

Minutes of the Annual General Meeting of Shareholders for 2017 of Thai Rayon Public Company Limited

Date of the meeting:	Friday, 21 July 2017
Venue of the meeting:	at New York Room, 2 nd Floor, Conrad Bangkok Hotel, All Season Place, 87 Wireless Road, Lumpini, Pathumwan, Bangkok 10330
Chairman:	Mr. Vinai Sachdev – Independent Director / Member of Audit Committee
Secretary to the meeting:	Mrs. Suwanna Chalermwat, Company Secretary
The meeting started:	14.00 hrs.
Attendants:	At the commencement of the meeting, there were 78 shareholders attending in person and 90 shareholders attending by proxy, totaling 168 shareholders representing 156,361,561 shares equivalent to 77.56% of the issued and paid-up capital. Additional shareholders representing 392,437 shares attended after the commencement of meeting. Thus the total numbers of shareholders attending in person were 105 shareholders and attending by proxy were 110 shareholders, totaling 215 representing 156,753,998 shares equivalent to 77.75% of issued and paid up capital of the Company.

The quorum was constituted in accordance with the law and Clause 34 of the Articles of Association of the Company.

The Secretary to the meeting welcomed all shareholders. Before the meeting, the secretary invited hotel officer to explain the emergency exit of the meeting room for safety of all the attendees. Mr. Vinai Sachdev, Independent Director, informed to the meeting that Mr. Kumar Mangalam Birla, Chairman of the Board of Directors could not attend the meeting. As per the Company's Articles of Association under section 34 "In the shareholders' meeting, the Chairman of the Board shall preside over the meeting. If the Chairman is not present or does not attend the meeting, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman or the Vice-Chairman is unable to perform his duty, the meeting shall elect one of the shareholders attending the meeting to preside over the meeting". Therefore, in order to comply with regulations, may I ask the meeting to propose a shareholder to be the Chairman of the meeting?

Mr. Hari Krishna Agarwal, a shareholder attending by proxy, present in the meeting proposed the name of Mr. Vinai Sachdev, who is a shareholder, to act as the Chairman of the meeting. There were no objections in proposal for Mr. Vinai Sachdev to act as Chairman of the meeting. Mr. Vinai Sachdev then started conducting meeting as the Chairman of the meeting.

The Chairman convened the meeting, welcomed the shareholders and introduced the directors and senior management to the meeting as follows:

- | | |
|--------------------------------|--|
| 1. Mr. Vinai Sachdev | Independent Director / Member of Audit Committee |
| 2. Mr. Shyam Sundar Mahansaria | Independent Director / Member of Audit Committee |
| 3. Mr. Prabhu Narain Mathur | Independent Director / Member of Audit Committee |
| 4. Mr. Dilip Singh Gaur | Business Director-Fibre & Pulp |
| 5. Mr. Hari Krishna Agarwal | Chief Operating Officer (Fibre Business) |
| 6. Dr. Bir Kapoor | Group Executive President |

Directors' name who did not attend the AGM:

- | | |
|-----------------------------|-----------------------|
| 1. Mr. Kumar Mangalam Birla | Chairman of the Board |
| 2. Mrs. Rajashree Birla | Director |

The Chairman then introduced Mr. Prasan Sipani as the President of the Company. Mr. Prasan Sipani introduced management team to the meeting as follows:

- | | |
|----------------------------|--|
| 1. Mr. Prasan Sipani | President |
| 2. Mr. Pramod Khandelwal | Vice President (Finance & Commercial) |
| 3. Mr. Panithan Sriyang | General Manager (HR Management) |
| 4. Mr. Manoj Mittal | General Manager (Materials Management) |
| 5. Mr. Mahendra Ganeriwai | Assistant General Manager (Commercial) |
| 6. Mrs. Pranorm Tragooltip | Deputy Manager (Accounts) |
| 7. Mrs. Chaliew Sung-ngoen | Superintendent (Accounts) |
| 8. Mr. Himanshu Dhone | Executive Assistant |
| 9. Ms. Suwanna Chalermwat | Company Secretary |

The Chairman introduced Ms. Kosum Cha-em, Mr. Methasit Kornvatcharaviroj and Ms. Ruangdao Supachorncharan, the Company's auditors from EY Office Limited, who attended the meeting to provide clarifications on financial statements and Mr. Chalermpon Singharatana as Independent Lawyer, who attended the meeting as observer.

