



India Resources Limited

ABN 77 121 339 704

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date and time of meeting

16 December 2016 at 10.00 a.m.

Place of meeting

BDO office
38 Station Street
Subiaco, Western Australia

INDIA RESOURCES LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the tenth annual general meeting of shareholders of India Resources Limited (Company) will be held at the offices of BDO, 38 Station Street, Subiaco, Western Australia on Friday, 16 December 2016 at 10.00 a.m.

The explanatory memorandum which accompanies and forms part of this notice of annual general meeting describes the matters to be considered at the annual general meeting.

AGENDA

ORDINARY BUSINESS

Financial statements and reports

To receive and consider the annual financial report of the Company and the reports of the directors and auditors for the financial year ended 30 June 2016.

To consider and if thought fit to pass, with or without amendment, the following resolution as an ordinary resolution.

1. Re-election of David Humann as a director

“That Mr David Humann, being a director of the Company, retires by rotation in accordance with Clause 14.4(a) of the Constitution and ASX Listing Rule 14.4 and being eligible for re-election, is hereby re-elected as a director of the Company.”

To consider and if thought fit to pass, with or without amendment, the following resolution as a non-binding resolution.

2. Remuneration report

“That for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as contained in the annual financial report of the Company for the year ended 30 June 2016.”

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 2 by or on behalf of either a member of Key Management Personnel (details of whose remuneration are included in the Remuneration Report) or a Closely Related Party of such a member.

SPECIAL BUSINESS

The special business of the meeting is to consider and if thought fit to pass, with or without amendment, the following resolution as a special resolution.

3. Approval for 10% placement capacity

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the explanatory memorandum accompanying the notice of meeting.”

The Company will disregard any votes cast on this resolution by any person who may participate in the issue of equity securities under this resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

By order of the Board

Frank Campagna
Company Secretary

Perth, Western Australia
8 November 2016

Voting exclusion note

Where a voting exclusion applies, the Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Proxy appointments

A member of the Company who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for the member at the meeting. A proxy need not be a member of the Company.

A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the proxy instructions on that form.

Voting prohibition statement for key management personnel

In accordance with the Corporations Act, a member of Key Management Personnel (KMP) of the Company or a Closely Related Party of a KMP, is not entitled to vote on Resolution 2.

However, a person described above may cast a vote on Resolution 2 if:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 2 and the vote is not cast on behalf of a person who is otherwise excluded from voting on the Resolution as described above; or
- (b) the person is the chair of the meeting voting an undirected proxy and their appointment expressly authorises the chair to exercise the proxy even though Resolution 2 is connected with the remuneration of KMP of the Company.

A member of KMP, including the chairman, cannot vote on Resolution 2 as proxy unless given specific voting directions on the proxy form. Accordingly, please direct your proxy how to vote by marking either the For or Against box for Resolution 2 on the proxy form.

The Chairman of the meeting intends to vote all available proxies to the extent expressly authorised in favour of Resolution 2.

If members of KMP or a Closely Related Party of such person purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company and the KMP may be liable for an offence for breach of voting restrictions that apply under the Corporations Act.

Voting entitlements

In accordance with Regulation 7.11.37 of the Corporations Regulations, the directors have determined that the identity of those entitled to attend and vote at the meeting is to be taken as those persons who held Shares in the Company as at 10.00 a.m. on 14 December 2016.

INDIA RESOURCES LIMITED
EXPLANATORY MEMORANDUM

This explanatory memorandum has been prepared for the information of shareholders of India Resources Limited in connection with the business to be considered at the 2016 annual general meeting of the Company and should be read in conjunction with the accompanying notice of meeting.

ANNUAL FINANCIAL REPORT

The financial report of the Company for the year ended 30 June 2016 (including the financial statements, directors' report and auditors' report) was included in the 2016 annual report of the Company, a copy of which is available on the Company's web-site at www.indiaresources.com.au.

There is no requirement for shareholders to approve these reports. However, time will be allowed during the annual general meeting for consideration by shareholders of the financial statements and the associated directors' and auditors' reports.

