

November 14, 2014

Subj: Notification of the resolution of the Board of Directors' Meeting no.100 on appointment of Independent Director and Member of Audit Committee of the Company

To: The President
The Stock Exchange of Thailand

The Board of Directors' meeting no.100 of Thai Rayon Public Company Limited ("the Company") held on 14 November 2014 has resolved to approve the appointment of Mr. Prabhu Narain Mathur as an Independent Director and member of Audit Committee of the Company in replacement of Mr. Nirmal Kumar Dalan, the resigned director, for the remaining term effective from 14 November 2014 onwards.

The Company herewith submits the Form to report on names of members and scope of work of the Audit Committee (F24-1).

Please be informed accordingly.

Yours faithfully,

Prasan Kumar Sipani
President

**CC: Listed Company Department
The Securities and Exchange Commission**

Profile of Independent Director and member of Audit Committee

Name	Mr. Prabhu Narain Mathur
Natinality	Indian
Age	80 years
Address	168/61 Prestige Tower Room 10D Sukhumvit Soi 23, Klongtoey Nua, Wattana, Bangkok 10110
Education	B. Tech Advanced Chemical Engineering, University of Nagpur, India
No. of shareholding in TR	9,000 shares
Relationship	-none-
Working Experience	2002-2006 Technical Advisor Alexandria Fiber Co.S.A.E., Egypt 1986-2002 Joint President Thai Acrylic Fiber Co.,Ltd., Thailand
Position in related companies which may cause conflict of interest to the Company	-none-
Forbidden Qualification	-none-

Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting/~~shareholders meeting~~ of Thai Rayon Public Company Limited
No. 100 held on 14 November 2014 resolved the meeting's resolutions in the following
matters:

Appointment of the audit committee/renewal for the term of audit committee:

Chairman of the audit committee Member of the audit committee

As follows:

(1) Mr. Prabhu Narain Mathur Member of the audit committee

The appointment/renewal of which shall taken an effect as of 14 November 2014

Determination/Change in the scope of duties and responsibilities of the audit committee with
the following details:

The audit committee is consisted of:

1. Mr. Shyam Sundar Mahansaria Chairman of the audit committee remaining term in office 2 years 8 months
2. Mr. Vinai Sachadev Member of the audit committee remaining term in office 2 years 8 months
3. Mr. Prabhu Narain Mathur Member of the audit committee remaining term in office 2 years 8 months

Secretary of the audit committee : Mrs. Suwanna Chalermwat

Enclosed hereto is a copy of the certificate and biography of the audit committee. The audit committee number as mentioned above has adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Directors on the following matters:

1. To review the Company's financial reporting process to ensure that it is accurate and adequate;
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;
3. To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business;

4. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;
5. To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;
6. To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information:
 - (a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - (b) an opinion on the adequacy of the Company's internal control system,
 - (c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
 - (d) an opinion on the suitability of an auditor,
 - (e) an opinion on the transactions that may lead to conflicts of interests,
 - (f) the number of the audit committee meetings, and the attendance of such meetings by each committee member,
 - (g) an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
 - (h) other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and
- (7) To perform any other act as assigned by the Company's board of directors, with the approval of the audit committee.

The Company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed.....Director
(Mr. Vinai Sachdev)

Signed.....Director
(Mr. Hari Krishna Agarwal)