

Minutes of the Annual General Meeting of Shareholders for 2019 of Thai Rayon Public Company Limited

Date of the meeting: Tuesday, 30 July 2019
Venue of the meeting: at Sukhumvit II Room, Level 3, JW Marriott Hotel Bangkok, No.4 Sukhumvit Road, Soi 2, Klongtoey, Bangkok 10110
Chairman: Mr. Bir Kapoor, Director
Secretary to the meeting: Mrs. Suwanna Chalermwat, Company Secretary
The meeting started: 14.00 hrs.

Mrs. Suwanna Chalermwat, company secretary, welcomed all shareholders and proxies attending the Annual General Meeting of Shareholders for the year 2019 (AGM 2019) of Thai Rayon Public Co.,Ltd. (“the Company”). She then requested the safety in charge of the meeting venue to explain the evacuation guidance in case of emergency to all attendees.

After completion of the counting of shareholders and proxies, Mrs. Suwanna Chalermwat announced that there were 119 shareholders attending in person and 110 shareholders attending by proxy, totaling 229 shareholders representing 125,689,048 shares equivalent to 62.34% of the issued and paid-up share capital. Additional shareholders representing 29,812,691 shares attended after the commencement of meeting. Thus, the total numbers of shareholders attending in person were 150 shareholders and attending by proxy were 154 shareholders, totaling 304 representing 155,501,739 shares equivalent to 77.13% of issued and paid up share capital of the Company. The quorum was thus constituted in accordance with the law and Article 34 of the Articles of Association of the Company.

As per the Company’s Articles of Association under Article 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”. Mr. Kumar Mangalam Birla, Chairman of the Board of Directors could not attend the meeting while there was none of the Vice-Chairman appointed; she requested the meeting to select one of the shareholders attending the meeting to preside over the meeting. Mr. Vinai Sachdev, a shareholder, then proposed Mr. Bir Kapoor, a proxy shareholder, to be elected as the Chairman of the Meeting. The meeting thereafter elected Mr. Bir Kapoor to be Chairman of the meeting.

Mr. Bir Kapoor, Chairman of the meeting, welcomed the shareholders to the meeting and declared the meeting open.

The Chairman then introduced the directors and senior management to the meeting as follows:

- | | |
|-----------------------------|--|
| 1. Mr. Vinai Sachdev | Independent Director / Member of Audit Committee |
| 2. Mr. Dilip Singh Gaur | Director |
| 3. Mr. Bir Kapoor | Director / Group Executive President |
| 4. Mr. Hari Krishna Agarwal | Chief Operating Officer (Fibre Business) |

Director's name who did not attend the meeting:

- | | |
|--------------------------------|--|
| 1. Mr. Kumar Mangalam Birla | Chairman of the Board |
| 2. Mrs. Rajashree Birla | Director |
| 3. Mr. Shyam Sundar Mahansaria | Independent Director / Chairman of Audit Committee |
| 4. Mr. Prabhu Narain Mathur | Independent Director / Member of Audit Committee |

The Chairman then 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 | Assistant Vice President (Human Resources) |
| 4. Mr. Mahendra Ganerwal | Deputy General Manager (Commercial) |
| 5. Ms. Maetawee Tungthammachit | Manager (Marketing) |
| 6. Mrs. Pranorm Tragooltip | Deputy Manager (Accounts) |
| 7. Mrs. Suwanna Chalermwat | Company Secretary |

The Chairman of the meeting with limitations in Thai language, proposed that the meeting should be conducted in Thai language for the maximum benefits of majority of the shareholders and proxies attending the meeting and accordingly requested Mrs. Suwanna Chalermwat, company secretary, to help the Chairman in conducting the meeting in Thai language.

Mrs. Suwanna Chalermwat, company secretary, then introduced Ms. Kosum Cha-em and Ms. Sirinat Charoensuk, the Company's auditors from EY Office Limited, who attended the meeting to provide clarifications on financial statements and Mr. Kantorn Thaivanich as independent lawyer attending the meeting as observer.

The Chairman informed that the votes of proxy forms will be counted for the benefits of the shareholders who have expressed their intention to vote on the relevant agenda and have sent such proxy form to the Company.

The Chairman also informed the meeting about the rules and practices of the Company on anti-corruption covering all of its working processes to ensure very good understandings on anti-corruption policies for all employees of the Company. The means and practices of Thai Institute of Directors (IOD) are also in place in the Company to ensure compliances with various relevant standards of the Stock Exchange of Thailand.