Before starting discussions on agenda, the Secretary informed the rules for conducting shareholders meeting along with the procedures of voting and counting for each agenda. In the event of vote casting being called and none of the shareholders voting for "Disapprove" or "Abstain", those agendas will be mutatis mutandis taken as approved by the shareholders.

If any shareholder is voting against the agenda, the procedures for counting the votes shall be as under:

1. Prior to the voting of any agenda, the Chairman will invite shareholders to ask questions.
2. The voting of each agenda shall be made openly.
3. A shareholder may cast a vote for "Disapprove" or "Abstain" on each agenda on voting cards received when registered. The voting is counted as 'one share one vote'.
4. If there are shareholders who "Disapprove" or "Abstain" on any agenda, then they should raise their hands for the Company's staff to collect the filled voting cards for vote counting.
5. The Chairman will announce the scores of the votes by specifying the number of votes, which are in favor of "Approve, Disapprove or Abstain".
6. If the shareholder or proxy proposes to give any suggestion or ask question, then they can raise hands and give their suggestions or ask the questions after informing their identity.

After shareholders acknowledged the procedure of vote casting, vote counting and announcement of vote results as described above.

Before start of each agenda, It was informed to meeting that shareholder should ask questions related to each agenda only. If someone would like to ask any other questions or give any suggestions to the Company then same could be covered under Agenda 7. This agenda is for the shareholders to ask questions and/or to clarify from the Board and management.

The Chairman commenced the meeting and conducted the following business agenda:

Agenda 1 To approve the minutes of the annual general meeting No.24 held on 25 July 2016

The Chairman requested the meeting to approve the minutes of the annual general meeting of shareholders No.24 which was held on 25 July 2016 as disclosed on pages 10-29 of the notice of the meeting which had been sent to the shareholders together with the notice of this meeting as per the Enclosure No.1.

The Chairman invited the shareholders to ask questions about incomplete or inaccurate information, if any, in the minutes. The issues or observations made by some shareholders are summarized as below:

- 1) Mr. Ritthichai Yipcharoenporn, a shareholder, suggested that as per his request in the last AGM, the Board was supposed to re-consider the dividend payment policy.
 - The Chairman explained that the dividend payment was made as per the Company's existing dividend payment policy i.e. to distribute dividend of 20-35% of the net profit based on separate financial statements. The Board has not yet considered any revision on the present dividend policy.
- 2) Mr. Sutee Sahassarangsri, a shareholder, asked whether the Company has enquired about the status of loan, interest and repayment schedule of the loan given by Thai Carbon Black Plc. (TCB) to Indigold (Mauritius). He also suggested that being a largest shareholder of TCB, the Company has the right to ask more details from TCB on this matter.
 - Mr. Prasan Sipani, the President, explained that TCB's business operations are independently managed by their board of directors and management. The Company is a strategic shareholder in TCB. The financial statements of TCB are audited by separate independent auditors. On this matter, the Company has relied on the audit report and audited financials of TCB.
 - Our Auditor, EY Office Limited, has also explained the Company didn't take any provision for loss on this loan based on the audited financial statements of TCB and have followed standard audit procedures on this matter.
- 3) Mr. Basant Dugar, a shareholder, made observations on various matters like sending of minutes of AGM by post to shareholders, the Company's guidelines on anti corruption policy and accounting as per consolidated financial statements relating to major investments.
 - Mr. Prasan Sipani, the President, informed that agenda 1 was for approval of the minutes. Any suggestions not related to the agenda should be considered under agenda 7.

The Chairman invited the shareholders for further questions or observations. No further question being raised.

Chairman then asked the meeting to vote for this agenda, if there are shareholders who "Disapprove" or "Abstain", then they should raise their hands for the Company's staff to collect the filled voting cards for vote counting.

The Chairman then asked the meeting to vote for approving the minutes of the annual general meeting of shareholders No.24 which was held on 25 July 2016.

