

LEADING FRONTIER PRIVATE LIMITED

FORM NO PAS-4 PRIVATE PLACEMENT OFFER LETTER

[Pursuant to section 42 of the Companies Act, 2013 and rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

LEADING FRONTIER PRIVATE LIMITED

(A private limited company registered under the Companies Act, 2013)

To,
BE CHOICE INVESTMENT PTE LTD
Attention: Jiang Lin (David)

143 Cecil Street,
01-01, GB Building,
Singapore (069542)

PRIVATE PLACEMENT OFFER LETTER IN RESPECT FOR PRIVATE PLACEMENT OF UPTO 2600, SENIOR, UNSECURED, UNRATED, UNLISTED, REDEEMABLE, NON CONVERTIBLE DEBENTURES OF THE NOMINAL VALUE OF INR 10,00,000 (INDIAN RUPEES TEN LAKHS EACH), AGGREGATING UP TO INR 260 CRORE ["OFFER LETTER"]

GENERAL INFORMATION:

- A. **Name, address, website and other contact details of the Company, indicating both registered office and the corporate office:**

Issuer / Company: **LEADING FRONTIER PRIVATE LIMITED**

Registered Office: 701, The Capital, B- Wing, Plot No C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, India.

Corporate Office: 701, The Capital, B- Wing, Plot No C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, India.

Telephone No.: 9819600477

Website: N.A

Fax: N.A

Contact Person: Rita Goenka

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CIN. U45309MH2017FTC290088

701, The Capital, B- Wing, Plot No C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, India.

LEADING FRONTIER PRIVATE LIMITED

Email: ritacg33@gmail.com , ritagoenka@countrygarden.com.cn

B. **Date of Incorporation of the Company: February 2, 2017**

C. **Business carried on by the Company and its subsidiaries with the details of branches or units, if any;**

Business of development of township, construction of residential/ commercial premises, roads or bridges, hotel, resorts, hospitals, educational institutions, recreational facilities, city and regional level infrastructure.

Business of property development, provide city and region level urban infrastructure facilities

Business to develop, construct, build, acquire, erect, alter or any other work in connection with any building, roads, highway and such purposes to prepare in designing, estimating, planning, modeling.

Details of subsidiaries or branches or units of the Company: N/A

D. **Brief particulars of the management of the Company:**

Name	Designation	Qualification	Current Address
Wei Liu	Director	Engineer	Flat No. 19 – B, 19 th Floor, Akash Ganga Breach Candy, Bhulabhai Desai Raod, Mumbai
Lin Jiang	Director	MBA	C-703,Mingri Jiyuan, Meitiyuan, Bixi Road No 5,Daliang
Zhang Jiansheng	Director	Doctorate	Chawan Road, 16 Xiacheng, District

LEADING FRONTIER PRIVATE LIMITED

E. Name, address, DIN and occupations of the directors:

S. No.	Name and Designation	DIN	Address	Occupation
1	Wei Liu – Director	06694746	Flat No. 19 – B, 19 th Floor, Akash Ganga Breach Candy, Bhulabhai Desai Raod, Mumbai	Director
2	Lin Jiang – Director	07849232	C-703, Mingri Jiyuan, Meitiyuan, Bixi Road No 5, Daliang	Director
3	Zhang Jiansheng – Director	07847841	Chawan Road, 16 Xiacheng, District	Director

F. Management perception of Risk Factors:

Debentures may not be a suitable investment for all investors.

Each potential investor must determine the suitability of its investment in light of its own circumstances. In particular, each potential investor should: (a) have sufficient knowledge and experience to make a meaningful evaluation of the Debentures, the merits and risks of investing in the Debentures and the information contained or incorporated by reference in this Offer Letter; (b) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Debentures and the impact such investment will have on its overall investment portfolio; (c) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Debentures; (d) understand thoroughly the terms of the Debentures; and (e) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Receipt of coupon or principal is subject to the credit risk of the Company.

Investors should be aware that the receipt of any coupon payment and principal amount at maturity is subject to the credit risk of the Company. Any stated credit rating of the Company reflects the independent opinion of the referenced rating agency as to the creditworthiness of the rated entity but is not a guarantee of credit quality of the Company.

Decisions may be made on behalf of all holders of the Debentures (“Debenture Holders”) that may be adverse to the interests of an individual Debenture Holder.