For ensuring productivity and smoothness of the meeting in alignment with relevant rules and regulations, Mrs. Suwanna Chalermwat informed that the AGM 2019 of the Company should be conducted as per the Notice of AGM sent out to all shareholders to hold AGM on Tuesday, 30 July 2019, at 14:00 o'clock and to determine the right of shareholders who were entitled to attend in the AGM 2019 was on 11 June 2019 to conduct following agenda:

- Agenda 1 To approve the minutes of the extraordinary meeting of shareholders no.1/2018 held on 21 September 2018.
- Agenda 2 To acknowledge the performance of the Company for the year ended 31 March 2019.
- Agenda 3 To approve the audited statement of financial position as on 31 March 2019 and the audited income statements for the year ended 31 March 2019.
- Agenda 4 To consider and approve the dividend payment for the year ended 31 March 2019.
- Agenda 5 To consider and approve the appointment of directors in place of those who retire by rotation.
- Agenda 6 To appoint the Company's auditors and fix their remuneration.
- Agenda 7 To consider and approve the amendment to Article 31 of the Company's Article of Association in compliance with provisions of Section 100 of the Public Limited Company Act B.E. 2535.
- Agenda 8 Other business (if any).

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 after completion of all agenda items. For the benefit of all concerned, it was requested that the speakers should give their names and also mention their status i.e. a shareholder or a proxy before asking questions or clarifications or expressing opinions for accuracy in recording the minutes of the meeting.

Before starting discussions on agenda, Mrs. Suwanna Chalermwat, company secretary, informed the rules for conducting shareholders meeting which are summarized as follows.

1. In case of votes on any agenda in the meeting, the voting shall be conducted in an open manner. It will be based on one share for one vote in equivalence. The shareholder is able to vote "Approve" or "Disapprove" or "Abstain" in accordance with his or her voting rights except for the case of custodian.
2. In case of proxy, the proxy could exercise their votes in line with the authorization given in the relevant proxy only.
3. The voting cards will be provided for each agenda and each sub-agenda. When the discussion for each agenda is over, voting cards will be collected from shareholders for counting the votes and result announcement.

4. Voting for each agenda except agenda 5 which relates to the election of directors, for convenience, staff will collect ballots from attendees who "Disapprove" or "Abstain" for vote counting. The remaining votes will be counted as "Approved". The "Approved" ballots will be collected after the meeting is closed.
5. For agenda 5 which relates to the election of directors, the staff will collect all ballots regardless of type of vote "Approve", "Disprove" or "Abstain" for election of each director. Therefore, all attendees must vote in the ballot mentioning clearly "Approve", "Disapprove" or "Abstain" for vote counting.
6. For the shareholders who have given the proxy form to independent directors to attend the meeting and to vote for them, the voting results will include their voting intention.
7. Vote counting for the agenda of the Annual General Meeting of Shareholders which has already been informed will be divided into 2 categories according to the Public Limited Companies Act B.E.2535 and the Company's Articles of Association.
8. The following voting cards will be regarded as void cards:
 - 8.1 The voting cards with more than one mark except for custodian who can divide their votes into different choices.
 - 8.2 The voting cards which show conflicting intention.
 - 8.3 The voting cards with cross out but no valid signature.
 - 8.4 The voting cards which do not match the particular agendas.
9. The Company uses the barcode system for vote counting.
10. After vote counting is over, the results will be displayed on the screen and the same will be announced.
11. In case counting of votes takes more time for some agendas then the meeting may consider the next agenda first in order to save time of the attendees. However, when the counting of the votes is finished then the result of the vote counting for that agenda will be announced in the meeting.
12. The number of shareholders and votes for each agenda could be different because there might be additional shareholders or proxy holders joining the meeting or some might be leaving the meeting in between.

Mr. Bir Kapoor, the Chairman, commenced the meeting and requested Mrs. Suwanna Chalermwat, company secretary, to conduct the meeting in Thai language for agenda 1.

Agenda 1 To approve the minutes of the extraordinary general meeting no.1/2018 held on 21 September 2018

Mrs. Suwanna Chalermwat, requested the meeting to approve the minutes of the extraordinary general meeting of shareholders no.1/2018 which was held on 21 September 2018 as disclosed on pages 11-27 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 resolution for this agenda required the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

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

- 1) Mr. Sathaporn Phangnirun, a shareholder commented as under :
 - 1.1 The Company should plan and manage date, time and venue of the shareholders' meeting which is held once a year keeping shareholders interest in consideration.
 - 1.2 In case the Chairman is unable to attend the meeting and if there is no Vice Chairman then the Chairman of the meeting should be a shareholder attending the meeting and not a proxy. He also advised to have Vice Chairman's appointment in the Company so that he can act as Chairman of the meeting in case of absence of Chairman. He further commented that the company secretary should announce that the meeting endorsed the resolution of the appointment of the chairman of the meeting and no one objected.
 - 1.3 He also thanked the management for the shareholders visit to the factory and advised the management for further participation in CSR activities to strengthen relationships with communities around the factory.
- 2) Mr. Basant Dugar, a shareholder, advised on importance of more focus on corporate governance and use of green theme in financial reporting.
- Mr. Suwat Prugsatien, a proxy and independent lawyer, clarified that a proxy attending the shareholders' meeting is eligible to be elected as the chairman of the meeting.

