

10<sup>th</sup> June 2013

Subject : Invitation to the Annual General Meeting of Shareholders No.21

To : Shareholders of Thai Rayon Public Co.,Ltd.

- Enclosures :
1. Copy of Minutes of the Annual General Meeting of Shareholders No.20
  2. Annual Report for the year ended 31<sup>st</sup> March 2013
  3. Profiles of the proposed persons to be elected as Directors
  4. Information of Independent Director to act as a proxy in the Annual General Meeting no.21
  5. Definitions of Independent Directors
  6. Criteria and process for nomination of a Director
  7. Company's Article of Association relating to the Shareholders' Meeting
  8. Documents required to be presented for attending the Meeting
  9. Proxy Form A / Form B / Form C
  10. Request form for printed copy of Annual Report
  11. Map of the venue of Annual General Meeting

The Board of Directors' Meeting no.94 of Thai Rayon Public Co.,Ltd. has resolved that the Annual General Meeting of Shareholders No.21 ("AGM") will be held on Thursday, 25<sup>th</sup> July 2013 at 15.00 hrs. at Ruamruedee Ballroom, 9<sup>th</sup> Floor, Novotel Bangkok Ploenchit Hotel, 566 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 to conduct the following agenda:

**Agenda 1 To approve the Minutes of the Annual General Meeting No.20 held on 25<sup>th</sup> July 2012**

The Board's Opinion: The Board has considered appropriate to propose in the Annual General Meeting to approve the minutes of the Annual General Meeting of Shareholders No.20. The copy of said minutes has been sent to the Shareholders together with the notice of this meeting as per the *Enclosure No.1*

**Agenda 2 To acknowledge the performance of the Company for the year ended 31<sup>st</sup> March 2013**

The Board's Opinion: The performance of the Company for the year ended 31<sup>st</sup> March 2013 appears in the section "Directors' Report to the Shareholders" and other sections in the Annual Report sent to the Shareholders together with the notice of this meeting as per the *Enclosure No.2*. The Board has considered appropriate to propose to the Annual General Meeting to acknowledge the performance of the Company.

**Agenda 3 To approve the audited consolidated balance sheet as on 31<sup>st</sup> March 2013 and the consolidated statements of income for the year ended 31<sup>st</sup> March 2013**

The Board's Opinion: It is considered appropriate to propose to the Annual General Meeting to approve the audited consolidated balance sheet and the consolidated statements of income for the year ended 31<sup>st</sup> March 2013, which the Board and the Audit Committee have considered to be prepared as per the generally accepted accounting principles. The Audit Committee has reported on this matter in "Report of the Audit Committee" of the Annual Report which has been sent to the Shareholders together with the notice of this meeting as per the *Enclosure no.2*.

#### Agenda 4 To consider and approve the dividend payment

The Board's Opinion: It is considered appropriate to propose to the Annual General Meeting to consider and approve the dividend payment for the year ended 31<sup>st</sup> March 2013.

The Company's dividend payment policy is to distribute dividend of 20-35% of the net income based on separate financial statements, after making necessary provisions for reserves as may be required by the applicable laws and considering requirement of funds for future business plans as deemed appropriate by the Board of Directors of the Company.

For the year ended 31<sup>st</sup> March 2013, the Company recorded net loss of Baht 21 Million compared to net profit of Baht 258 Million for six months period ended 31<sup>st</sup> March 2012. The Board has recommended to pay a dividend of Baht 1.17 per share for the year ended 31<sup>st</sup> March 2013, amounting to Baht 235.87 Million. The dividend payment will be made on 16<sup>th</sup> August 2013 from un-appropriated retained earnings of the Company.

The past dividend payment record is as follows:

	Unit	For the year	For 6 months	For the year		
		ended 31 March	ended 31 March	ended 30 September		
		2013	2012	2011	2010	2009
Net profit (Consolidated Financial Statements)	Million Baht	(21)	258	2,920	3,041	463
Net profit (Separate Financial Statements)	Million Baht	674	215	2,247	2,231	554
No. of Shares	Million shares	201.60	201.60	201.60	201.60	201.60
Dividend per share	Baht	1.17	0.37	2.50	1.75	1.00
Total dividend payment	Million Baht	235.87	74.59	504.00	352.80	201.60
Dividend Payout Ratio (based on Separate Financial Statements)	%	35	35	22	16	36

#### Agenda 5 To consider and approve the appointment of Directors in place of those who retire by rotation and appointment of new director

The Board's Opinion: In accordance with Clause No. 13 of the Company's Articles of Association, "At every annual general meeting, one-third of the number of the Directors shall vacate the office. If the number is not a multiple of three, then the number nearest to one-third must retire from the office. A retiring Director is eligible for re-election."

