
INVESTOR CHARTER

STAKEBOAT CAPITAL FUND II
(A SCHEME OF STAKEBOAT CAPITAL TRUST II)

CATEGORY II AIF, SEBI Registration Number : IN/AIF2/20-21/0837



1 INTRODUCTION:

Stakeboat Capital Trust II (“Trust”) has been set-up as a contributory trust in India under the Indian Trusts Act, 1882. It has obtained registration (IN/AIF2/20-21/0837) as a Category-II Alternative Investment Fund with the Securities and Exchange Board of India (“SEBI”) under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (as amended from time to time) (“Regulations”). Stakeboat Capital Fund II is a scheme of the Trust (“Fund”). Stakeboat Capital LLP is the investment manager of the Fund (“Investment Manager”). IDBI Trusteeship Services Limited is the trustee of the Fund (“Trustee”).

2 VISION AND MISSION:

✓ 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.

3 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.

4 DETAILS OF SERVICES PROVIDED TO INVESTORS:

4.1 On-boarding of investors-

1. Sharing of the Private Placement Memorandum (“PPM”)
2. Account opening with the AIF:
 - Completing KYC of Investors and registration of KYC with KYC Registration Agency (KRA)
 - Sharing of copies of fund documents with investors
 - Entering into Contribution Agreement with investor

4.2 Obtaining investor consent for material changes to fund structure-

1. Change in the sponsor or the investment manager of the AIF
2. Change in control of the sponsor or the investment manager of the AIF
3. Material changes to terms of PPM
 - Term of fund.
 - Investment strategy
 - Increase in fees and charges
4. Winding up of fund prior to expiry of tenure

4.3 Dissemination of financial information of fund-

1. Net Asset Value (NAV) of fund
2. Financial information of investee companies
3. Information on performance of fund

4.4 Disclosures with respect to material risks associated with the fund and its portfolio investments-

1. Any inquiries/ legal actions by legal or regulatory bodies in any jurisdiction
2. Any material liability arising during the tenure of the fund
3. Any breach of provision of the PPM or any other agreement made with the investor or any other fund documents
4. Intimation regarding any conflict of interest
5. Risks associated with the portfolio, such as concentration risk, foreign exchange risk, leverage risk, realization risk, strategy risk, reputation risk, extra-financial risks such as social and corporate governance risks etc. at fund and investee company level

4.5 Intimation of any non-material changes in the operations of the fund-

1. Non-material changes such as:
 - Bank account details.
 - Address of the AIF or its investment manager or sponsor.
 - Contact details such as email-id, contact number etc. of the AIF or its Investment Manager (IM) or sponsor.

5. GRIEVANCE REDRESSAL:

Redressal of investor complaints received directly from investors and/or from SEBI/SCORES.

5.1 Investors can approach the Compliance Office with any grievance.

Contact Details-

Compliance Officer: Ms. Deepti Malik
Email: deepti@stakeboat.com
Phone: +91 9880322306

5.2 In case the issue is not resolved within 30 Business Days, the investor may escalate the grievance to SEBI through SCORES.

<https://scores.sebi.gov.in>

5.3 Investors may send their complaints to: Office of Investor Assistance and Education, Securities and Exchange Board of India, SEBI Bhavan. Plot No. C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.

6. TIMELINES OF THE ACTIVITY/SERVICES PROVIDED TO INVESTORS:

Sr. No.	Description of activity/services provided by AIFs to its Investors	Timeline for completion of activity
1.	Valuation related disclosures:	
a.	Valuation of investment by Category II AIF	Once every six months (on March and September end basis). Can be extended to once a year with approval of 75% of its investors by value of investment
b.	Disclosure of NAV of scheme/Fund	Once every six months (on March and September end basis)
2.	Transparency related disclosures:	
a.	Report comprising financial information of the Portfolio Entities, material risks and how they are managed and other material information on the Fund that is deemed to be relevant by the Investment Manager.	As Quarterly Report, issued in 45 (forty-five) days from the end of previous quarter
b.	Financial, risk management, operational, portfolio, and transactional information regarding fund/ investments	As part of the Quarterly Report issued in 45 (forty-five) days from the end of previous quarter
c.	Any inquiries/ legal actions by legal or regulatory bodies in any jurisdiction	As and when occurred, as part of the Disclosure section of the Quarterly Report issued in 45 (forty-five) days from the end of previous quarter
d.	Any breach of a provision of the PPM or agreement made with the investor or any other fund documents	As and when occurred
e.	Intimation regarding conflict of interest in any transaction	As and when they arise or seem likely to arise