The Chairman assigned Ms. Suwanna Chalermwat who is the company secretary also to inform the voting of each agenda to the meeting.

After due consideration, the meeting then passed a resolution to approve the minutes of the annual general meeting of shareholders No.24 which was held on 25 July 2016 by the majority voting as follows:

Approved	156,670,266	votes, equivalent to	99.9999%
Disapproved	100	votes, equivalent to	0.0001%
Abstained	-	votes, equivalent to	0.0000%

of the total votes of shareholders attending the meeting and entitled to vote.

Agenda 2 To acknowledge the performance of the Company for the year ended 31 March 2017

The Chairman informed the meeting that the performance of the Company for the year ended 31 March 2017 had appeared in the section "Directors' Report to the Shareholders" on page 6-11 and other sections in the annual report which had been sent to the shareholders together with the notice of this meeting as per the Enclosure No.2.

The Chairman invited Mr. Prasan Sipani to explain the business performance and financial highlights of the Company for the year ended 31 March 2017 to the meeting.

Mr. Prasan Sipani explained to the meeting on the overall business performance and summarized financial highlights for the year ended 31 March 2017 through presentation as under:

1. For the year ended 31 March 2017, the sales volume decreased by 9% caused by lower production due to implementation of MOU with provincial authority to address complaint of odour by some people from plant operations where as the selling price increased by 10%. Due to above, the sales revenue for the year ended 31 March 2017 was lower by 2% at Baht 9,080 Million as compared to Baht 9,223 Million of last year. The cost of sales decreased by 7% mainly due to lower sales volume.
2. For the year ended 31 March 2017, as per separate financial statements, the Company recorded net profit of Baht 1,034 Million compared to net profit of Baht 468 Million of last year, an increase of Baht 566 Million or 121% and as per equity method recorded net profit of Baht 2,325 Million compared to net profit of Baht 1,386 Million of last year, an increase of Baht 940 Million or 68%. Major reasons for higher profit in FY 2017 compared to FY 2016 were the increase in selling price by 10%, decreased in sales volume by 9%, higher input, selling, administrative and other costs, higher exchange gain and higher equity income.
3. Market outlook :
 - 3.1 VSF prices showing volatile trend and recently dropped by 14% in last three months.
 - 3.2 Surplus capacity in VSF continues in global markets and expected to increase to double digit in next 2-3 years from present level of 8% due to new capacities announced in China and Indonesia.
 - 3.3 China remained a dominant player with almost 65% of global capacity in VSF market.
4. Key challenges & way forward :
 - 4.1 Unfavorable economies of scale as new VSF capacity's are with larger size of machines (as high as 300-350 tons per day compared to 90 tons per day for Thai Rayon).
 - 4.2 Higher operation costs in Thailand due to higher manpower and power cost.
 - 4.3 Constraints for future growth due to space limitations, stringent town planning law and high level of awareness relating to environmental issues in local communities.
 - 4.4 Requirement of higher amount for capex and repairs for keeping plant in good health, maintaining quality, good environment and safety.
 - 4.6 Shrinking domestic textile market caused by partial or full closure of some spinning mills due to higher operating costs as compared to competitors resulting into higher dependence on exports leading to higher logistics costs
 - 4.7 Way forward is to diversify product portfolio through increasing share of value added specialty products such as modal, non-woven, micro denier etc and cost reduction of chemical, energy and fixed costs. This should help the Company to remain competitive to a certain extent.

The Chairman invited shareholders to ask questions or voice their observations. These are summarized as under:-

