





New Special Aluminium Alloy Casting Plant & Plant IV



Directors Mr. N. Lamers & Mr. Ramesh Agarwal unveiling the Wendt environmental Policy.

**BOARD OF DIRECTORS**

M.M. MURUGAPPAN (*Chairman*)
M.V. WAGLE
N. LAMERS (*Alternate : D. Hallen*)
RAMESH AGARWAL
KIRAN A. SHETH
K. SRINIVASAN

SECRETARY

S. VISWANATHAN

BANKERS

STATE BANK OF INDIA

AUDITORS

FRASER & ROSS

REGISTERED OFFICE

4th Floor, Devatha Plaza, Residency Road
Bangalore - 560 025.

FACTORY

Plot 69/70,
SIPCOT Industrial Estate,
Hosur - 635 126.



CONTENTS

| | Page |
|-------------------------------------|------|
| Notice to Members | 3 |
| Report of the Directors | 5 |
| Annexure to Directors' Report | 7 |
| Report of the Auditors | 9 |
| Annexure to Auditors' Report | 10 |
| Balance Sheet | 12 |
| Profit and Loss Account | 13 |
| Schedules | 14 |
| Cash Flow Statement | 27 |



Regd. Office : 4th Floor, Devatha Plaza, Residency Road, Bangalore - 560 025.

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twentieth Annual General Meeting of the Members of Wendt (India) Limited, Bangalore will be held on Wednesday, the 24th July, 2002 at 4.30 P.M at Hotel Windsor Manor Sheraton & Towers, 25, Sankey Road, Bangalore-560 052 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report, Audited Profit and Loss Account for the Financial Year ended 31st March 2002 and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To declare dividend.
3. To elect a Director in place of Mr. Ramesh Agarwal who retires by rotation and being eligible, offers himself for re-election.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS

5. To consider and if deemed fit, to pass with or without modifications, the following as an Ordinary Resolution :

"RESOLVED that Mr. K. Srinivasan be and is hereby appointed as a Director of the Company".

By Order of the Board
for WENDT (INDIA) LIMITED

CHENNAI
16TH MAY 2002

M M MURUGAPPAN
CHAIRMAN

NOTES :

1. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 16th July, 2002 to Wednesday, the 24th July, 2002 (both days inclusive).

2. Member entitled to attend and vote is entitled to appoint a Proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. Proxies, in order to be valid, must be received by the Company not less than 48 hours before the Meeting.
3. Explanatory Statement under Section 173 of the Companies Act, 1956 is annexed.
4. Dividend, when declared, will be paid to those members whose names appear on the Register of Members as on 24th July, 2002.
5. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
6. Members / proxies should bring the Attendance Slip duly filled in for attending the meeting.
7. Shareholders desiring any information on the accounts are requested to write to the Company atleast one week before the meeting date.
8. Members holding shares in physical form are requested to intimate the following directly to the Company's Registered Office :
 - a) Full bank particulars to enable the same to be incorporated in the dividend warrant.
 - b) Change if any, in their address immediately.
 - c) Apply for consolidation of folios, if shareholdings are under multiple folios.
 - d) Quote ledger folio numbers, in all their correspondence.
 - e) Request for nomination forms for making nomination as per amended provisions of the Companies Act, 1956.

Members holding shares in the dematerialised (electronic) form are requested to intimate the aforesaid particulars directly to their Depository Participant(DP).



9. Consequent upon amendment to Section 205 A of the Companies Act 1956 and introduction of Section 205C by the Companies (Amendment) Act 1999, the amount of dividend remaining unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund.

Members who have not encashed the dividend warrants for the year ended 31st March 1996 and/or any subsequent dividend payments are requested to make their claim to the Company.

ANNEXURE TO THE NOTICE

(Explanatory Statement under Section 173 of the Companies Act 1956.)

ITEM NO.5

Mr. K.Srinivasan was appointed as an Additional Director at the Board Meeting held on 30-01-2002. Mr. K.Srinivasan served the Company in various capacities for nearly 19 years and he was the Vice President of the Company when his service was transferred to M/s.Carborundum Universal Ltd. on 29-01-2002. He holds office as a Director upto the date of this meeting and is eligible for re-appointment as an Additional Director of the Company at this Annual General Meeting for which the Company has received a Notice in writing from a member of the Company as

required under Section 257 of the Companies Act. Accordingly the Resolution set out in item No.5 of the Notice is submitted to the meeting. Except Mr. K.Srinivasan, no other Director is interested in this Ordinary Resolution

By order of the Board
for WENDT (INDIA) LIMITED

CHENNAI
16TH MAY 2002

M M MURUGAPPAN
CHAIRMAN





REPORT OF THE DIRECTORS

Your Directors have pleasure in presenting the Twentieth Annual Report together with the Audited Accounts of the Company for the Financial Year ended 31st March 2002.

