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If you sell or have sold or otherwise transferred all of your existing Ordinary Shares in Indian Restaurants Group plc (the "Company"), you should deliver this Document, together with the attached Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Indian Restaurants Group plc

(Incorporated and registered in England and Wales with No: 05239281)

Proposed changes to Investment Policy and Company Name and Notice of General Meeting

Your attention is drawn to the letter from Haresh Kanabar, Non-Executive Chairman of the Company, which is set out on pages 6 to 10 of this Document and which recommends that you vote in favour of the resolutions to be proposed at the General Meeting.

This Document does not constitute a prospectus for the purpose of the Prospectus Rules neither does it constitute an admission document drawn up in accordance with the AIM Rules.

This Document and the accompanying documents should not be forwarded or transmitted in or into the United States, Canada, South Africa Australia or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction. The distribution of this Document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Notice of the General Meeting of Indian Restaurants Group plc, to be held at the offices of CMS Corporate Consultants Limited, Suite 201 Temple Chambers, 3-7 Temple Avenue, London EC4Y 0DT, on 20 August 2012 at 11 a.m. is set out at the end of this Document. Whether or not you intend to be present at the General Meeting, you are urged to complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed thereon so as to arrive as soon as possible and, in order to be valid, in any event not later than 11 a.m. on 16 August 2012. Completion and return of Forms of Proxy will not preclude shareholders from attending and voting at the General Meeting should they so wish.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Document	27 July 2012
Latest time and date for receipt of Forms of Proxy	11 a.m. on 16 August 2012
General Meeting	11 a.m. 20 August 2012

SUBSCRIPTION STATISTICS

Subscription Price	1p
Number of New Subscription Shares to be issued pursuant to the Subscription	32,000,000
Proceeds receivable by the Company, net of expenses	£300,000
Number of Ordinary Shares in issue immediately following the Subscription	50,658,844
Number of Subscription Shares as a percentage of the Enlarged Share Capital	63.17%

DEFINITIONS

The following definitions apply throughout this Document unless the context otherwise requires:

“Act”	the Companies Act 2006, as amended from time to time;
“AIM”	a market operated by the London Stock Exchange;
“AIM Rules”	AIM Rules for Companies February 2010, as amended from time to time;
“Articles”	the current articles of association of the Company adopted on 22 November 2004 as subsequently amended by special resolution on 19 May 2006, 25 February 2008 and 3 February 2010;
“Board”	the board of directors of the Company;
“Change of Name”	the change of name of the Company to Hermes Pacific Investments plc;
“Company”	Indian Restaurants Group plc, incorporated and registered in England and Wales with company number 05239281;
“Directors”	the directors of the Company, whose names appear on page 6 of this Document;
“Document”	this document;
“Enlarged Share Capital”	the 50,658,844 Ordinary Shares in issue at the date hereof (including the Subscription Shares);
“General Meeting”	the general meeting of the Company to be held on 20 August 2012 at 11 a.m. as convened by the Notice;
“Investment Policy”	the proposed new investment policy of the Company as described on page 9 of this Document;
“New Directors”	Mr John Berry, Mr Matthew Wood and Mr John Morton, further details of whom are set out on page 8 of this Document;
“Notice”	the notice of General Meeting set out on page 11 of this Document;

“Ordinary Shares”	ordinary shares of 0.5p each in the capital of the Company;
“Proposals”	the proposals set out in this Document including adoption of the Investment Policy and the Change of Name to be considered at the General Meeting;
“Resolutions”	the resolutions contained in the Notice;
“Shareholders”	the shareholders of the Company at the date of this Document;
“Subscribers”	the subscribers who have subscribed for the Subscription Shares pursuant to the Subscription;
“Subscription”	the subscription by the Subscribers for the Subscription Shares at a price of 1p per Subscription Share, completion of which is conditional upon admission of the Subscription Shares to trading on Aim; and
“Subscription Shares”	the 32,000,000 new ordinary shares of 0.5p each issued to the Subscribers pursuant to the Subscription at a price of 1p per share.