- 1) Mr. Sutee Sahassarangsri, a shareholder, made comments and enquired on followings
 - 1.1 The Company's strategy considering age of the plant (41 years old), higher cost of power and manpower, shrinking domestic demand and competition from other VSF players who has cost advantage due to higher capacity production lines.
 - 1.2 The Company's investment should be in core business to avoid investment losses like Egypt.
 - 1.3 The Board should suitably be reconstituted
 - The Chairman explained that there is no need for change in board as the problems are not specific to the Company only but also related with textile industries in general in Thailand. The Company's investments both in and outside Thailand is for the benefits of the Company's stakeholders. Mr. Shyam Sundar Mahansaria, a director, further explained that the Company along with other VSF plants of the group are the biggest VSF producer in the world. The Company has strategy for each investment including China business. Some of the conditions in Thailand are not same as Indonesia where VSF plant's are having their own co-generation plant. However, the Company buys steam from Thai Carbon Black Plc. (TCB) and power from government grid. Even though our plant is 41 years old but your Company still makes profit and able to pay dividend every year.
 - Mr. Prasan Sipani also explained that the Company has improved share of value added specialty products and expanded export markets to remain competitive. The Company's investment in TCB has resulted in sourcing utilities at competitive rate. The Company continues to invest in projects for better quality, productivity improvement and focus on cost reduction in chemical, utilities and manpower productivity. Mr. Sutee Sahassarangsri later on appreciated the board and management on their role and efforts on Company's performance.
- 2) Mr. Ritthichai Yipcharoenporn, a shareholder, asked what is the Company's plan to remain competitive?
 - Mr. Prasan Sipani, the President, explained that the Company continues to increase share of value added fibre products, reduce cost of operations and expand markets.

The Chairman invited the shareholders for further questions or observations. No further question being raised.

The Chairman, then, requested the meeting to acknowledge the performance of the Company for the year ended 31 March 2017.

After due consideration, the meeting then acknowledged performance of the Company for the year ended 31 March 2017.

Agenda 3 To approve the audited statement of financial position as on 31 March 2017 and the audited income statements for the year ended 31 March 2017

The Chairman informed the meeting that the Company had prepared the audited statement of financial position as on 31 March 2017 and the audited income statements for the year ended 31 March 2017 appearing on pages 106-189 of the annual report, which the Board and the Audit Committee have considered to be prepared as per Thai Financial Reporting Standards. The Audit Committee had reported on this matter in "Report of the Audit Committee" on page 88-89 in the Annual report which had been sent to the shareholders together with the notice of this meeting as per the Enclosure No.2. The details had been explained in agenda 2.

The Chairman invited shareholders to ask questions or voice their observations. These are summarized as under:-

- 1) Mr. Ritthichai Yipcharoenporn, a shareholder, enquired on breakdown of expenses so that financial statements are easy to understand and requested the Company to provide details on cost of goods sold
 - Mr. Prasan Sipani, the President, explained that the Company has given more detail on expenses on page 170 of the annual report.
 - Ms. Kosum Cha-em, our auditor, explained that disclosures are in accordance with accounting standards and it covers major and functional items of cost.
- 2) Mr. Basant Dugar, a shareholder, commented on number of signatories and some other matters which were not relevant to this agenda. On this a shareholder suggested that all questions/suggestions should be related to the agenda only and if the same is not related to the agenda then same should be discussed in agenda 7. This will help in orderly conduct of the meeting and save the time of all shareholders.
- 3) Mr. Sakchai Sakulsrimontri, a shareholder, enquired followings:
 - 3.1 Why did the Company changed accounting method to equity?
 - Mr. Methasit Kornvatchaviroj, our auditor, explained that based on adoption of new accounting standard, the Company's investment in AV terrace Bay Inc (AVTB) which was earlier considered as subsidiary is shown as investment in joint venture since last year considering the fact that the Company has joint control in AVTB. Accordingly, the Company changed the accounted method from consolidated method to equity method.
 - 3.2 What were the details of current investments of Baht 170 Million in 2016 as mentioned in page 106 of the annual report?
 - 3.3 What was the reason of increase in inventory?
 - 3.4 What was the reason of decrease in deferred tax assets to Baht 29.739 Million as mentioned on page 106 of the annual report?
 - 3.5 What was the reason of increase in deferred tax liabilities to Baht 374.070 Million as mentioned on page 108 of the annual report?
 - 3.6 Did net profit for the year increase due to dividend and other income?
 - Mr. Prasan Sipani, the President, explained as under:-
 - Investments of Baht 170 Million were in fixed deposits and bills of exchange with banks for the period of 3-12 months.
 - Increase in inventory is mainly due to increase in quantity of major raw-material pulp
 - Decrease in deferred tax assets is mainly due to reduction in unused tax losses as mentioned in page 174 of the annual report
 - Increase in deferred tax liability is mainly due to unrealized gain from change in value of available-for-sale investments.
 - Increase in net profit is mainly due to increase in selling price by 10%
 - 3.7 Why did the Company set aside general reserve of Baht 2,500 Million?
 - Ms. Kosum Cha-em, our auditor, explained that this was done as per section 43 of the articles of association of the Company.
 - 3.8 Why did the audit fee increase?
 - Mr. Prasan Sipani, the President, explained that the proposed increase in audit fee is 6.38% as compared to last year.
 - Ms. Kosum Cha-em, our auditor, also explained that increase in audit fee is reasonable as the amount of audit fee didn't increase in last 3 years.

