

SL/NSE/12/

30th July, 2012

National Stock Exchange of India Ltd.,
 'Exchange Plaza'
 Listing Department
 Bandra-Kurla Complex
 Bandra (E)
 Mumbai 400 051.

Sub: Proceedings – 27th Annual General Meeting
Announcement

Dear Sirs,

We are pleased to inform you that 27th Annual General Meeting of the Company was duly convened on 30th July, 2012 at the stipulated time and venue.

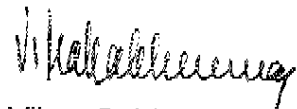
The shareholders at the meeting have duly approved and adopted the annual accounts of the company for the year ended 31st March, 2012 and also approved the dividend @ Rs.1.10 per share (i.e.55%) on paid-up equity capital of the company.

Besides, the shareholders also approved all other items on the agenda as per notice already sent to you.

We enclose herewith copy of our Chairman's address.

Thanking you,

Yours faithfully,
 For SUBROS LIMITED



Vikas Sabharwal
 Dy. Company Secretary

Encls: as above.


Subros Limited

Corporate & Regd. Office : LGF, World Trade Centre, Barakhamba Lane, New Delhi-110 001 (India)
 Phone : 011-23414946-49 Fax : 011-23414945 Website : www.subros.com
 Noida : B-188 & C-51, Phase-II, Noida - 201304, R.O. NEPZ, Distt. Gautambudh Nagar (U.P.) (India)
 Works : Phone : 0120-2562226, 2460135 Fax : 0120-2562783
 Manesar Unit : Plot No. 395/396, Sector - 8, IMT Manesar, Gurgaon - 122051 (Haryana)
 Phone : 0124 - 2291764 (30 Lines) Fax : 0124 - 2291835
 Pune Unit : B-8&9, MIDC-Chakan Industrial Area, (Chakan-Talegaon Road), Chakan, Pune-410501
 Phone : 02035-643121 Fax : 02035-643122

27TH ANNUAL GENERAL MEETING

STATEMENT OF CHAIRMAN – SHRI RAMESH SURI

GOOD MORNING,

LADIES & GENTLEMEN,

ON BEHALF OF THE BOARD OF DIRECTORS, I EXTEND A VERY WARM WELCOME TO ALL OF YOU FOR THE 27TH ANNUAL GENERAL MEETING OF YOUR COMPANY.

I AM PLEASED TO INTRODUCE YOU OUR NEW BOARD MEMBER, MR. D.M. REDDY.

MR. REDDY HAS A STRONG TECHNICAL BACKGROUND, JOINED SUBROS IN 2001 AND DURING THESE 11 YEARS SUCCESSFULLY CONTRIBUTED TOWARDS GROWTH OF THE BUSINESS OF THE COMPANY & ESTABLISHING R&D FACILITIES.

THE NOTICE CONVENING THIS ANNUAL GENERAL MEETING, REPORT OF THE DIRECTORS AND AUDITED ACCOUNTS ALONG WITH DIRECTORS REPORT OF YOUR COMPANY FOR THE YEAR ENDED 31ST MARCH, 2012 HAVE BEEN WITH YOU FOR SOME TIME AND I AM SURE YOU WOULD HAVE GONE THROUGH THE SAME.

NOW WITH YOUR PERMISSION, MAY I TAKE THEM AS READ?

DEAR SHAREHOLDERS, INDIA'S ECONOMY DURING THE YEAR 2011-12 HAS SHOWN A MODERATE GROWTH OF 6.5%.

THE PASSENGER VEHICLE INDUSTRY GROWTH RATE IN 2011-12 FELL TO 5% AGAINST 29% IN THE PREVIOUS YEAR 2010-11. THE COMMERCIAL VEHICLE INDUSTRY REGISTERED A GROWTH OF 18% IN 2011-12 COMPARED TO 27% IN THE PREVIOUS YEAR 2010-11.

THE MAIN REASONS ARE:-

- 1) GLOBAL SLOW DOWN
- 2) HIGH INTEREST RATES &
- 3) FUEL PRICES

HOWEVER, IN THE LONG TERM, INDIA IS EXPECTED TO WITNESS STRONG GROWTH IN AUTOMOTIVE PRODUCTION TILL 2020 ACROSS ALL SEGMENTS.

BY 2020, PASSENGER CARS ARE EXPECTED TO TOP 9 MILLION UNITS, AND COMMERCIAL VEHICLES WILL TOUCH 2.35 MILLION UNITS.

THE INDIAN AUTOMOTIVE COMPONENT INDUSTRY AND IN PARTICULAR, SUBROS WILL BENEFIT FROM THIS GENERAL GROWTH.

DEAR SHAREHOLDERS,I AM PLEASED TO SHARE WITH YOU THAT YOUR COMPANY DID WELL DURING THE YEAR 2011-12 BY RECORDING SALES GROWTH OF 3%. THUS, ACHIEVING A GROSS SALES TURNOVER OF RS.1235 CRORES AGAINST 1203 CRORES IN THE PREVIOUS YEAR.

YOUR COMPANY REGISTERED A PROFIT BEFORE TAX OF RS.58.63 CRORES DURING THE YEAR AGAINST RS.32.02 CRORES IN THE PREVIOUS YEAR AND NET PROFIT AFTER TAX OF RS.48.40 CRORES AGAINST RS.28.54 CRORES IN THE PREVIOUS YEAR.