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

The Chairman, then, requested the meeting to vote for the agenda 1 to approve the minutes of the extraordinary general meeting no.1/2018 held on 21 September 2018.

Mrs. Suwanna Chalermwat, company secretary then asked the meeting, 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.

Mrs. Suwanna Chalermwat, meanwhile informed that 68 more shareholders representing 29,808,954 shares are also attending the meeting now resulting in total 155,498,902 shares or 71.1319% of paid up share capital of the Company.

After due consideration, the meeting then passed the resolution to approve the minutes of the extraordinary general meeting of shareholders no.1/2018 which was held on 21 September 2018 by the majority voting as follows:

| | | | |
|-------------|-------------|----------------------|----------|
| Approved | 155,497,902 | votes, equivalent to | 99.9999% |
| Disapproved | 100 | votes, equivalent to | 0.0001% |
| Abstain | - | votes, equivalent to | 0.0000% |

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

And then Mr. Bir Kapoor, the Chairman, requested Mrs. Suwanna Chalermwat, company secretary, to conduct the meeting in Thai language for agenda 2.

Agenda 2 To acknowledge the performance of the Company for the year ended 31 March 2019

Mrs. Suwanna Chalermwat informed the meeting that the performance of the Company for the year ended 31 March 2019 had appeared in the section “Directors’ Report to the Shareholders” on page 8-13 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, the President to present operational performance and financial highlights of the Company for the year ended 31 March 2019.

Mr. Prasan Sipani, the President, presented to the meeting on the operational performance and summarized financial highlights for the year ended 31 March 2019 through presentation as under:

1. Key highlights on the performance & achievement for the year :-
 - Achieved global standard in Sulphur to air emissions per ton of fibre equivalent to benchmark European Standards.
 - Achieved significant improvement in consumption ratios and quality. The Company is a preferred choice of customers for premium quality fibre in international market.
 - Awarded for safety and health management practices for Angthong plant by Director General of Labour Protection and Welfare and recognized for zero accidents for last 5 consecutive years for CS₂ plant at Saraburi by Ministry of Labour.
 - Specialty fibre sales portfolio increased to 30% from 28% in last year.
 - Sales revenue reduced by 6% in FY 2019 to Baht 9,383 Million due to reduction in VSF price whereas share of chemical sales increased by 20%.

- Equity income declined by Baht 133 Million or 9.6% due to profitability performance of few of our associates.
 - Net profit as per separate financial statements declined by 50% to Baht 410 Million mainly due to lower selling fibre prices and net profit as per equity method declined by 26%.
 - The Company continues to engage in CSR activities covering health, education, religion, culture, social causes, sustainability etc. for the benefits of communities living around the factory.
2. Fashion industry is moving towards sustainable fibre solutions. VSF is best positioned to meet such aspirations with green credentials. The Company believes in sustainable way of doing business and has been taking a leadership role with following achievements:
- Achieved global standard in Sulphur to Air emissions per ton of fibre equivalent to benchmark European Standards.
 - FSC (Forest Stewardship Council) certification for Company's fibre since December 2018.
 - Meeting EU BAT's (European Best Available Technology) norms for most of the chemical consumptions.
 - Using steam mostly produced from waste gases which results in lower GHG emissions.
 - Higg Index (3.0 FEM – Facility Environment Modules) to the Company's operations under progress.
 - LCA (Life Cycle Analysis) – LCA study completed for the Company's products.
3. Global outlook on VSF business
- Surplus capacity in VSF was around 25% for the year 2018 mainly due to capacity additions in Asia. Same trend is expected to continue for 2019-2021.
 - As a result of surplus capacity, international prices of VSF have been steeply declining. Latest VSF prices in July 2019 were 23% lower than a year ago.
 - US China trade war further leads to trade disruption and decline in VSF market profitability.
 - In the long run, VSF will continue to be fastest growing fibre. Price pressures are expected in short to medium term.
4. The Company's Challenges;
- Pressure of declining global fibre prices.
 - Rising environment pressures and significant investment in Sustainability.
 - Higher operating costs in Thailand – manpower and energy.
 - Dependence on highly competitive exports market, impact of stronger Baht and almost negligible domestic market.
 - No scope for expansion at present location due to space constraints and regulatory restrictions (town planning law, restricted waste water discharge etc.)