- 6) Mr. Basant Dugar, a shareholder, complimented on the Company's strong cash flow, better business operations and financial statements ,
- 7) Mr. Suebsak Piphopmongkol, a shareholder, referred to the rights of shareholders to ask the questions relevant to each agenda and the Chairman should put further emphasis on the same. If any shareholder has any questions and/or suggestions which are not relevant to the agenda then the shareholder should ask the same at the Company's office and/or cover in agenda 7. Mr. Sutee Sahassarangsri, another shareholder, commented that the Chairman has the right to conduct meeting as per agenda and the Chairman is doing well in managing time for conducting meeting.

The Chairman invited the shareholders for further questions or observations. No further question being raised.

Chairman then asked the meeting to vote for this agenda, if there are shareholders who "Disapprove" or "Abstain", then they should raise their hands for the Company's staff to collect the filled voting cards for vote counting.

The Chairman, then, requested the meeting to vote for approving the audited statement of financial position as on 31 March 2017 and the audited income statements for the year ended 31 March 2017.

After due consideration, the meeting then passed a resolution to approve the audited statement of financial position as on 31 March 2017 and the audited income statements for the year ended 31 March 2017 by the majority voting as follows:

Approved	156,753,898	votes,	equivalent to	99.9999%
Disapproved	100	votes,	equivalent to	0.0001%
Abstained	-	votes,	equivalent to	0.0000%

of the total votes of shareholders attending the meeting and entitled to vote.

Agenda 4 To consider and approve the dividend payment for the year ended 31 March 2017

The Chairman informed the meeting that it is considered appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the dividend payment for the year ended 31 March 2017.

For the year ended 31 March 2017, as per separate financial statements, the Company recorded net profit of Baht 1,034 Million compared to net profit of Baht 468 Million of last year, an increase of Baht 566 Million or 121%. The Board has recommended paying dividend of Baht 1.05 per share for the year ended 31 March 2017, amounting to Baht 211.68 Million. This dividend amount is fully exempted from corporate income tax under BOI's promotion certificate no.59-0424-0-04-1-0. The dividend payment will be made on 10 August 2017.

The Chairman invited the shareholders to ask questions or raise their observations. The issues or observations made by shareholders are summarized as below:

- 1) Mr. Suebsak Piphopmongkol, a shareholder, mentioned that we want good returns from investment in shares of Thai Rayon . The proposed dividend at the rate of Baht 1.05 per share is not reasonable. The trading in the capital market of TR is very less. He proposed that the Company should pay dividend by warrant to increase liquidity in market. The Company should also take steps to invite new generation of investors to invest in TR.
- 2) Mr. Ritthchai Yipcharoenporn, a shareholder, suggested that last year he proposed higher dividend payment of Baht 2.30 per share. The Company's dividend payout ratio was 30% in 2016 as compared to 20% of this year even though the profit is higher in this year. So he requested to consider to pay a higher dividend of Baht 1.60 per share as per the Company's existing dividend payment policy.