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The debenture trust deed ("Debenture Trust Deed") contains provisions for calling meetings of Debenture Holders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Debenture Holders, including Debenture Holders who did not attend and vote at the relevant meeting and Debenture Holders who voted in a manner contrary to the majority.

G. Details of defaults, if any, including the amounts involved, duration of default, and present status, in repayment of:

- (i) Statutory Dues: Nil
- (ii) Debenture and interest thereon: Nil
- (iii) Deposits and interest thereon: Nil
- (iv) Loans from banks and financial institutions and interest thereon: Nil

H. Name, designation, address and phone number, email ID of the nodal / compliance officer of the Company, if any, for the private placement offer process:

Name: Rita Goenka

Designation: Deputy General Manager

Address:
701, The Capital, B- Wing, Plot No C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, India

Phone No.: 9819600477

Email: ritacg33@gmail.com , ritagoenka@countrygarden.com.cn

PARTICULARS OF THE OFFER:

- a. Date of passing of Board Resolution 14th June 2017
- b. Date of passing of resolution in general meeting, authorizing the offer of securities 14th June 2017
- c. Kinds of securities offered (i.e. whether share or debenture) and class of security Non Convertible Debentures
- d. Price at which the security is being offered, including premium INR 10,00,000/-

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- if any, along with justification of the price
- e. Name and address of the valuer who performed valuation of the security offered N/A
- f. Amount, which the Company intends to raise by way of securities INR 260,00,00,000/-
- i. Duration, if applicable: 5 Years with call option at end of 3 years
- ii. Rate of Interest or dividend: 12% Interest - Annually
- iii. Mode of Payment NEFT
- iv. Mode of Repayment NEFT
- g. Proposed time schedule for which the offer is valid Open Date: 24/07/2017
Close Date: 24/07/2017
- h. Purpose and objects of the offer The funds raised by the Debentures shall be utilised by the Company for:
- (a) meeting its working capital requirements;
- (b) making payments towards refundable deposits and non-refundable deposits in relation to the development of the real estate projects; and
- ('c)meeting expenses incurred by the Company in relation to the development of real estate projects
- i. Maturity 5 Years
- j. Call option At the end of 3 years

LEADING FRONTIER PRIVATE LIMITED

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|----|--|---|
| k. | contribution being made by the promoters or directors either as part of offer or separately in furtherance of such objects | N/A |
| l. | Principal terms of assets charged as security, if applicable | N.A.

The Debentures are unsecured in nature. |

1.2 DISCLOSURE WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION, ETC:

- | | | |
|------|---|-----|
| i. | Any financial or other material interest of the directors, promoters or key managerial personnel in the Issue and the effect of such interest in so far as it is different from the interests of other persons | N/A |
| ii. | Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any Promoter of the Company during the last 3 (three) years immediately preceding the year of the circulation of this Offer Letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed | NIL |
| iii. | Remuneration of directors (during the current year and last 3 (three) financial years) | N/A |
| iv. | Related party transactions entered during the last 3 (three) financial years immediately preceding the year of circulation of this Offer Letter including with regard to | N/A |

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- loans made or, guarantees given or securities provided
- v. Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of circulation of this Offer Letter and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark N/A
- vi. Details of any inquiry, inspections or investigations initiated or conducted under the Act or any previous company law in the last 3 (three) years immediately preceding the year of circulation of this Offer Letter in the case of the Company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last 3 (three) years immediately preceding the year of this Offer Letter and if so, section-wise details thereof for the Company and all of its subsidiaries N/A
- vii. Details of acts of material frauds committed against the Company in the last 3 (three) years, if any, and if so, the action taken by the company N/A

1.3 FINANCIAL POSITION OF THE COMPANY:

- a. The capital structure of the company in the following manner in a tabular form:

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701, The Capital, B- Wing, Plot No C-70, G Block, Bandra Kurla Complex, Bandra (East),
Mumbai 400051, India.

