



# India Resources Limited

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24 August 2010

Manager Announcements  
Company Announcements Office  
ASX Limited  
Level 4  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

## **APPENDIX 3B - ALEXANDRA AGREEMENT**

We advise that settlement of the third tranche of the agreement between India Resources Limited (Company), Alexandra Resources Pty Ltd (Alexandra) and Territory Resources Limited (Territory) has been completed.

In accordance with the terms of the agreement, Alexandra has acquired a further \$250,000 of the loan due by the Company to Territory. The Company has allotted and issued 4,769,172 ordinary fully paid shares to Alexandra in satisfaction of \$125,000 of the outstanding debt. In addition, one unsecured convertible note with a face value of \$125,000 has been issued to Alexandra in satisfaction of a further \$125,000 of the loan balance.

The issue of the shares and convertible note to Alexandra was approved by shareholders at the annual general meeting of the Company held on 15 December 2009.

Payment for the balance of the Territory loan will occur in one further tranche of \$250,000. At the settlement date, the Company will issue a combination of shares and convertible notes to Alexandra in satisfaction of that portion of the loan balance.

Please find enclosed an Appendix 3B in relation to the issue of the shares and convertible notes to Alexandra.

### **Notice given under Section 708A(5) of the Corporations Act**

This notice is given by the Company under section 708A(5)(e) of the Corporations Act in relation to an issue of ordinary fully paid shares by the Company without disclosure to investors under Part 6D.2 of the Corporations Act.

As at the date of this notice, the Company has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- (b) section 674 of the Corporations Act.



The Company confirms that, as at the date of this notice, there is no information that:

- (a) has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
- (b) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
  - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
  - (ii) the rights and liabilities attaching to ordinary fully paid shares,

to the extent to which it would be reasonable for investors and their professional advisers to expect to find such information in a disclosure document.

Yours faithfully

**Arvind Misra**  
Managing Director

**For more information contact:**

Andrew Simpson - Chairman  
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Visit: [www.indiaresources.com.au](http://www.indiaresources.com.au)

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

India Resources Limited

ABN

77 121 339 704

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | (i) Ordinary fully paid shares<br>(ii) Convertible notes  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | (i) 4,769,172<br>(ii) 1 convertible note with a face value of \$125,000   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (i) Ordinary fully paid shares<br>(ii) Convertible in whole or in part into ordinary fully paid shares at the election of the holder at any time at the lesser of A\$0.25 or 80% of the average of the 3 lowest volume weighted average prices during the 21 trading days prior to the election to convert, subject to a floor price of A\$0.015 at which the Company can elect to redeem the convertible note at 120% of the outstanding face value. If not converted, the notes are repayable by 30 September 2011. |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  | (i) Yes<br>(ii) No. Shares issued as a result of the conversion of the convertible note will rank equally with ordinary fully paid shares as from the date of allotment of the shares.  |
| 5 | Issue price or consideration   | (i) Deemed issue price of 2.621 cents per share.<br>(ii) A\$125,000 per convertible note.   |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	(i) and (ii) Issued in satisfaction of unsecured loan.	
7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	24 August 2010	
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable)	Number	<sup>+</sup> Class
		358,644,638	Ordinary shares
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	<sup>+</sup> Class
		2,000,000	Options (40 cents 30.09.10)
		2,500,000	Options (30 cents 30.06.12)
		6,100,000	Options (7 cents 30.06.14)
		6,000,000	Options (0.25 cents 31.12.17)
			Convertible notes:
	2	US\$1,500,000 25.09.11	
	1	A\$125,000 30.09.11	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not presently have a formal dividend policy.	

**Part 2 - Bonus issue or pro rata issue**

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the <sup>+</sup> securities will be offered	
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	
15	<sup>+</sup> Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents  Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	

+ See chapter 19 for defined terms.

- |    |   |  |
|----|---|--|
| 19 | Closing date for receipt of acceptances or renunciations  |  |
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
| 23 | Fee or commission payable to the broker to the issue  |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders                             |  |
| 25 | If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting  |  |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  |  |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?   |  |
| 31 | How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?                                    |  |
| 32 | How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?   |  |
| 33 | <sup>+</sup> Despatch date  |  |

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

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+ See chapter 19 for defined terms.

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

**Entities that have ticked box 34(b)**

38 Number of securities for which <sup>+</sup>quotation is sought

39 Class of <sup>+</sup>securities for which quotation is sought

40 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

	Number	<sup>+</sup> Class
42 Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 38)		

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+ See chapter 19 for defined terms.

**Quotation agreement**

1. +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
2. We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
3. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
4. We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: *Frank Campagna*  
(~~Director~~/Company secretary)

Date: 24 August 2010

Print name: FRANK CAMPAGNA

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+ See chapter 19 for defined terms.