 8 MAINTENANCE OF RECORD

All records associated with investor complaints and resolutions, including escalations, will be maintained for record. The Fund / Manager shall maintain all records relating to handling of complaints, including the following: (i) complaints received and processed; (ii) all correspondence exchanged between the Fund / Manager and the complainants; (iii) all information and documents examined and relied upon by the Fund / Manager while processing of the complaints; (iv) outcome of the complaints; (v) reasons for rejection of complaints, if any; (vi) timelines for processing of complaints; and (vii) data of all complaints handled by it. The Fund / Manager shall maintain the records in electronic retrieval form. The Fund will ensure quarterly compilation of the records of

investor complaints received against the Fund and redressal status thereof within 7 days from the end of each quarter.

## **9 DISCLOSURES**

The Fund will endeavour to comply with AIF Regulations as updated from time to time vis-à-vis the disclosure requirements applicable to the Fund. The Fund/ Investment Manager will ensure disclosure of the grievance redressal mechanism in the prescribed format.

Additionally, the Fund will disclose the data on investor complaints and the redressal status thereof in the PPM within one month of end of every financial year in the prescribed format.

Such change in the PPM will be intimated to its investors and SEBI in compliance with the applicable regulations. Further, the Fund will submit a quarterly report online to SEBI (through the SEBI Intermediary Portal) pertaining to the Fund's grievance redressal activities within 15 calendar days from the end of each quarter in the SEBI prescribed format.

## **10 REVIEW OF THE POLICY**

The Policy will be reviewed on an annual basis or earlier, if required, in light of any material changes in regulatory framework or for business or operational reasons. Any subsequent changes will form part of the Policy only after the approval of the Designated Partners of the Investment Manager.

## **11 DISCLOSURE ON WEBSITE**

This policy, as amended from time to time, along with the name and contact details of the Grievance Officer will be disclosed on the website of the Fund. Any change or modification to the policy will also be disclosed on the website from time to time.

## 12 GRIEVANCE REDRESSAL CONTACT DETAILS

Contact Details for Complaint Handling, Grievance Redressal and Dispute Resolution at Stakeboat Capital:-

- Please contact the **Investor Relations** (“IR”) team via:-  
IR email ID: [IR@stakeboat.com](mailto:IR@stakeboat.com)  
IR mobile number : +91 97430 00790
- **Grievance Officer** - Ms. Deepti Malik  
Email ID: [deepti@stakeboat.com](mailto:deepti@stakeboat.com) and Phone No. – +91 9880322306
- You may also approach **Managing Partner** - Mr. Chandrasekar Kandasamy  
Email ID: [chandra@stakeboat.com](mailto:chandra@stakeboat.com) and Phone No. - +91 9845013983
- If not satisfied with the response, investors can lodge their grievances with SEBI at <https://scores.sebi.gov.in> or may write to any of the offices of SEBI. For any queries, feedback, or assistance, please contact SEBI Office on Toll Free Helpline at 1800 22 7575 / 1800 266 7575.