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<i>The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)</i>	INR 25,00,00,000																		
<i>Size of the Present Issue</i>	INR 260,00,00,000																		
<i>Paid-up Capital:</i>	INR: 10,00,00,000																		
A. <i>After the offer:</i>																			
B. <i>After the conversion of Convertible Instruments (if applicable)</i>	INR: 10,00,00,000																		
<i>Share Premium Account:</i>																			
A. <i>Before the offer:</i>	N/A																		
B. <i>After the offer:</i>	N/A																		
Details of the existing share capital of the Issuer:																			
i) Equity Share Capital																			
<table><tr><th>S No:</th><th>Date of Allotment</th><th>Number of Shares</th><th>Face Value of Shares</th><th>Price</th><th>Details of Consideration</th></tr><tr><td>1</td><td>03/03/2017</td><td>30,00,000</td><td>10</td><td>10</td><td>3,00,00,000</td></tr><tr><td>2</td><td>31/03/2017</td><td>70,00,000</td><td>10</td><td>10</td><td>7,00,00,000</td></tr></table>	S No:	Date of Allotment	Number of Shares	Face Value of Shares	Price	Details of Consideration	1	03/03/2017	30,00,000	10	10	3,00,00,000	2	31/03/2017	70,00,000	10	10	7,00,00,000	
S No:	Date of Allotment	Number of Shares	Face Value of Shares	Price	Details of Consideration														
1	03/03/2017	30,00,000	10	10	3,00,00,000														
2	31/03/2017	70,00,000	10	10	7,00,00,000														
ii) Compulsory Convertible Non-Cumulative Preference Shares																			
<table><tr><th>S No:</th><th>Date of Allotment</th><th>Number of Shares</th><th>Face Value of Shares</th><th>Price</th><th>Details of Consideration</th></tr><tr><td>1.</td><td>N/A</td><td>N/A</td><td>N/A</td><td>N/A</td><td>N/A</td></tr></table>	S No:	Date of Allotment	Number of Shares	Face Value of Shares	Price	Details of Consideration	1.	N/A	N/A	N/A	N/A	N/A							
S No:	Date of Allotment	Number of Shares	Face Value of Shares	Price	Details of Consideration														
1.	N/A	N/A	N/A	N/A	N/A														

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Details of allotments (number and price) made by the Company for Consideration other than cash in the last one year preceding the date of the Offer Letter.	N/A
Profits of the Company, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of circulation of this Offer Letter	N/A
Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid)	N/A
A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of circulation of this Offer Letter	N/A
Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of circulation of this Offer Letter	N/A
Any change in accounting policies during the last 3 (three) years and their effect on the profits and the reserves of the Company	N/A

1.4 APPLICATION PROCESS

How to Apply

Application(s) for the Debentures must be made submitting the applications forms (the "Application Form") which must be completed in block letters in English.

The payment can also be made by Real Time Gross Settlement (RTGS) by crediting the funds to the account given below:

LEADING FRONTIER PRIVATE LIMITED

Beneficiary Name	LEADING FRONTIER PRIVATE LIMITED
Bank Name	The Hongkong and Shanghai Banking Corporation Limited
C/a No	006-218499-001
Branch Address	FORT
IFSC Code	HSBC0400002

The applications must be accompanied by certified true copies of (i) a letter of authorization, and (ii) specimen signatures of authorised signatories.

Instructions For Application

1. Application must be completed in BLOCK LETTERS IN ENGLISH. A blank must be left between two or more parts of the name.
2. Signatures should be made in English.
3. The Debentures are being issued at par to the face value. Full amount has to be paid on application per Debenture applied for. Applications for incorrect amounts are liable to be rejected. Face Value: Rs. 10,00,000/- (Rupees Ten Lakhs Only).
4. The payments can be made by RTGS, the details of which are given above. Payment shall be made from the bank account of the person subscribing. In case of joint holders, monies payable shall be paid from the bank account of the person whose name appears first in the application.
5. No cash will be accepted.
6. The applicant should mention its permanent account number or the GIR number allotted to it under the Income Tax Act, 1961 and also the relevant Income-tax circle/ward/District.
7. Applications under power of attorney/relevant authority

In case of an application made under a power of attorney or resolution or authority to make the application a certified true copy of such power of attorney or resolution or authority to make the application and the Memorandum and Articles of Association and/or bye-laws of the Debenture Holder must be attached to the Application Form at the time of making the application, failing which, the Company reserves the full, unqualified and absolute right to accept or reject any application

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in whole or in part and in either case without assigning any reason therefore. Further any modifications / additions in the power of attorney or authority should be notified to the Company at its registered office. Names and specimen signatures of all the authorised signatories must also be lodged along with the submission of the completed application.

8. An application once submitted cannot be withdrawn. The applications should be submitted during normal banking hours at the office mentioned below:

701, The Capital, B- Wing, Plot No C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, India.

