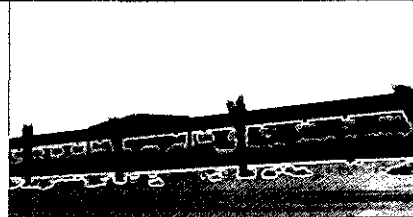


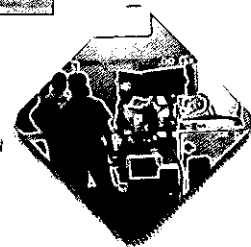


WENDT (INDIA) LTD

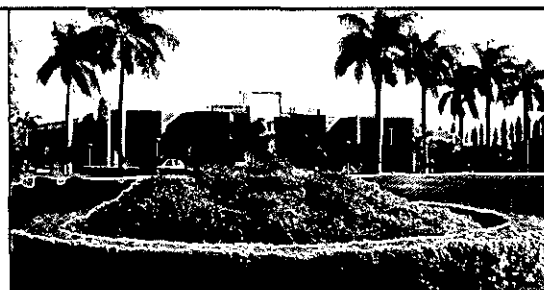
27th Annual Report
2008-2009



Wendt Middle East FZE, Sharjah



Wendt Grinding Technologies Ltd. Thailand



Wendt (India) Ltd. Hosur

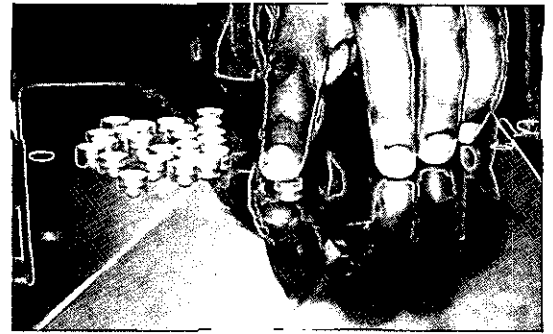


Setting Footprints
in the Global Arena

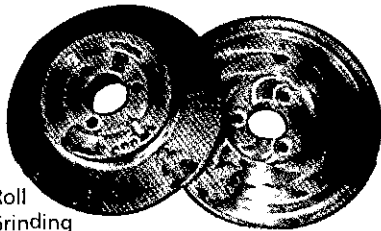


Core Drill

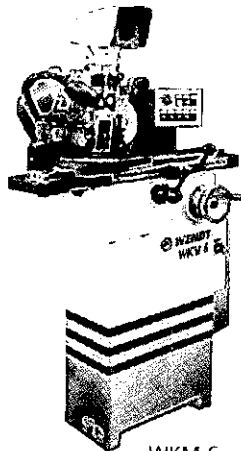
Enlarging Product Base



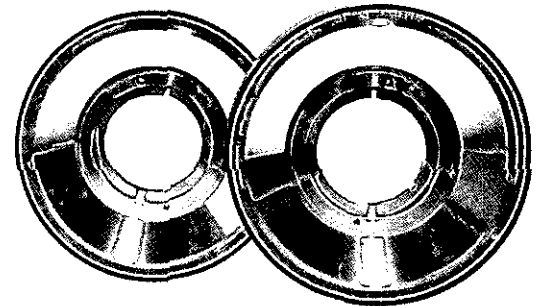
Diamond Pellets



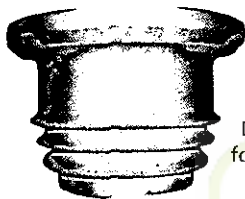
Dressing Roll
for Gear Grinding



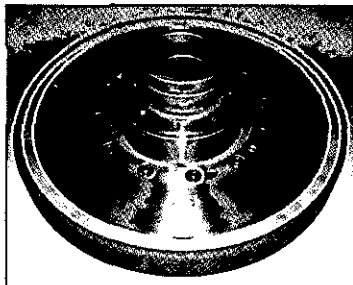
WKM 6
Notch Tool Grinder



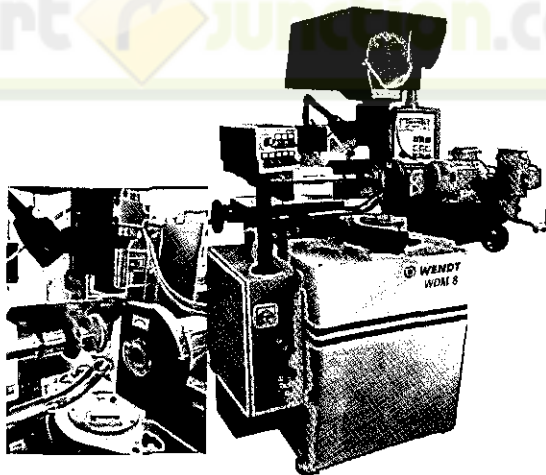
VIT CBN Grinding Wheel (Large Diameter)