WITH AN EYE ON FUTURE GROWTH, YOUR COMPANY HAS TAKEN SEVERAL MEASURES BESIDES THE CAPACITY ENHANCEMENT AND TECHNOLOGY UPGRADATION; ENTERED INTO THE NEW MARKET OF COMMERCIAL VEHICLES FOR THE AIR CONDITIONING SYSTEMS FOR BUSES (MINI & LARGE) AND ALSO THE REFRIGERATED VAN AND TRUCK CABIN.

WE ALWAYS BELIEVE IN MEETING THE CUSTOMERS' REQUIREMENT TO THEIR FULL SATISFACTION TO THE BEST OF OUR ABILITIES. THIS HAS RESULTED IN WINNING VARIOUS AWARDS & RECOGNITIONS DURING THE YEAR FROM OUR VALUED CUSTOMERS:

FROM :**MARUTI SUZUKI INDIA LTD.**

1. GOLD TROPHY FOR OVERALL EXCELLENCE
2. BEST IN WARRANTY PERFORMANCE
3. BEST IN DESIGN & DEVELOPMENT
4. BEST IN SPECIAL SUPPORT BY VENDOR
5. BEST IN INCOMING QUALITY
6. SPECIAL AWARD FOR R&D SET-UP

TATA MOTORS LIMITED

1. COST EFFICIENCY AWARD

YOUR COMPANY HAS ALSO WON **ACMA GOLD AWARD** FOR MANUFACTURING EXCELLENCE AND **SILVER AWARD** FOR EXCELLENCE IN TECHNOLOGY.

FURTHER YOUR COMPANY HAS ALSO WON **ECONOMIC TIMES GOLD AWARD – MANUFACTURING EXCELLENCE** AND WAS ALSO RANKED AMONGST TOP 5 COMPANIES IN CUSTOMER FOCUS AND INNOVATION BY **FROST AND SULLIVAN**

IN LINE WITH THE PLANNED PRODUCTION CAPACITY ENHANCEMENT OF OUR VALUED CUSTOMERS, I AM PLEASED TO INFORM YOU THAT YOUR COMPANY KEEPING IN VIEW OF THEIR FUTURE REQUIREMENTS, HAS ALSO PLANNED AND STARTED INVESTING IN TWO IMPORTANT AUTOMOBILE MANUFACTURING HUBS - CHENNAI AND 2ND PLANT AT PUNE.

THE ADDITIONAL CAPACITY, CLOSER TO THE CUSTOMER, WILL HAVE STRATEGIC ADVANTAGE TO INCREASE ITS MARKET SHARE.

WITH OUR TECHNOLOGICAL EXPERTISE, DEDICATED WORKFORCE, HIGH PROFESSIONALISM AND POLICY OF CONTINUOUS IMPROVEMENT, WE LOOK FORWARD TO THE FUTURE WITH CONFIDENCE TO RETAIN OUR MARKET LEADERSHIP.

I EXPRESS MY SINCERE THANKS TO THE MANAGING DIRECTOR, MS. SHRADHA SURI MARWAH AND EXECUTIVE DIRECTOR, MR. D.M. REDDY AND THEIR ENTIRE TEAM FOR SUCH CONSISTENT PERFORMANCE.

DEAR SHAREHOLDERS, I AM PLEASED TO INFORM YOU THAT YOUR DIRECTORS RECOMMEND A DIVIDEND OF 55% (RS.1.10 PER SHARE) ON THE PAID-UP EQUITY SHARE CAPITAL FOR THE FINANCIAL YEAR 2011-12 AS AGAINST 40% (80 PAISE PER SHARE) IN THE PREVIOUS YEAR.

BEFORE I CONCLUDE, I EXPRESS MY SINCERE THANKS TO OUR VALUED CUSTOMERS, M/S. MARUTI SUZUKI INDIA LIMITED, TATA MOTORS LTD., MAHINDRA & MAHINDRA LTD., & FORCE MOTORS LTD., FOR THEIR SUPPORT AND CONFIDENCE.

I PLACE ON RECORD OUR APPRECIATION AND GRATITUDE TO OUR PARTNERS, M/S. DENSO CORPORATION, JAPAN AND SUZUKI MOTOR CORPORATION, JAPAN FOR THEIR VALUABLE GUIDANCE AND SUPPORT FROM TIME TO TIME.

I AM GRATEFUL TO OUR BANKERS, CANARA BANK, KOTAK MAHINDRA BANK AND OTHERS FOR THEIR CO-OPERATION AND SUPPORT FROM TIME TO TIME.

I ALSO OFFER MY SINCERE THANKS TO MY COLLEAGUES ON THE BOARD FOR THEIR VALUABLE ADVICE AND GUIDANCE.

DEAR SHAREHOLDERS, I THANK YOU ALL, FOR BEING WITH US TODAY AND FOR YOUR INVALUABLE SUPPORT AND CONFIDENCE REPOSED IN THE COMPANY.

THANK YOU ONCE AGAIN,

Note: This does not purport to be a record of the proceedings of the annual general meeting.