5. Way Forward to mitigate challenges;
- Focus on increasing specialty fiber sales
 - Continue to focus on operational efficiencies and productivity
 - Continue to drive sustainability projects
 - Maintain edge in quality

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

- 1) Mr. Sathaporn Phangnirun, a shareholder, commented that regardless of the past performance, the Company's profit is lower this year even though the Company has been focusing on revenue and sales volume. Hence, he doubted whether the focus on revenue is a right approach. He also commented on various ratios such as gross profit margin, operating profit margin and efficiency ratios which have been declining for 3 consecutive years. He advised the Company to review its strategy like product portfolio etc. considering that the Company cannot expand the plant capacity in same location.
- 2) Mr. Sathaporn Phangnirun, a shareholder, enquired further whether Thai Rayon is a manufacturing company or holding company having huge amount of investment. He also commented that dividend payment is not motivating shareholders even though payout ratio of 34% which is higher mainly due to lower profit.
 - Mr. Bir Kapoor, the Chairman, thanked for the valuation suggestions and explained that the Company originated as a manufacturer and transformed itself into similar to a holding company at a later stage due to investment in Thailand as well as overseas. However, the Company has also invested in business operations and expanded production capacity over the years. Regarding dividend, the Chairman requested to discuss in relevant agenda only.
- 3) Mr. Basant Dugar, a shareholder, commented that the Company should show market capitalization also in annual report. He advised the Company to conduct road shows to increase the Company's visibility amongst investors as the Company has many strengths such as strong financial ratios.

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 2019.

Mrs. Suwanna Chalermwat, meanwhile informed that 7 more shareholders representing 3,737 shares are also attending the meeting now resulting in total 155,501,739 shares or 71.1338% of paid up share capital of the Company.

After due consideration, the meeting then acknowledged the performance of the Company for the year ended 31 March 2019.

And then, Mr. Bir Kapoor, the Chairman, requested Mrs. Suwanna Chalermwat, company secretary, to conduct the meeting in Thai language for agenda 3.

Agenda 3 To approve the audited statement of financial position as on 31 March 2019 and the audited income statements for the year ended 31 March 2019

Mrs. Suwanna Chalermwat informed the meeting that the Company had prepared the audited statement of financial position as on 31 March 2019 and the audited income statements for the year ended 31 March 2019 appearing on pages 96-201 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 86-87 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 auditor had agreed and endorsed the report without any conditions raised or made. The details had been explained in agenda 2.

The resolution for this agenda required the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

Mr. Bir Kapoor, the Chairman, invited shareholders to ask questions or voice their observations. These are summarized as under:-

1) Mr. Sakchai Sakulsrimontri, a shareholder, asked the questions as follow.

1.1 What is the difference between of cash and cash equivalents and current investments as mentioned on page 106-107 in annual report?

- Ms. Kosum Cha-em, auditor, explained that cash and cash equivalents were investments in the form of deposits with a period not exceeding 3 months and current investments were investments in the form of deposits with periods of more than 3 months but not exceeding 12 months. The cash generated from the Company’s income are deposited with banks in order to generate interest income. Such despoits could be used for various purposes including paying a dividend.

1.2 Did the amount of Baht 212.58 Million as mentioned in cash flow statement on page 120-121 in annual report relates to purchase of land?

- Mr. Prasan Sipani, the President, explained it didn’t relate to purchase of land. This relates to investments for capex on environment improvement and operations.

1.3 Reasons for other components of shareholders’ equity.

- Ms. Kosum Cha-em, our auditor, explained that it was due to accounting of financial statements under equity method in accordance with accounting standard. The other components of shareholders’ equity came from change in value of investment available-for-sale and exchange differences on translation of financial statements in foreign currency. Other comprehensive income is not included in the income statement and shown under other comprehensive income as per financial reporting standard to report the present value of financial statements of investments.

