

28 November 2017

Australian Securities Exchange
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

Dear Sir/Madam

India Resources Limited (Subject to Deed of Company Arrangement) ACN 121 339 704
ASX: IRL
(the Company)

At the meeting of creditors of the Company held on 10 November 2017 in accordance with Section 439A of the Corporations Act 2001 (**Act**), creditors voted in favour of the Company executing a Deed of Company Arrangement (**DOCA**) with Avidsys Pty Ltd (**Proponent**).

I advise that on 28 November 2017, the Company, the Administrators and the Proponent executed the DOCA in line with the DOCA proposal put to creditors at the abovementioned meeting. A copy of the DOCA was lodged with the Australian Securities and Investments Commission (**ASIC**) today.

Key components of the DOCA proposal are as follows:

- The payment of either \$392,500 (if the point below is achieved), or \$432,500 (if the point below is not achieved) on an irrevocable, non-refundable basis by the Proponent to the Administrator at completion of the DOCA. The Proponent has already paid \$27,500 representing the Australian Securities Exchange (**ASX**) listing fee.
- Within 4 weeks (or such longer date as otherwise agreed between the Proponent and the then Deed Administrator) of the Proponent obtaining written approval that it or its nominated/related entities have been awarded or are a party to (i.e. as a subcontractor, joint venture partner, other arrangement) a tender by Hindustan Copper Limited (**HCL**), a state owned company incorporated in India, to undertake contract mining works at the Surda Copper Mine, located in Jharkhand province, India, in accordance with HCL tender H17011 or equivalent, or the Proponent otherwise waiving this condition, the Proponent will:
 - Distribute to former employees of the Company residing in India on an irrevocable, non-refundable basis, an amount capped at \$2.2m (on a pro-rata basis, but estimated to be equivalent to 100 cents in the dollar for entitlements that would be considered a priority in accordance with Section 556 of the Act)
 - Enter into a Deed of Assignment (or equivalent agreement) with Axis Bank Limited to assign or purchase the debt owed by the Company to Axis for consideration of \$1m
 - Enter into a Deed of Assignment (or equivalent agreement) with unsecured creditors domiciled in India to purchase their debts for a combined consideration of \$350k with the funds to be applied as follows:
 - For creditors whose debts are less than \$2k, 100 cents in the dollar
 - For creditors whose debts are greater than \$2k, a payment of \$2k for each creditor
- Approval at a shareholders' meeting of consolidation of existing shares at a ratio of 400:1, together with approval for new shares in the Company to be issued to the Proponent such as will result in the Proponent holding 95% of the issued capital of the Company following their issue.

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- Within 5 business days from the satisfaction or waiver by the Proponent and the then Deed Administrator of the conditions precedent of the DOCA, the then Deed Administrator will execute a Creditors' Trust Deed under which the Trust Fund shall be constituted by any funds held by the Deed Administrator. This will enable:
 - Payment of the Administrator's, Deed Administrator's and Trustee's remuneration and the Administrators, Deed Administrators and Trustees' liabilities, expenses and disbursements
 - Payment to beneficiaries of the Trust (formerly IRL creditors) as follows:
 - Firstly, in respect to priority creditors in accordance with section 556 of the Act. If point 2 above is achieved the Indian domiciled priority creditors will not participate.
 - Secondly, Australian domiciled unsecured creditors.

Further details of the DOCA proposal can be obtained by contacting Aidan Gordon of this office on +61 8 9365 7297, or alternatively via email to agordon@deloitte.com.au.

For all other queries please contact Jordan Basso of my office on (08) 9365 7849.

Yours faithfully

Jason Tracy
Deed Administrator