- 3) Another shareholder requested to clarify further on the dividend payment policy of 20-35%. If the Company has more profits then it should pay higher dividend to investors instead of having higher reserves. At present the Company has more reserves and no major obligation in near future. In case the Company has higher capex requirement then it can consider capital increase.
- 4) Another shareholder suggested that the Company should revise dividend payment policy to have lower dividend payout ratio with less profit and vice versa.
- 5) Mr. Suebsak Piphopmongkol, a shareholder, agreed with another shareholder, Mr. Ritthchai Yipcharoenporn to consider and pay higher dividend of Baht 1.50 per share. At the same time the Company should also consider issuance of warrant.
- 6) Mr. Sutee Sahassarangsri, a shareholder, suggested that the Company should pay higher dividend of Baht 50 per share considering the Company's net worth of more than Baht 20,000 Million and can still manage future outflows in expansion, change of machine size and power plant etc.
- 7) Mr. Basant Dugar, a shareholder, suggested that the Company's dividend payment policy should be linked to net profit as per consolidated method instead of net profit as per separate financials.
 - Mr. Prasan Sipani, the President, explained that less dividend is after considering investments for value added products, environment spend, replacement capex, new source of energy etc.
 - The Chairman further explained that the Company's existing dividend policy has been approved by the board as per shareholders requests made in earlier AGM. However, the chairman promised to put before the board the valuable suggestions of shareholders for further consideration.

The Chairman invited the shareholders for further questions or observations. No further question being raised.

Chairman then asked the meeting to vote for this agenda, if there are shareholders who "Disapprove" or "Abstain", then they should raise their hands for the Company's staff to collect the filled voting cards for vote counting.

The Chairman, then, requested the meeting to vote for approving the dividend payment for the year ended 31 March 2016.

After due consideration, the meeting passed a resolution to approve the dividend payment of Baht 1.05 per share for the year ended 31 March 2017, amounting to Baht 211.68 Million. This dividend payment is fully exempted from corporate income tax under BOI's promotion. The dividend payment will be made on 10 August 2017. Mr. Prasan Sipani, President of the Company, is authorized to take all necessary steps to arrange the dividend payment by the majority voting as follows:

Approved	156,753,898	votes,	equivalent to	99.9999%
Disapproved	100	votes,	equivalent to	0.0001%
Abstained	-	votes,	equivalent to	0.0000%

of the total votes of shareholders attending the meeting and entitled to vote.

Agenda 5 To consider and approve the appointment of directors in place of resigning directors and those who retire by rotation

The Chairman informed the meeting that in accordance with Clause 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 are due to retire by rotation, namely (1) Mrs. Rajashree Birla, Director (2) Mr. Krishna Kishore Maheshwari, Director and (3) Mr. Hari Krishna Agarwal, Director. Of these three directors, Mr. Krishna Kishore Maheshwari and Mr. Hari Krishna Agarwal have resigned from the Board effective 30 May 2017. However, as per their original tenure and retirement schedule, they are considered among the list of directors who are due to retire by rotation.

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 Directors have considered that it should be proposed to the shareholders' meeting to approve the re-appointment of Mrs. Rajashree Birla who retires by rotation, as director of the Company for another term and propose the name of two new directors in place of the remaining two directors namely (1) Mr. Krishna Kishore Maheshwari and (2) Mr. Hari Krishna Agarwal, who could not be proposed for re-appointment due to their resignation from the board effective 30 May 2017.

Hence, the Board has further considered that it should be proposed to shareholders' meeting to consider and approve two new directors, namely (1) Mr. Dilip Singh Gaur and (2) Dr. Bir Kapoor to be appointed as directors of the Company in place of the remaining two resigning directors looking to their experience and knowledge in managing various businesses. The profiles of the proposed directors in place of resigning directors and those who retire by rotation have been disclosed as per the Enclosure No.3. These directors are entitled for meeting fee of Baht 25,000.- for each attended board meeting as per clause no. 14 of Articles of Association.

Mr. Dilip Singh Gaur and Dr. Bir Kapoor left the meeting room during the discussion and voting of this agenda as they have conflict of interest in this agenda.

The Chairman invited the shareholders to ask questions or raise their observations. The issues or observations made by some shareholders are summarized as below:

- 1) Mr. Basant Dugar, a shareholder, suggested that the profile of Mrs. Rajashree Birla should include more details. He further suggested that the Company should review and if needed appropriately adjust its corporate governance policy (CG) as per guidelines issued by SEC.
- 2) Another shareholder suggested that this agenda should consider remuneration also along with appointment of directors.
- 3) Mr, Sutee Sahassarangsri, a shareholder, suggested that the Company should review and pay more remuneration to directors after market survey considering their role vis a vis management's remuneration

The Chairman invited the shareholders for further questions or observations. No further question being raised.