1.4 What was the current status of BLPP as mentioned in note 10 on page 146-147?

- Ms. Kosum Cha-em, our auditor, explained that the Company has sold all the investments of BLPP. This year, the Company has profit from sale of this investment of Baht 1.721 Million as per separate financial statement and profit of Baht 20.832 Million as per equity method. The details of BLPP will not be shown in financial statements from next year onwards.
- 2) Mr. Sathaporn Phangnirun, a shareholder, commented that the Company holds 24.98% shareholding in Birla Carbon (Thailand) Plc. (BCT) and both the companies were holding shareholders' meeting on the same day and at same time. This could lead to some issues in terms of equity accounting for our Company in case the shareholders of BCT did not approve the financial statements.
- 3) Ms. Siriporn Siripaiboon, a shareholder, asked the question on investment made by Aditya Birla Chemicals (Thailand) Co.,Ltd. (ABCT), an associated company in non-convertible preferred shares of a company in Singapore (Issuer) of Baht 10,141 Million and its potential impact on Thai Rayon. She further enquired on the tenure of investments, change of terms from cumulative to non-cumulative and risks involved in such investments in terms of realization on its maturity.
- Mr. Bir Kapoor, the Chairman explained that auditor has mentioned all details on this matter on page 96-97 and further details were also covered on page 168-169 of annual report. The investment decision was made by ABCT and your Company was not a direct party in such decision making of ABCT. ABCT has performed financially well over many years. Your Company is getting dividend income from ABCT consistently over the years. Total investment value has grown by almost 8 times as on date from original investment. Your Company believes in prudence and collective wisdom of ABCT's Board in dealing with this transaction protecting interest of ABCT and its shareholders.
 - Ms. Kosum Cha-em, our auditor, also explained that the Company's investment value as per cost method in ABCT is of Baht 510 Million and as per equity method is of Baht 4,026 Million due to accounting of share of profit and loss from ABCT over the years. Accounting of share of profit and loss of ABCT in proportion to shareholding under equity method is done as per accounting standard. The tenure of preference share is 10 years starting from 2018.
- 4) Mr. Sathaporn Phangnirun, a shareholder, suggested further disclosure in financial statements on this matter as the investment value is quite big.
- Mr. Bir Kapoor, the Chairman thanked shareholder on the suggestion.

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

The Chairman, then, requested the meeting to vote for the agenda 3 to approve the audited statement of financial position as on 31 March 2019 and the audited income statements for the year ended 31 March 2019.

Mrs. Suwanna Chalermwat, company secretary then asked 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.

After due consideration, the meeting then passed a resolution to approve the audited statement of financial position as on 31 March 2019 and the audited income statements for the year ended 31 March 2019 by the majority voting as follows:

| | | | |
|-------------|-------------|----------------------|----------|
| Approved | 155,344,169 | votes, equivalent to | 99.8987% |
| Disapproved | 154,970 | votes, equivalent to | 0.0996% |
| Abstain | 2,600 | votes, equivalent to | 0.0017% |

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

And then Mr. Bir Kapoor, the Chairman, requested Mrs. Suwanna Chalermwat, company secretary, to conduct the meeting in Thai language for agenda 4.

Agenda 4 To consider and approve the dividend payment for the year ended 31 March 2019

Mrs. Suwanna Chalermwat 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 2019.

For the year ended 31 March 2019, as per separate financial statements, the Company recorded net profit of Baht 410 Million compared to net profit of Baht 825 Million of last year, a decrease of Baht 415 Million or 50%. The Board has recommended paying dividend of Baht 0.70 per share for the year ended 31 March 2019 from the net profit based on separate financial statements from the Company’s financial results for the period of 1 April 2018 – 31 March 2019, amounting to Baht 141.12 Million. All dividends shall be subjected to withholding tax at the rate stipulated by law. The dividend payment will be made on 19 August 2019 and Mr. Prasan Sipani, President of the Company, is authorized to take all necessary steps to arrange the dividend payment.

The resolution for this agenda required the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

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. Sathaporn Phangnirun, a shareholder, commented the Company has registered capital Baht 201.6 Million with statutory reserve of 10% and unappropriated reserve of Baht 21,657 Million. He further commented on investment, return on investment, revenue and income status of investee companies. Considering all these, including the fact that there is no impairment loss on investment this year, the Company should consider higher dividend and stock dividend to increase the liquidity in share market and positive impact in share price.