RESOLUTION 1 - RE-ELECTION OF DAVID HUMANN AS A DIRECTOR

In accordance with ASX Listing Rule 14.5 and clause 14.4(a) of the Constitution, at every annual general meeting, one third of the directors in office (other than any managing director) must retire by rotation and are eligible for re-election.

Mr David Humann therefore retires at the annual general meeting in accordance with the Constitution and being eligible, has offered himself for re-election at the meeting.

Mr Humann is a Chartered Accountant and was Chairman and Senior Partner of PricewaterhouseCoopers (formerly Price Waterhouse) for Hong Kong and China from 1986 until 1994. He was also the Managing Partner of Price Waterhouse, Asia Pacific Region and a member of the World Board of Price Waterhouse and the World Executive Management Committee. Mr Humann is currently a director of several publicly listed companies operating in the mining, minerals processing and mining services and engineering sectors. Mr Humann is Chairman of the Audit Committee and a member of the Remuneration Committee.

The Board (other than Mr Humann) recommends that shareholders vote in favour of the re-election of Mr Humann as a director of the Company.

RESOLUTION 2 - REMUNERATION REPORT

The Remuneration Report is contained in the Directors' Report section of the Company's 2016 annual report. The Remuneration Report describes the underlying principles and structure of the remuneration policies of the Company and sets out the remuneration arrangements in place for directors and senior executives.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of shareholders of the Company. Shareholders should note that the vote on Resolution 2 is not binding on the Company or its directors. However, the directors take the discussion at the meeting and the outcome of the vote into account when considering the Company's remuneration practices.

The Board recommends that shareholders vote in favour of Resolution 2.

RESOLUTION 3 – APPROVAL FOR ADDITIONAL 10% PLACEMENT CAPACITY

ASX Listing Rule 7.1A provides that an "eligible entity" may seek shareholder approval at its annual general meeting to allow it to issue equity securities up to maximum of 10% of its issued capital (10% Placement Capacity). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

If shareholders approve Resolution 3, the number of equity securities that the Company can issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

The effect of Resolution 3 will be to allow the Company to issue equity securities of a maximum of 10% of the Company's ordinary fully paid securities on issue under the 10% Placement Capacity, during the period of up to 12 months from the date of the annual general meeting, without the requirement to obtain subsequent shareholder approval and without using the Company's 15% annual placement capacity available pursuant to ASX Listing Rule 7.1.

Resolution 3 is to be considered as a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote at the meeting must be in favour of Resolution 3 for it to be passed. The Company is seeking a mandate to issue securities under the 10% Placement Capacity to provide flexibility to the Company to be able to act quickly in the event that potential business opportunities arise.

ASX Listing Rule 7.1A

For the purposes of ASX Listing Rule 7.1A, an eligible entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$2.0 million (based on the last market sale price of the Company's shares prior to the voluntary suspension on 18 August 2016).

Any equity securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted equity securities. The Company currently has one class of equity securities on issue, being ordinary shares (ASX code: IRL). As at the date of this notice of meeting, the Company has 1,000,590,776 Shares on issue. Accordingly, if Resolution 3 is approved, the Company will have the capacity to issue a maximum of 100,059,077 equity securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A.

The exact number of equity securities that the Company may issue under ASX Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the previous 12 months;
- plus the number of shares issued in the previous 12 months with the approval of holders of shares under ASX Listing Rules 7.1 and 7.4. This does not include an issue of ordinary fully paid shares under the company's 15% placement capacity without shareholder approval; and
- less the number of shares cancelled in the previous 12 months.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.

Information required by ASX Listing Rule 7.1A

In accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 3:

(a) Minimum price

The minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the equity securities are to be issued is agreed; or
- if the equity securities are not issued within 5 ASX trading days of the above date, the date on which the equity securities are issued.

The Company may also issue equity securities under the 10% Placement Capacity as consideration for the acquisition of a new asset, resource or investment, in which case the Company will release to the market a valuation of those equity securities that demonstrates that the issue price of the securities complies with the rule above.