The Chairman then asked the meeting to vote for this agenda, if there are shareholders who "Disapprove" or "Abstain", then they should raise their hands for the Company's staff to collect the filled voting cards for vote counting.

The Chairman then asked the meeting to vote for approving the appointment of each director.

After due consideration, the meeting then passed a resolution to approve re-election of a retiring director and appointment of two new directors to be director for a term of 3 years by the majority voting as follows:

1. Mrs. Rajashree Birla		Director		
Approved	153,311,681	votes,	equivalent to	97.8040%
Disapproved	3,442,317	votes,	equivalent to	2.1960%
Abstained	-	votes,	equivalent to	0.0000%
of the total votes of shareholders attending the meeting and entitled to vote.				

2.	Mr. Dilip Singh Gaur	Director		
	Approved	153,553,898	votes, equivalent to	97.9585%
	Disapproved	3,200,100	votes, equivalent to	2.0415%
	Abstained	-	votes, equivalent to	0.0000%
	of the total votes of shareholders attending the meeting and entitled to vote.			
3.	Dr. Bir Kapoor	Director		
	Approved	153,553,898	votes, equivalent to	97.9585%
	Disapproved	3,200,100	votes, equivalent to	2.0415%
	Abstained	-	votes, equivalent to	0.0000%
	of the total votes of shareholders attending the meeting and entitled to vote.			

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

The Chairman informed the meeting that in accordance with Clause 36 of the Company's Articles of Association, an annual general meeting shall appoint the Company's auditor and fix their remuneration.

The Board proposed the meeting to appoint the auditors namely, (1) Mr. Khitsada Lerdwana, CPA No. 4958 (as the Company's auditor from year 2017 onward) and/or (2) Mrs. Poonnard Paocharoen, CPA No. 5238 and/or (3) Ms. Thipawan Nananuwat, CPA No. 3459, from EY Office Limited to be the Company's auditor for the year ending 31 March 2018 as recommended by the Audit Committee and the Board considering their requisite qualification as auditor. The Board also proposed the meeting to approve the remuneration of the auditor for the year ending 31 March 2018 at Baht 1,250,000.- (for the year ended 31 March 2016: Baht 1,175,000.-), 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.

The Chairman invited the shareholders to ask questions or raise their observations. The issues or observations made by some shareholders are summarized as below:

- 1) Mr. Sakchai Sakulrimontri, a shareholder, enquired about the scope of audit work and procedure of audit of concerning Investee company's financial position and their performance.
 - Ms. Kosum Cha-em, our auditor, explained that EY follows the standard audit procedures and enquires directly with the auditors' of investee companies depending upon the size and materiality of the transaction.
- 2) Mr. Basant Dugar, a shareholder, suggested that profiles of each auditor should be disclosed in this agenda.

The Chairman invited the shareholders for further questions or observations. No further question being raised.

The Chairman then asked the meeting to vote for this agenda, if there are shareholders who "Disapprove" or "Abstain", then they should raise their hands for the Company's staff to collect the filled voting cards for vote counting.

The Chairman then asked the meeting to vote for approving the appointment of the Company's auditors and fix their remuneration for the year ending 31 March 2018.

After due consideration, the meeting passed a resolution to approve the appointment of the Company's auditors namely, (1) Mr. Khitsada Lerdwana, CPA No. 4958 (as the Company's auditor from year 2017 onward) and/or (2) Mrs. Poonnard Paocharoen, CPA No. 5238 and/or (3) Ms. Thipawan Nananuwat, CPA No. 3459, from EY Office Limited to be the Company's auditor for the year ending 31 March 2017 and also approved their remuneration for the year ending 31 March 2018 at Baht 1,250,000.-, excluding out of pocket expenses by the majority voting as follows:

Approved	156,735,498	votes,	equivalent to	99.9882%
Disapproved	18,500	votes,	equivalent to	0.0118%
Abstained	-	votes,	equivalent to	0.0000%

of the total votes of shareholders attending the meeting and entitled to vote.