Letter from the Non-Executive Chairman of the Company

Directors:

Haresh Kanabar (*Non-Executive Chairman*)
Alfredo Villa (*Non-Executive Director*)
John Berry (*Non-Executive Director*)
Matthew Graham Wood (*Non-Executive Director*)
Alan John Morton (*Non-Executive Director*)

Registered Office:

SRL Services
Entrance E2
Leicester Business Centre
111 Ross Walk
Leicester LE4 5HH

27 July 2012

To the holders of Ordinary Shares

Dear Shareholder,

Indian Restaurants Group plc

Proposed changes to Investment Policy and Company Name and Notice of General Meeting

Introduction

The Board is pleased to report, as announced today, that the Company has raised £320,000 before expenses (approximately £300,000 net of expenses) through the conditional subscription for 32,000,000 new Ordinary Shares by new investors at a price of 1p per Subscription Share. As also announced today, the Company is delighted to report that the Board has been enlarged by the appointment of three new non-executive directors, John Berry, Matt Wood and John Morton.

Since completion of the disposal of its trading subsidiaries in September 2011, the Company has been seeking suitable alternative business and investment opportunities to generate value for shareholders. The Company has reviewed a variety of options during the period and has selected from the available options an opportunity focussed on investing in the financial services sector in South East Asia which the Directors believe has the greatest capacity from the options available to deliver value for shareholders. The Company is required to make an acquisition or investments in accordance with the AIM Rules by 26 August 2012 at the latest or its shares will be suspended from trading on AIM and may be delisted after a further six months if no investment is made.

To proceed with the proposed investment strategy, the Company will require a new Investment Policy and, accordingly, a proposed Investment Policy is set out for your consideration below. Adoption of the Investment Policy requires the approval of the Shareholders at the General Meeting.

The purpose of this Document is to provide you with the reasons, and seek your approval, for the Proposals. In addition, it is the intention of this letter to explain why the Directors consider these proposals to be in the best interests of the Company and the Shareholders as a whole and why they unanimously recommend that you should vote in favour of the Resolutions to be proposed at the General Meeting.

Accordingly, on pages 11 and 12 of the Document there is a notice convening a General Meeting of Shareholders of the Company which will be held at the offices of CMS Corporate Consultants Limited, 201 Temple Chambers, 3 – 7 Temple Avenue, London EC4Y 0DT on 20 August 2012 at 11 a.m. (London Time), at which you will be asked to approve the Resolutions.

South East Asia Financial Services Market

The Board believes that the financial services sector in South East Asia is a growth market, driven by faster economic growth than that seen in the developed economies. The Directors believe that the emerging middle-income classes and small and medium size enterprise sector in South East Asia represent a new and substantial market opportunity for financial services firms and that there is the potential for local financial services firms to develop into international institutions. John Berry, one of the New Directors, has extensive experience of the financial services market in South East Asia and is well placed to assist the Company in sourcing, evaluating and executing investment opportunities in this space.

Subscription

The Company has raised £320,000 before expenses, through the conditional subscription for 32,000,000 Subscription Shares. The Subscription Shares have been acquired by persons whose individual holdings will not exceed 29.99 per cent. of the Enlarged Share Capital. The Subscription Shares have been allotted by the Company under authorities granted by shareholders at the last Annual General Meeting of the Company held on 28 October 2011.

The Subscription Shares represent approximately 63.17 per cent. of the Enlarged Share Capital. The Enlarged Share Capital comprises 50,658,844 Ordinary Shares. Completion of the Subscription is conditional on admission of the Subscription Shares to trading on AIM. It is expected that admission will occur on 30 June.

The net proceeds of the Subscription (approximately £300,000) will enable the Company to satisfy existing creditors and provide the Company with general working capital to enable it to implement the new Investment Policy, should it be approved by shareholders.