- 2) Mr. Sakchai Sakulrimontri, a shareholder, enquired on legal status of proxy shareholders.
 - Mr. Suwat Prugsatien, a proxy and independent lawyer, clarified that the proxies have been authorized by the shareholders to attend the meeting and they are legally entitled to attend the meeting on behalf of shareholders.
- 3) Mr. Suebsak Piphobmongkol, a shareholder, commented that he has been holding shares in Thai Rayon since long time and the Company has performed well over these years. Hence, the Company should consider paying the stock dividend of 1:1 to the shareholders as many other companies in the SET are also doing this.
- 4) Mr. Sakchai Sakulrimontri, a shareholder, suggested that the Company made profit of Baht 1,576 Million in this year and has unappropriated retained earnings of Baht 21,657 Million and hence dividend amount should be higher. He also suggested that the AGM meeting date of BCT and our Company should not be on same day.
- 5) Ms. Siripon Siripaiboon, a shareholder, suggested that the company should consider higher dividend as the Company has unappropriated retained earnings of Baht 21,657 Million and has no major investment plans.
- 6) Mr. Nipon Phuapisit, a shareholder, commented that considering having higher retained earnings, the Company should pay higher dividend. Lower dividend is resulting into lower share price also. The Company should also consider paying dividend from profits as per equity method.
- 7) Mr. Sathaporn Phangnirun, a shareholder, suggested that the Company should respect the request of shareholders considering higher retained earnings and lower debt to equity ratio.
 - Mr. Bir Kapoor, the Chairman, explained that the Company's profit this year has reduced by 50% as compared to last year. The industry is highly volatile. The Company and management must ensure to run the business well on continuous basis. The Company has gone through a crisis in the past also. In addition, the Company also needs to keep options open for new investment opportunities. The Company's dividend policy since 2012 is to distribute dividend of 20-35% of the net income based on separate financial statements and this year's payout ratio is 34% which is reasonable considering lower profits.
 - Mr. Prasan Sipani, the President, also explained that retained earnings as per separate financial statement is Baht 12,131 Million as compared to Baht 21,657 Million shown under per equity method.
- 8) Mr. Sathaporn Phangnirun, a shareholder, suggested that Public Limited Company Act does not require that dividend is to be paid from separate financial statement or consolidated. Hence, the Company should consider appropriateness of amount while making dividend payment.
- 9) Mr. Nipon Phuapisit, a shareholder, requested the Company to consider changing the dividend payment policy to help retail investors.

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

The Chairman, then, requested the meeting to vote for the agenda 4 to approve the dividend payment for the year ended 31 March 2019.

Mrs. Suwanna Chalermwat, company secretary then asked the meeting 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.

After due consideration, the meeting passed a resolution to approve the dividend payment of Baht 0.70 per share for the year ended 31 March 2019 from the net profit based on separate financial statements from the Company’s financial results for the period of 1 April 2018 – 31 March 2019, amounting to Baht 141.12 Million. All dividends shall be subjected to withholding tax at the rate stipulated by law. The dividend payment will be made on 19 August 2019 and 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 | 155,499,139 | votes, equivalent to | 99.9983% |
| Disapproved | 2,600 | votes, equivalent to | 0.0017% |
| Abstain | - | votes, equivalent to | 0.0000% |

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

And then Mr. Bir Kapoor, the Chairman requested Mrs. Suwanna Chalermwat, company secretary, to conduct the meeting in Thai language for agenda 5.

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

Mrs. Suwanna Chalermwat informed that this agenda is considered for the appointment of directors in replace of those who retire by rotation only. The remuneration for performance of directorship duties remains unchanged as per Article No. 14 of the Company’s Articles of Association that the Company’s Directors shall be entitled to receive the remuneration for their performance of duties and the meeting fee for attending each of Board of Directors’ meeting of Baht 25,000 per meeting.

Mrs. Suwanna Chalermwat informed the meeting that in accordance with Article 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) Mr. Dilip Singh Gaur, Director and (3) Mr. Bir Kapoor, Director.

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 and profiles of the Directors who retire by rotation have been disclosed as per the Enclosure No.3.

The Board of Directors have considered that it should be proposed to the shareholders' meeting to approve the appointment of three directors namely (1) Mr. Kumar Mangalam Birla, Director (2) Mr. Dilip Singh Gaur, Director and (3) Mr. Bir Kapoor, Director in place of those who retire by the rotation as directors of the Company for another term because their business experience and knowledge are highly beneficial for the continued success of the Company.

The resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

The Chairman requested Mr. Vinai Sachdev to conduct the meeting in place of him because he has conflict of interest on this agenda. *(Mr. Bir Kapoor and Mr. Dilip Singh Gaur step out of the meeting room at the time of discussion and voting on this agenda)*

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

- 1) Mr. Pornsak Chaivanichaya, a proxy holder from Thai Investor Association, requested the Company to show the Article 14 of the Company's Articles of Association (AoA) to ensure that the remuneration to directors is as per Company's Articles of Association clause no. 14 which states that the Company's Directors shall be entitled to receive the remuneration for their performance of duties and the meeting fee for attending each of Board of Directors' meeting of Baht 25,000 per meeting and of Baht 10,000 per meeting in case of audit committee meeting. In addition to the fee for attending the Board of Directors' meeting as aforesaid, the Company's Directors shall be entitled for reimbursement for any expenses incurred by Directors during the performance of their duties as a Director of the Company on account of travelling, lodging and/or boarding, as the case may be. As per the shareholder, normally, the directors' remuneration must be approved by the shareholders' meeting each year. Hence, he enquired on the reasons for not keeping directors' remuneration in agenda of each year for shareholders' approval. He further enquired on the details of resolution with reference to remuneration approved in AGM of 2002.
- Mrs. Suwanna Chalermwat, company secretary, explained that as mentioned on page 28-29 in annual report, the remuneration was paid to one of the director as a former executive of the Company who had worked with the Company for a long time having good knowledge and experience in managing the business of the Company which was very useful for the success of the Company. His remuneration was approved by shareholders in the AGM no.9 dated 29 January 2002.

- Mr. Suwat Prugsatien, a proxy holder and independent lawyer commented that the Company must comply with the laws, terms of Company's AoA and also with the resolutions of the AGM. The resolution of the shareholders' meeting will remain effective as long as it is not against the law and does not violate the Company's AoA.
- Mr. Kantorn Thaivanich, independent lawyer, also explained that as per Public Limited Company Act, the company can pay remuneration in accordance with the Company's Articles and does not need to take approval in AGM, unless the Company has other regulations.

Mr. Vinai Sachdev invited the shareholders for further questions or observations. No further question being raised.

Mr. Vinai Sachdev then asked the meeting to vote for the agenda 5 to approve the appointment of each director.

Mrs. Suwanna Chalermwat, company secretary then asked the meeting 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.

After due consideration, the meeting then passed a resolution to approve the appointment of directors in place of those who retire by rotation by the majority voting as follows:

1. Mr. Kumar Mangalam Birla Director

| | | | |
|-------------|-------------|----------------------|----------|
| Approved | 152,159,379 | votes, equivalent to | 97.8506% |
| Disapproved | 3,342,360 | votes, equivalent to | 2.1494% |
| Abstain | - | 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 | 152,159,379 | votes, equivalent to | 97.8506% |
| Disapproved | 3,342,360 | votes, equivalent to | 2.1494% |
| Abstain | - | votes, equivalent to | 0.0000% |

of the total votes of shareholders attending the meeting and entitled to vote.
3. Mr. Bir Kapoor Director

| | | | |
|-------------|-------------|----------------------|----------|
| Approved | 152,314,239 | votes, equivalent to | 97.9502% |
| Disapproved | 3,187,500 | votes, equivalent to | 2.0498% |
| Abstain | - | votes, equivalent to | 0.0000% |

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

Mr. Bir Kapoor and Mr. Dilip Singh Gaur came back to the meeting after finishing of voting.

And then Mr. Bir Kapoor, the Chairman, requested Mrs. Suwanna Chalermwat, company secretary, to conduct the meeting in Thai language for agenda 6.

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

The Chairman informed the meeting that in accordance with Article 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) Ms. Kosum Cha-em, CPA No.6011 (as the Company's auditor from year 2018 onward) or (2) Mr. Khitsada Lerdwana, CPA No.4958 or (3) Mrs. Poonard Paucharoen, CPA No.5238, from EY Office Limited to be the Company's auditor for the year ending 31 March 2020 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 2020 at Baht 1,750,000.- (for the year ended 31 March 2019: Baht 1,550,000.-), excluding out of pocket expenses.

In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

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 resolution for this agenda requires the majority of votes of shareholders and proxy holders who attend the meeting and cast their votes.

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

- Mr. Sakchai Sakulsrimontri, a shareholder, enquired on reasons for increase in audit fee and scope of work of auditor on review of financial performance of the associated companies which are based in Thailand and overseas.
- Ms. Kosum Cha-em, the Company's auditor explained that the auditor has to review the financial performance of all associated companies both on quarterly and on annual basis. Overseas travel plan to review the performance of such associated companies are not required at this moment considering audit and SET guidelines.

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

The Chairman then asked the meeting to vote for the agenda 6 to approve the appointment of the Company’s auditors and fix their remuneration for the year ending 31 March 2019.

Mrs. Suwanna Chalermwat, company secretary then asked the meeting 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.