(b) Date of issue

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the meeting and expiring on the first to occur of the following:

- 12 months after the date of the meeting; and
- the date of approval by shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(the "10% Placement Capacity Period").

(c) Risk of voting dilution

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of shareholders who do not receive any securities under the issue.

If Resolution 3 is approved by shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table shows the dilution of existing shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of ordinary securities on issue as at the date of this notice of meeting.

The table shows the voting dilution impact for securities issued under the 10% Placement Capacity where the number of Shares currently on issue (Variable A in the formula) increases by 50% and 100% and the economic dilution where there are changes in the issue price of Shares (based on a 50% decrease to current market price of Shares and 100% increase).

Number of Shares on issue (Variable A in ASX Listing Rule 7.1A2)	Issue price per Share	Dilution		
		\$0.001 50% decrease in issue price	\$0.002 issue price	\$0.004 100% increase in issue price
1,000,590,776 (Current Variable A)	Shares issued (10% voting dilution)	100,059,077	100,059,077	100,059,077
	Funds raised	\$100,059	\$200,118	\$400,236
1,500,886,164 (50% increase in Variable A)	Shares issued (10% voting dilution)	150,088,616	150,088,616	150,088,616
	Funds raised	\$150,088	\$300,177	\$600,354
2,001,181,552 (100% increase in Variable A)	Shares issued (10% voting dilution)	200,118,155	200,118,155	200,118,155
	Funds raised	\$200,118	\$400,236	\$800,472

The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require shareholder approval (such as under a pro-rata rights issue or Shares issued under a takeover offer) or that are issued with shareholder approval under ASX Listing Rule 7.1.

The table above is based on the following assumptions:

1. The issue price set out above is the closing price of Shares on the ASX on 18 August 2016, being the last sale price prior to the voluntary suspension of the Company's shares.
2. The Company issues the maximum possible number of equity securities under the 10% Placement Capacity.
3. The issue of equity securities under the 10% Placement Capacity consists only of Shares. It is assumed that no options are exercised into Shares before the date of issue of the equity securities.
4. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
5. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
6. The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Capacity, based on that shareholder's holding at the date of the annual general meeting. All shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be significantly lower on the issue date than on the date of the meeting;
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue; and
- the equity securities are issued as part of consideration for the acquisition of a new asset, in which case, no funds will be raised by the issue of the equity securities.

(d) Purpose of issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity for the following purposes:

- as cash consideration in which case the Company intends to use funds raised for acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current projects and any additional projects acquired (funds used for drilling, feasibility studies and ongoing project administration) and general working capital; or
- as non-cash consideration for the acquisition of new resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon the issue of any equity securities.

(e) Allocation under the 10% Placement Capacity

The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time including, but not limited to, an entitlement issue or other offer where existing shareholders may participate;

- the effect of the issue of the equity securities on the control of the Company;
- the circumstances of the Company including, but not limited to, the financial position and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) Previous issue of equity securities under ASX Listing Rule 7.1A

The Company previously obtained approval under ASX Listing Rule 7.1A at the 2015 annual general meeting held on 25 November 2015. The Company has not issued any equity securities in the 12 months preceding the date of the meeting.

(g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues equity securities pursuant to the 10% Placement Capacity, it will give to ASX:

- a list of the allottees of the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- the information required by ASX Listing Rule 3.10.5A for release to the market.

Voting exclusion

A voting exclusion statement is included in the notice of meeting. As at the date of this notice, the Company has not invited any existing shareholder or an identifiable class of existing shareholders to participate in an issue of equity securities under ASX Listing Rule 7.1A. Therefore, no existing shareholders will be excluded from voting on Resolution 3.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any equity securities issued under the 10% Placement Capacity), shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

Board recommendation

The Board believes that the 10% Placement Capacity is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board recommends that shareholders vote in favour Resolution 3.

GLOSSARY OF TERMS

“ASIC” means Australian Securities and Investments Commission.

“ASX” means ASX Limited.