Following the issue of the Subscription Shares, the Directors have been informed of the following significant shareholders (as defined in the AIM Rules) and their respective holdings in the Company:

<i>Name of Subscriber</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of Enlarged Share Capital</i>
Hermes Group Assets Limited	14,000,000	27.64
Audley Registrars Limited	7,500,000	14.80
Marglaw Secretarial Services Limited	6,500,000	12.83

Four of the Directors participated in the Subscription and acquired Subscription Shares as follows:

<i>Name of Director</i>	<i>Number of Subscription Shares</i>	<i>Percentage of Enlarged Share Capital</i>
Haresh Kanabar	1,000,000	1.97
Matt Wood	1,000,000	1.97
John Morton	1,000,000	1.97
John Berry	1,000,000	1.97

New Directors

The Company also announced today that the New Directors have been appointed to the Board. It is envisaged that the New Directors will assist the Company in executing the Investment Policy.

John Richard (“John”) Berry (Age 63)

John Berry has joined the Board as non-executive director.

John Berry is the former Managing Director and Transformation Director at the UK retail bank Abbey National (now part of Banco Santander). During his career at Abbey National, his roles included Sales Director, Marketing Director, Operations Director, European Director and Managing Director (Retail). Since 2003, John has been involved in the branch banking arena. He has worked throughout the world assisting retail banks with their performance across all channels. He has worked with many banks throughout Africa, South East Asia, Australia, Western and Eastern Europe, the Middle East, India, Pakistan and the UK. The list of banks is extensive including names such as HSBC, Habib, State Bank of India, Corporation Bank, Commonwealth Bank, Shinhan Bank (Korea) and Ocean Bank (Vietnam). He has published work on retail bank performance and gives lectures at conferences in Europe, Asia and the UK utilising his branch banking knowledge and insight.

Matthew Graham (“Matt”) Wood (Age 38)

Matt Wood has joined the Board as non-executive director.

Matt is an experienced corporate financier and company director. He qualified as a chartered accountant in 1999 and has worked in the City since 2000. He first worked at Beeson Gregory, which became Evolution Securities plc, before co-founding his own firm, CMS Corporate Consultants Limited. He is a director of a number of public and private companies.

Alan John (“John”) Morton (Age 53)

John Morton has joined the Board as non-executive director.

John is a founder shareholder of European Wealth Management Group plc. Prior to founding European Wealth Management Group plc, John was the Chief Executive of Syndicate Asset Management plc, having previously been the Chief Executive of Ashcourt Holdings Plc. Prior to this, he was the Investment Director of Brachers LLP, and previously held senior roles at Hill Samuel Investment Management Limited, Schlesinger Investment Management Service Limited, Target Trust Managers Limited and Abtrust Fund Managers Limited. John has over 33 years’ experience of managing institutional and private client accounts, and the management and acquisition of wealth management businesses.

Under the Articles, John, John and Matt are required to retire at the next Annual General Meeting of the Company and will be eligible for re-election at that time.

Proposals

Adoption of Investment Policy

As outlined above, the Board believes that the South East Asian financial services market presents a compelling opportunity for the Company. Accordingly, the following new Investment Policy is proposed for adoption at the General Meeting:

The proposed investments to be made by the Company may be either quoted or unquoted; made by direct acquisition of an equity interest; may be in companies, partnerships, joint ventures; or direct interests in projects in South East Asia including, but not limited to, investments in the financial sector. The Company's equity interest in a proposed investment may range from a minority position to 100 per cent. ownership.

The Company will identify and assess potential investment targets and where it believes further investigation is required and subject to assessment of potential risk, intends to appoint appropriately qualified advisers to assist.

The Company proposes to carry out a project review process in which all material aspects of any potential investment will be subject to due diligence, as considered appropriate by the Board. It is likely that the Company's financial resources will be invested in a small number of projects or potentially in just one investment which may be deemed to be a reverse takeover under the AIM Rules.