After due consideration, the meeting passed a resolution to approve the appointment of the Company’s auditors namely, (1) Ms. Kosum Cha-em, CPA No.6011 (as the Company’s auditor from year 2018 onward) or (2) Mr. Khitsada Lerdwana, CPA No.4958 or (3) Mrs. Poonnard Paocharoen, CPA No.5238, from EY Office Limited to be the Company’s auditor for the year ending 31 March 2020 and also approved their remuneration for the year ending 31 March 2020 at Baht 1,750,000.-, excluding out of pocket expenses by the majority voting as follows:

| | | | |
|-------------|-------------|----------------------|----------|
| Approved | 155,440,879 | votes, equivalent to | 99.9609% |
| Disapproved | 53,860 | votes, equivalent to | 0.0346% |
| Abstain | 7,000 | votes, equivalent to | 0.0045% |

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

Agenda 7 To approve the amendment to Article 31 of the Company’s Article of Association in compliance with provisions of Section 100 of the Public Limited Company Act B.E. 2535

The Chairman informed the meeting that due to the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Amendments of Laws to Facilitate the Ease of Doing Business, which has amended the Section 100 of the Public Limited Companies Act B.E. 2535 regarding the right of shareholders to call an extra-ordinary general meeting of shareholders, the existing Article 31 of the Company’s Articles of Association shall no longer be applied and enforceable as it is in conflict to the new Section 100 of the Public Limited Companies Act.

In order to comply with the amended section of 100 of the Public Limited Companies Act B.E. 2535, the Board of Directors deemed appropriate to propose to the AGM to consider and approve the amendment to Article 31 of the Company’s Article of Association as follows.

| Section 100 (Amended version) | Article 31 (Current version) | Article 31 (Amendment version) |
|--|---|---|
| “One or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by | Meetings other than those stated above shall be called Extraordinary Meetings. The Board of | The Meeting of Shareholders other than those stated above shall be called the Extraordinary Meeting. The Board of Directors may call an Extraordinary |

| | | |
|---|---|---|
| <p>subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.</p> <p>In case the board of directors fails to arrange for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute quorum as prescribed by section 103, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.”</p> | <p>Directors may call an Extraordinary Meeting whenever they think fit or when the shareholders holding shares in the aggregate of not less than one-fifth of the total number of shares sold or at least 25 shareholders holding shares in the aggregate of not less than one tenth of the total number of shares sold, have subscribed their names to a letter asking the Board of Directors to call an Extraordinary Meeting and stating clearly the reasons and purposes or such request. In such a case, the Board of Directors shall convene the Shareholders' Meeting within one (1) month from the date of the receipt of the letter from the shareholders.</p> | <p>Meeting of Shareholders whenever the Board thinks appropriate.</p> <p>One or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date receipt of such request from the shareholders.</p> <p>In case the board of directors fails to arrange for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute quorum as prescribed by section 103, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding such meeting.</p> |
|---|---|---|

The Board proposed the meeting to approve the amendment to Article 31 of the Company's Article of Association in compliance with provisions of Section 100 of the Public Limited Company Act B.E. 2535.

The resolution for this agenda requires not less than three-fourths of the total number of votes of the shareholders and proxy holders who attend the meeting and are entitled to votes.

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

The Chairman then asked the meeting to vote for the agenda 7 to approve the amendment to Article 31 of the Company's Article of Association in compliance with provisions of Section 100 of the Public Limited Company Act B.E. 2535.

Mrs. Suwanna Chalermwat, company secretary then asked 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.

After due consideration, the meeting passed a resolution to approve the amendment to Article 31 of the Company's Article of Association in compliance with provisions of Section 100 of the Public Limited Company Act B.E. 2535 by unanimous voting as follows:

| | | | |
|-------------|-------------|----------------------|-----------|
| Approved | 155,501,739 | votes, equivalent to | 100.0000% |
| Disapproved | - | votes, equivalent to | 0.0000% |
| Abstain | - | votes, equivalent to | 0.0000% |

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

Agenda 8 Other business (if any)

The Chairman advised that the meeting had finally considered various matters under the respective agenda items for the meeting in chronological order. He subsequently asked the meeting should there be any questions or comments to be raised or made.

A shareholder enquired about the progress on removal of foreign shareholding limit of the Company. The Chairman explained that process is in under progress.

There were no further questions or comments raised, or recommendations made for consideration at the meeting.

Mrs. Suwanna Chalermwat, also informed the meeting that the minutes of the annual general Meeting of shareholders for 2019 will be submitted to the SET within 14 days after the date of AGM and would also be posted on the Company's website at www.thairayon.com.

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

The Chairman then declared the meeting adjourned at 17.45 hrs.



Signed.....Chairman of the Meeting

(Mr. Bir Kapoor)

Director