Agenda 7 Other business (if any)

The Chairman advised that this agenda was provided for shareholders to ask questions and/or for directors to clarify any queries of the shareholders (if any). No matters would be proposed for consideration and approval; therefore, no voting would be made.

The Chairman invited the shareholders to ask questions or raise their observations. The issues or observations made by some shareholders are summarized as below:

- 1) A shareholder, enquired about the status of Birla Lao Pulp & Plantations (BLPP), Laos.
 - Mr. Prasan Sipani, the President, explained that the Company has entered into MOU with Laos government to get 50,000 hectares of land for plantations followed with pulp manufacturing plant. However the Company did not get the land as per the terms and hence put the project on hold and now your Company along with other shareholders is looking for divesting from this project. At present, the Company is holding 30% of the equity of BLPP along with other shareholders PT Indo-Bharat, Indonesia and Grasim Industries, India who holds 30% and 40% of the equity respectively in this company.
 - Mr. Shyam Sundar Mahansaria, a director, further explained that setting up of the pulp plant was the main purpose for investment in Laos. The pulp produced from this plant was supposed to be exported to Thai Rayon for manufacturing of fiber. Accordingly, Laos Government agreed to provide 50,000 HA of land for plantation of eucalyptus whose wood after 5-7 years was meant to be used as raw material for pulp plant. However, Laos Government could not provide the land to BLPP as per understanding. Whatever investment BLPP has made till now is mainly on acquiring of land and plantation of eucalyptus on the small quantity of land given by the Government. Meanwhile, the project became unviable considering market situation and size of the plant. Hence the Company decided to look for suitable opportunities to divest from this project.
- 2) Mr. Basant Dugar, a shareholder, suggested that the Company should send minutes of AGM to shareholders.
 - Mr. Prasan Sipani, the President, explained that the Company will submit the minutes to the SET within 14 days after AGM date as per law and post the same in the Company's website.

- 3) Mr. Ritthchai Yipcharoenporn, a shareholder, asked the Company to clarify on status reduction in production cut.
 - Mr. Panithan Sriyang, General Manager (HR), explained the CSR team has been closely interacting with community around factory and taking various actions for the well being of the community. Based on survey, the community is satisfied with actions taken by the Company on smell issue and the present level of smell is unacceptable range to all most all members of the community. The Company has appointed one of the well-known universities in Thailand to conduct studies to identify further areas of improvement on this issue. At present the Company is running at 100% capacity up to October 2017 as per the latest meeting of the committee and waiting for the final consideration on this matter.
- 4) Mr. Basant Dugar, a shareholder, suggested that new innovation of equipment and machinery.
- 5) Mr. Sakchai Sakulrimontri, a shareholder, enquired about followings:
 - 5.1 Does the Company face problem relating to migrant labor?
 - Mr. Prasan Sipani, the President, explained that the Company does not have any migrant labor.
 - 5.2 What is the strategy of the Company's to remain competitive? Does the Company have any plan to invest in new business?
 - Mr. Prasan Sipani, the President, explained that the Company tries to remain competitive by increasing share of value added specialty products, reduction in operating cost and improvement in quality.
- 6) Mr. Sutee Sahassarangsri, a shareholder, suggested that the Company should develop a check list covering financial, political and other risks before making any investment decision.

The Chairman invited the shareholders to ask questions or raise their observations. No further question being raised.

The Chairman informed the meeting that the minutes of the Annual General Meeting of Shareholders for 2017 will be submitted to the SET within 14 days after the date of AGM and would also be posted on the Company's website. The shareholders could visit our website at www.thairayon.com. The management invited shareholders to visit our plant in Anghtong. Visit date will be announced separately and communicated to shareholders as per the contact details mentioned in the form in the registration desk.

The Chairman declared that the meeting considered all agenda of the meeting and paid gratitude to all shareholders and informed the shareholders that the Board of Directors, executives and employees of the Company would continue to perform duties and responsibilities at their best for maximum benefit to all shareholders and for the Company's growth.

Thus, the Chairman declared the meeting adjourned.

The meeting was adjourned at 17.50 hrs.

Signed.....Chairman of the Meeting
(Mr. Vinai Sachdev)
Independent Director / Member of Audit Committee