This year, there are three (3) Directors who shall retire by rotation, namely (1) Mr. Kumar Mangalam Birla, Director (2) Mrs. Rajashree Birla, Director and (3) Mrs. Rachani Kajiji, Director who passed away on 19<sup>th</sup> May 2013.

The Company does not have Nomination Committee. However, the process of nomination is based on the knowledge and experiences of Directors. The criteria and process for nomination of Director has been disclosed as per the *Enclosure No.6*.

The Board of Director has considered that it should be proposed to the shareholders' meeting to approve the appointment of two directors namely (1) Mr. Kumar Mangalam Birla and (2) Mrs. Rajashree Birla in place of those who retire by the rotation as directors of the Company for another term because their experience and knowledge are highly beneficial for the continued success of the Company.

The Board of Director discussed the appointment of new director in place of Mrs. Rachani Kajiji who passed away on 19<sup>th</sup> May 2013 in Board meeting dated 27<sup>th</sup> May 2013. The Board could not find a suitable and qualified person to fill this vacancy due to time constraints. However, the Board agreed to propose the above re-appointment and appointment of new director, if any to the next AGM for approval by shareholders.

It is considered appropriate to propose to the AGM to approve the appointment of two directors in place of those who retire by rotation and approve the meeting allowance of Board of Directors for the year 2014 at Baht 25,000.- per attended meeting (year 2013: Baht 25,000.- per attended meeting). The profiles of the Directors who retire by rotation have been disclosed as per the *Enclosure No.3*.

#### **Agenda 6 To appoint the Company's auditors and fix their remuneration**

The Board's Opinion: In accordance with Clause No. 36 of the Company's Articles of Association, an Annual General Meeting shall appoint the Company's auditors and fix their remuneration. The Board proposes the shareholders to appoint Ernst & Young Office Limited to be the Company's auditors for the year ending 31<sup>st</sup> March 2014 for another term as recommended by the Audit Committee namely;

- (1) Mr. Termphong Opanaphan, CPA No. 4501 (as the Company's auditor since year 2012) and/or
- (2) Ms. Thipawan Nananuwat, CPA No. 3459 and/or
- (3) Ms. Siraporn Ouaanunkun, CPA No. 3844

The remuneration of the auditors for the year ending 31<sup>st</sup> March 2014 is proposed at Baht 1,100,000.- (for the year ended 31<sup>st</sup> March 2013 : Baht 1,100,000.-), excluding out of pocket expenses.

The auditors named above have no relationship or conflict of interest with the Company, management, major shareholders or other related persons. Therefore, all proposed auditors are independent to audit and express their opinions on Financial Statements of the Company.

It is considered appropriate to propose to the AGM to consider and approve the appointment of the Company's auditors and fix their remuneration.

#### **Agenda 7 Other business (if any)**

This agenda is provided for Shareholders to ask questions and/or for Directors to clarify any queries (if any). No matters will be proposed for consideration and approval; therefore, no voting will be made.

The Company has published Annual Report for the year ended 31<sup>st</sup> March 2013 both in printed form and CD. Please do not hesitate to contact us for printed copy of Annual Report at Thai Rayon Public Company Limited, 16<sup>th</sup> Floor, Mahatun Plaza Building, 888/160-1 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330, Thailand (Attention to Ms. Suwanna Chalermwat - Company Secretary) by phone no. +66(0)2253-6745-54 ext. 2550 or fax. no. +66(0)2254-3181 or e-mail at [suwanna.c@adityabirla.com](mailto:suwanna.c@adityabirla.com) as per the *Enclosure No.10*.

The Shareholders entitled to attend the meeting, cast votes in the meeting and receive the dividend shall be those listed in the Shareholders' Register of the Stock Exchange of Thailand as of 10<sup>th</sup> June 2013 and 11<sup>th</sup> June 2013 shall be the book closing date as per section 225 of the Securities and Exchange Act.

The registration and document examination of all attendees will take place at the meeting venue during 14.00–15.00 hrs. The Company will conduct the meeting in accordance with the rules for Shareholders' Meeting, which is described in the *Enclosure No.7*.

The Company is pleased to invite the Shareholders to attend the meeting at the above mentioned time and venue. Should you be not available to participate in the meeting by yourself, please appoint your proxy to do so. You may use any one of the proxy forms as appearing in the *Enclosure No.9*. For your convenience, however, the Company would recommend the Proxy Form B, which provides more definite details of the authorization, and by which you may appoint the Company's Independent Director to attend the meeting and vote on your behalf. The definition of independent director and information of the Company's Independent Director to be a proxy in the AGM has been disclosed as per the *Enclosure No.5 and 4* respectively.

The Shareholders and the proxy have to present the required documents as per the *Enclosure No.8* for attending the meeting.

For and on behalf of the Board of Directors

(Shyam Sundar Mahansaria)  
Independent Director and Chairman of the Audit Committee