f.	Any change in terms of the PPM / fund documents	On consolidated basis within one (1) month of end of each financial year
g.	Any fees ascribed to the investment manager or sponsor; and any fees charged to the AIF or any investee company	Within 1 (one) month from the end of each financial year on a consolidated basis
h.	Any significant change in the key investment team	As and when occurred.
i.	Any change in control of the Investment Manager and/or Sponsor, any change in the Investment Manager and/or Sponsor.	Prior approval shall be taken from the Contributors in accordance with the Regulations
3.	Complaint handling related services:	
a.	Response to complaint received from investors	Within 30 (thirty) days from the date of receipt of complaint
b.	Redressal of Investor complaint received from SEBI/ SCORES	Within 30 (thirty) days from the date of receipt of complaint
4.	Other Key Activities/Non-Financial Service Requests:	
a.	Capital calls /Drawdown Notice	Drawdown Notice (DDN) sent as per the fund PPM document, via email to the registered email ID/s of the investors
b.	Capital Contribution	Within 15 (fifteen) Business Days from the date of the Drawdown Notice
c.	Allotment and issuance of units	Allotment of units at the value date of receipt of clear funds in Fund's bank account. Issuance of units in Demat form, within 60 (sixty) Business days of receipt of clear payment in Fund's bank account
d.	Providing Account Statement (SOA) for each calendar month	Within 7 (seven) Business days of the following month
e.	Pay-out of Distribution Proceeds	Within 90 (ninety) days following the end of each fiscal quarter in which such Distribution Proceeds are received by the Fund

		Within 90 (ninety) Business days for income arising from Temporary Investments on financial year basis
f.	Processing of investor service requests (e.g., KYC update, bank change, contact details)	Within 10–15 Business days of receiving complete request with supporting documents, if required (processed by RTA)
g.	Distribution of tax certificates (Form 64C/64D)	Within timelines prescribed by Income Tax Act
h.	Responding to general investor queries	Within 7 (seven) Business days
i.	Investor Conference/Webinar	Bi-annually every financial year (timeline to be communicated in advance)

7. RIGHTS OF INVESTORS:

7.1 Right to information

- Receive all necessary information and disclosures as per SEBI and Fund documentation.
- Receive timely and accurate reports on capital contributions, valuations, distributions, and other financials.

7.2 Right to participate

- Participate in meetings, wherever applicable.

7.3 Right to report

- Lodge complaints and receive responses within defined timelines.

8. RESPONSIBILITIES OF INVESTORS:

8.1 Responsibility to inform and educate yourself

- Read thoroughly all fund documents including PPM, Contribution Agreement, sales literature, newsletters and understand the product.
- Carefully consider all investment risks, fees, and/or other factors detailed in these documents.
- Ensure and make certain that the proposed investment in the fund meets your investment objective and is in alignment with your risk appetite.
- Review your portfolio holdings, account statements and transaction confirmation on regular basis to ensure that you are aware of all transactions and securities where you are invested.

8.2 Responsibility to timely update your KYC and information with the intermediary

- Provide complete and accurate information in your KYC documents, including financial/income status.
- Timely updation of KYC information including contact or bank details.
- Ensure compliance with the applicable legal and tax regulations.

8.3 Responsibility to abide by the contribution agreement

- The investor needs to read carefully and understand the agreement that he/she is entering into with the AIF and abide by the terms thereof.
- The investor should be aware that investment terms are not guarantee of future performance or returns of the fund/ scheme.

8.4 Responsibility to use right financial intermediaries, consultants and advisors

- Carefully consider validity and reliability of investment information obtained from all sources, especially unsolicited information obtained over the Internet.

8.5 Responsibility to maintain confidentiality of information

- Investors shall not disclose any material non-public information that is received by virtue of being investors of the fund, except as may be guided by the terms of the fund documents.

DISCLOSURE ON WEBSITE:

Investor Charter is in accordance with the SEBI Circular SEBI/HO/IMD/IMD-I/DOF9/P/CIR/2021/682 dated December 10, 2021.

For more information, please refer to the fund's **Private Placement Memorandum (PPM)** or contact the **Compliance Officer**.