FINANCIAL RESULTS

Rs. in Lacs

| | |
|----------------------------|-----------|
| Sales * | 2272.34 |
| Other Income | 56.09 |
| Profit before tax | 497.73 |
| Provision for current tax | 129.00 |
| Provision for deferred tax | 13.18 |
| Profit after tax | 355.55 |
| Earning per share | Rs. 35.56 |

* Including machining charges

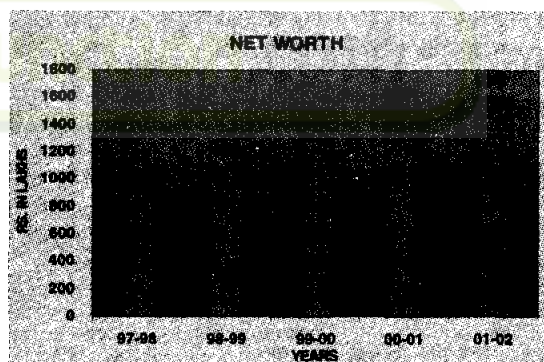
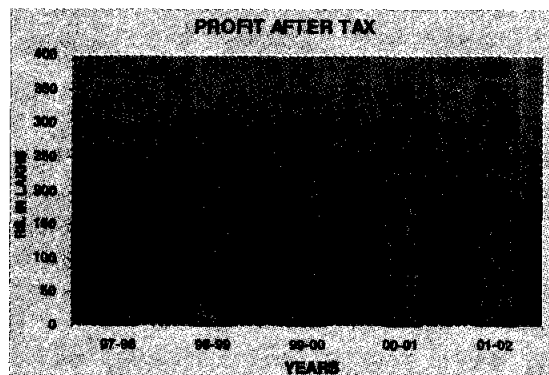
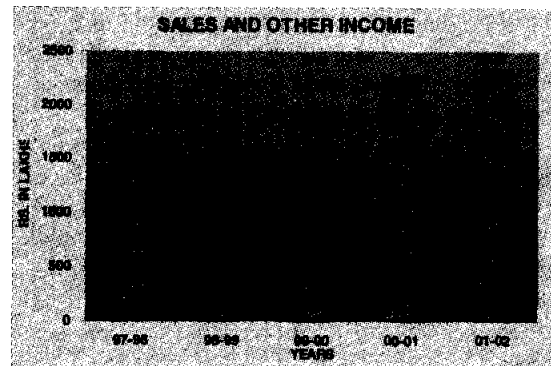
OPERATIONS

The Company's sales for the year has grown by 9% from Rs. 2078.18 lacs in the previous year to Rs. 2272.34 lacs. Exports registered an impressive growth of 47% from Rs.415.31 lacs in the previous year to Rs. 611.08 lacs. The profit before tax increased by 10% from Rs.450.64 lacs to Rs. 497.73 lacs.

Your Company was able to achieve both topline and bottomline growth inspite of slow down of economy and strong price pressures. This was due to the various proactive steps taken such as introduction of new products, entering new markets, improved processes and waste elimination across the Company. Further, to offset the cost-push effect, your company developed several new applications which allowed our customers to achieve lower total cost.

Your Company's Special Aluminium Alloy Casting plant has been commissioned and commercial production commenced during the year. This plant produces special wheel hub material used by Wendt plants world over. Cobalt free Diamond Scaifes were re-launched after incorporating necessary technical improvements as per market requirement.

Your Company has introduced several new products during the year. Polycrystalline Diamond wear parts & notch milling tools, Metal Bonded Diamond Wheels,





ANNEXURE 'B' TO THE DIRECTORS' REPORT

Information as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the financial year ended 31st March 2002.

| Name | Age | Designation/ Nature of Duties | Remunera- tion Rs. | Qualifica- tions | Experience in Years | Date of Commencement of Employment | Particulars of Last Employment |
|------------------|---------|-------------------------------------|--------------------------|----------------------|------------------------|--|--------------------------------------|
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) |
| K. Srinivasan \$ | 45 Yrs. | Vice President | 13,63,855/- | B. Tech., (Mech.) | 22 | 15.07.1983 | Widia (India) Ltd. (3 years) |

\$ Indicates Employee who was in Company Employment only for part of the year

ANNEXURE 'C' TO THE DIRECTORS' REPORT

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors to the best of their knowledge and belief confirm that in the preparation of the Profit & Loss Account for the financial year ended 31st March 2002 and the Balance Sheet as at that date ("financial statements") applicable accounting standards have been followed.

- appropriate accounting policies have been selected and applied consistently and such judgements and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit of the company for that period.
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of

the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities. To ensure this, the company has established internal control systems, consistent with its size and nature of operations. In weighing the assurance provided by any such system of internal controls its inherent limitations should be recognized. These systems are reviewed and updated on an ongoing basis. Periodic internal audits are conducted to provide reasonable assurance of compliance with these systems.

- the financial statements have been prepared on a going concern basis

On behalf of the Board

CHENNAI
16TH MAY 2002

M M MURUGAPPAN
Chairman

DISTRIBUTION OF SHAREHOLDING

| | As at March 31, 2002 | |
|---|---------------------------|--------------------------|
| | Number of Shareholders | Number of Shares held |
| Individuals | 2140 | 189657 |
| Domestic Companies | 25 | 406492 |
| Public Financial Institutions, | 3 | 4875 |
| Nationalised Banks and Insurance Companies | | |
| NRI | 3 | 300 |
| Foreign Company | 1 | 398676 |
| | <u>2172</u> | <u>1000000</u> |

ANALYSIS OF SHAREHOLDING

| | As at March 31, 2002 | |
|--------------|---------------------------|--------------------------|
| | Number of Shareholders | Number of Shares held |
| 1 - 500 | 2137 | 163127 |
| 501 - 1000 | 22 | 17809 |
| 1001 - 2000 | 8 | 11062 |
| 2001 - 3000 | 1 | 2050 |
| 3001 - 4000 | 1 | 3900 |
| 4001 - 5000 | 1 | 4700 |
| 5001 - 10000 | - | - |
| >10000 | 2 | 797352 |
| | <u>2172</u> | <u>1000000</u> |