9. The applications would be scrutinised and accepted as per the terms and conditions specified in this Offer Letter.
10. The applicant shall apply for the Debentures in electronic, i.e., dematerialised form only. Applicants should mention their depository participant's name, DP-ID and beneficiary account number in the Application Form. In case of any discrepancy in the information of depository/beneficiary account, the Company shall be entitled to not credit the beneficiary's demat account pending resolution of the discrepancy.
11. The application form is annexed to this Offer Letter as an **Annexure III**.
12. The applicant is requested to contact the office of the Company as mentioned above for any clarifications.

1.5 DEBENTURE TRUSTEE:

Axis Trustee Services Ltd having its registered office at a company incorporated under the Companies Act, 1956 and having its registered office at Axis House, Ground Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai 400 025. The aforementioned debenture trustee has consented to act as debenture trustee *vide* letter no. ATSL/CO/17-18/0050 dated 21/06/2017.

1.6 INCONSISTENCY/REPUGNANCY

In the event of any inconsistency or repugnancy between the contents of this Offer Letter and any provision of the Transaction Documents, the relevant provisions of the Transaction Documents shall prevail.

1.7 DECLARATION BY THE DIRECTORS THAT:

- a. the Company has complied with the provisions of the Act and the rules made thereunder;

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- b. the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government; and
- c. the monies received under the Issue shall be used only for the purposes and objects indicated in the Offer Letter.

I am authorized by the Board of Directors of the Company *vide* resolution number NA dated 14th June 2017 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of the Offer Letter has been suppressed or concealed and is as per the original records maintained by the Promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For LEADING FRONTIER PRIVATE LIMITED


Jiang Lin

Director

Date: 24/07/2017

Place: Mumbai

Attachments:



SUMMARY TERM SHEET

Issuer	LEADING FRONTIER PRIVATE LIMITED
Issue Size	INR 260,00,00,000
Objects of the Issue	<p>The funds raised by the Debentures shall be utilised by the Company for:</p> <p>(a) meeting its working capital requirements;</p> <p>(b) making payments towards refundable deposits and non-refundable deposits in relation to the development of the real estate projects; and</p> <p>(c) meeting expenses incurred by the Company in relation to the development of real estate projects</p>
Instrument	Unsecured Non Convertible Debentures
Nature and status of Bonds	Unsecured Non Convertible Debentures
Issuance Mode	Electronic
Convertibility	Non Convertible
Trading Mode	N/A
Credit Rating	Unrated
Face Value	10,00,000/-
Premium/ Discount on Issue	At Par
Issue Price	10,00,000/-
Premium/ Discount on redemption	At Par
Maturity	5 year with call option after 3 years
Redemption/ Maturity Date	23/07/2022
Lock-in-Period	N/A

Minimum Application	1,00,00,000
Put Option	No
Call Option	Yes
Call Option Price	At Par
Call Notification Time	15 days
Coupon Rate	12%
Step Up/ Step Down Coupon Rate	N/A
Coupon Payment Frequency	Yearly
Coupon / Interest Payment Date	Annually
Coupon Type	FIXED RATE
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc)	Fixed Coupon Rate – 12%
Default Interest Rate	12%
Day Count Basis	Actual / Actual
Interest on Application Money	NA
Listing	Non Listed
Trustees	Axis Trustee Services Limited
Depository	NSDL
Registrars	Link Intime India Pvt. Ltd.
Settlement	NA
Business Day	Business working days in Mumbai

Convention	
Record Date	08/07/2018, 08/07/2019, 08/07/2020, 08/07/2021, 08/07/2022
Payment Mode	Electronic
Eligible Investors	Minimum bid for 2,600 no of debentures
Non-Eligible classes of Investors	Lower bid than 2,600 no of debentures
Transaction Documents	NA
Conditions precedent to subscription of Bonds	NA
Conditions subsequent to subscription of Bonds	NA
Cross Default	NA
Role and Responsibilities of Trustees	As mention in Agreement
Governing Law and Jurisdiction	Indian law
Additional Covenants	NA
Applicable RBI Guidelines	YES
Prohibition on Purchase/ Funding of Bonds	N/A
Issue Opening Date	24/07/2017

Issue Closing Date	24/07/2017
Pay In Dates	24/07/2017
Deemed Date of Allotment	24/07/2017

Jianwei Lin