Where this is the case, it is intended to mitigate risk by undertaking an appropriate due diligence process. Any transaction constituting a reverse takeover under the AIM Rules will require Shareholder approval. The possibility of building a broader portfolio of investment assets has not, however, been excluded.

The Company intends to deliver shareholder returns principally through capital growth rather than capital distribution via dividends. Given the nature of the Company's Investment Policy, the Company does not intend to make regular periodic disclosures or calculations of net asset value.

The proceeds of the Subscription will enable the Company to take initial steps to implement this new strategy and it is the Board's current intention that the Company will undertake a further fundraising in the future to provide additional capital for the Company.

Resolution 1 to be proposed at the General Meeting as an ordinary resolution proposes the adoption of the new Investment Policy.

Change of Name

Subject to Shareholder approval, it is proposed that the name of the Company be changed to reflect the new Investment Policy to

Hermes Pacific Investments plc

Resolution 2 is proposed as a special resolution for the purposes of obtaining Shareholder approval for the proposed name change.

General Meeting

The Notice convening the General Meeting is set out on pages 11 and 12 of this Document at which the Resolutions will be proposed. A summary of the Resolutions is set out below.

Ordinary Resolutions

Resolution 1, which will be proposed as an ordinary resolution, seeks approval for the proposed Investment Policy.

Special Resolution

Resolution 2, which will be proposed as a special resolution, seeks approval to change the name of the Company to Hermes Pacific Investments plc.

Action to be taken

Shareholders will find a Form of Proxy enclosed for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company at c/o CMS Corporate Consultants Limited, Suite 201 Temple Chambers, 3-7 Temple Avenue, London EC4Y 0DT not later than 11 a.m. on 16 August 2012. Completion of the Form of Proxy will not preclude you from attending and voting at the General Meeting in person if you so wish.

Recommendation

The Directors consider the Proposals to be in the best interests of the Company and the Shareholders. The Directors therefore unanimously recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own beneficial holdings.

Yours faithfully,

Haresh Kanabar
Non-Executive Chairman

Indian Restaurants Group plc

(Incorporated and registered in England and Wales with No: 05239281)

Notice of General Meeting

Notice is hereby given that the General Meeting of Indian Restaurants Group plc (the "Company") will be held at the offices of CMS Corporate Consultants Limited, Suite 201 Temple Chambers, 3-7 Temple Avenue, London EC4Y 0DT, on 20 August 2012 at 11 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

1. That the Company's Investment Policy as described in the Circular to shareholders, to which this Notice of General Meeting is attached, be approved.
2. That the name of the Company be changed to Hermes Pacific Investments plc.

By Order of the Board
Haresh Kanabar
Non-Executive Chairman

Registered Office:
*SRL Services
Entrance E2
Leicester Business Centre
111 Ross Walk
Leicester LE4 5HH*

1. Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend, vote and speak at the meeting.
2. A member entitled to attend, speak and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy need not also be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching to different shares.
3. A form of proxy is enclosed. To be valid forms of proxy (together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney) must be deposited with the Company c/o CMS Corporate Consultants Limited, Suite 201 Temple Chambers, 3-7 Temple Avenue, London EC4Y 0DT, by 11 a.m. on 16 August 2012. Completion of the proxy does not preclude members from subsequently attending and voting at the meeting in person if they should so wish.
4. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Register of Members of the Company as at the close of business on the day which is two days before the date of the meeting (or, if the meeting is adjourned, those members registered on the Register of Members of the Company as at the close of

business on the day which is two days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Subsequent changes to entries on the register after this time shall be disregarded in determining the rights of any persons to attend and/or vote at the meeting.

5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy, but the vote of the first named on the Register of Members of the Company will be accepted to the exclusion of other joint holders.
6. In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.