“ASX Listing Rules” means the official listing rules of ASX.

“Board” means the board of directors of the Company.

“Closely Related Party” is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of KMP.

“Company” means India Resources Limited (ABN 77 121 339 704).

“Constitution” means the constitution of the Company as amended from time to time.

“Corporations Act” means the Corporations Act 2001 (Commonwealth).

“Corporations Regulations” means the Corporations Regulations 2001 (Commonwealth).

“Director” means a director of the Company.

“Key Management Personnel” or **“KMP”** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any director (whether executive or otherwise) of the Company.

“Remuneration Report” means the report contained in the annual financial report of the Company for the year ended 30 June 2016.

“Share” means an ordinary fully paid share in the capital of the Company.

“WST” means Australian Western Standard Time.

INDIA RESOURCES LIMITED

ABN 77 121 339 704

PROXY FORM

India Resources Limited
Level 1
18 Kings Park Road
West Perth Western Australia 6005

FACSIMILE: (08) 9327 7499

Shareholder details

Name: _____

Number of shares held: _____

Appointment of Proxy

I/We being a shareholder of India Resources Limited holding the number of shares set out above, hereby appoint:

<input type="checkbox"/>	The Chairman of the meeting (mark with an "X")	OR	<input type="text"/>	Write here the name of the person you are appointing if this person is someone other than the Chairman of the meeting.
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or failing the person named (or if no person is named), the Chairman of the meeting, as my/our proxy to attend and vote on my/our behalf at the annual general meeting of India Resources Limited to be held on 16 December 2016 at 38 Station Street, Subiaco, Western Australia, and at any adjournment thereof.

Chairman authorised to exercise proxies on remuneration related matters (Resolution 2). If I/we have appointed the chairman of the meeting as my/our proxy or the chairman of the meeting becomes my/our proxy by default, by signing and submitting this proxy form I/we expressly authorise the chairman of the meeting to exercise my/our proxy in respect of Resolution 2 (except where I/we have indicated a different voting intention below) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel of the Company, which includes the chairman.

The chairman of the meeting intends to vote undirected proxies in favour of all resolutions. If you have appointed the chairman of the meeting as your proxy (or the chairman of the meeting becomes your proxy by default), and you wish to give the chairman specific voting directions on an item, you should mark the appropriate box opposite those items below (directing the chairman to vote for, against, or to abstain from voting).

Voting directions to your proxy – please mark ☒ to indicate your directions

		FOR	AGAINST	ABSTAIN
Resolution 1	Re-election of David Humann as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf for your directions to be implemented

Dated this _____ day of _____ 2016

Individual or Shareholder 1

Sole Director and Sole Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

VOTING BY PROXY

1. A member of the Company entitled to attend and vote at the annual general meeting is entitled to appoint a proxy (who need not be a member) to attend and vote on his/her behalf.
2. If the member is entitled to cast two or more votes at the meeting, they may appoint two proxies. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then each proxy may exercise half of the votes.
3. The proxy form must be received at the Company's registered office at Level 1, 18 Kings Park Road, West Perth, Western Australia, 6005, or by facsimile on (08) 9327 7499 and in both cases, not less than 48 hours before the time of holding of the meeting.
4. In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, attorney or representative, must be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority is determined by the order in which the names stand in the register.
5. An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney, duly authorised in writing or, if the appointor is a corporation, under seal. A copy of the power of attorney must be lodged for any proxy appointed under a power of attorney.
6. A proxy for a corporation must be appointed under the common seal of the corporation or signed in accordance with the requirements of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company; or
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary, that director.

For the Company to rely on the assumptions set out in Sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

7. If no voting instructions are marked on the proxy form then the proxy may vote as he/she thinks fit or may abstain from voting.

If a proxy is instructed to abstain from voting on an item of business, that person is directed not to vote on the shareholder's behalf on a poll and the shares the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned and the nominated proxy does not attend the meeting, the chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the chairman of the meeting which do not contain a direction how to vote will be used to support each of the resolutions proposed in the notice of meeting.