Dressing Roll
for Aerospace
Application



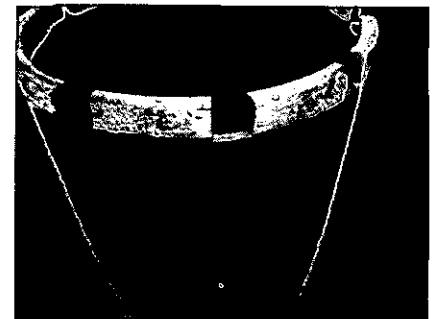
VIT CBN Grinding Wheel



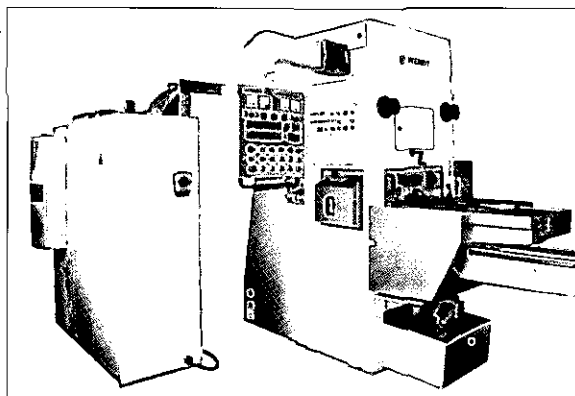
WDM 8 Wheel
Profiling Machine



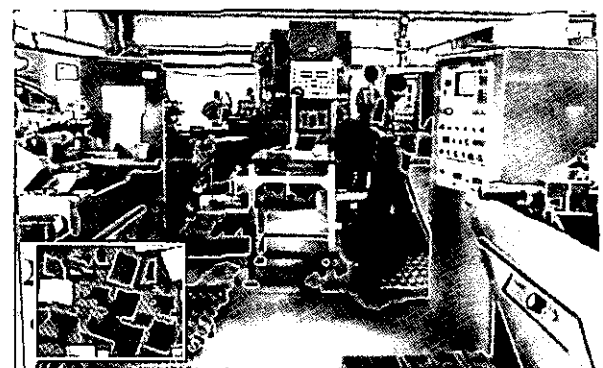
Form Roll
for Gear Grinding



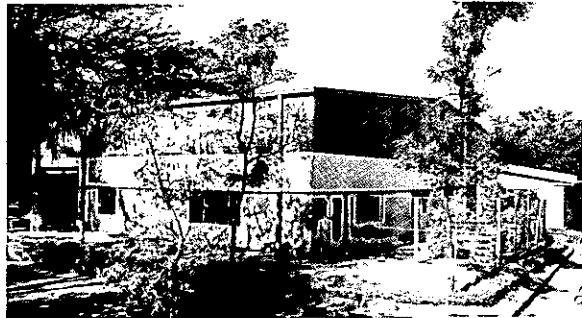
Core Drill



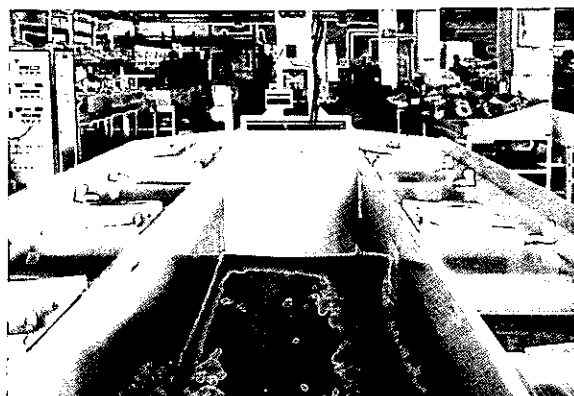
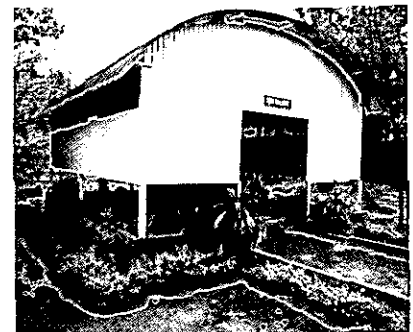
WBM Top & Bottom Grinder (Refurbished)



Precision Components



Growing Infrastructure





BOARD OF DIRECTORS

M M MURUGAPPAN (Chairman)
N LAMERS (Alternate D Hallen)
KIRAN A SHETH
SHRINIVAS G SHIRGURKAR
K SRINIVASAN
K S SHETTY

COMPANY SECRETARY

SANTOSH KUMAR BARIK

BANKERS

STATE BANK OF INDIA

AUDITORS

DELOITTE HASKINS & SELLS

REGISTERED OFFICE

No.105, 1st Floor, Cauvery Block,
National Housing Complex,
Koramangala
Bangalore -560 047
Ph: 080-25701423
Fax: 080-25701425
E mail: santoshbarik@wendtindia.com
invsetorservices@wendtindia.com

FACTORY

Plot No: 69/70,
SIPCOT Industrial Estate,
Hosur-635 126
Tamilnadu
Ph: 04344-276851, 52,405500
Fax: 04344-405620, 405630



CONTENTS

	Page
Notice to Members	8
Report of the Directors	11
Report on Corporate Governance	23
General Shareholder Information	28
Report of the Auditors	32
Balance Sheet	36
Profit & loss Account	37
Cash Flow Statement	38
Schedules	39
Consolidated Financial Statements	58

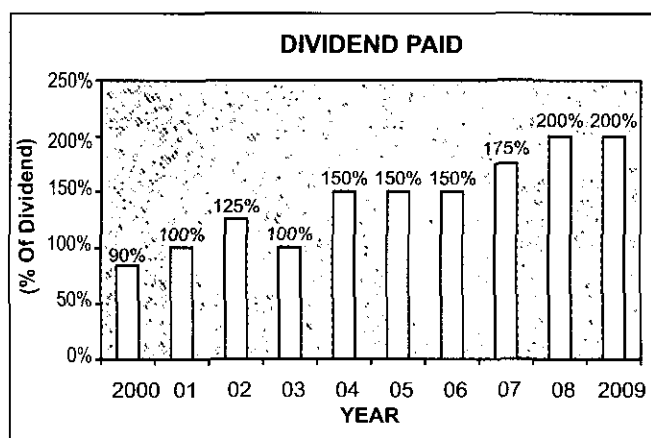




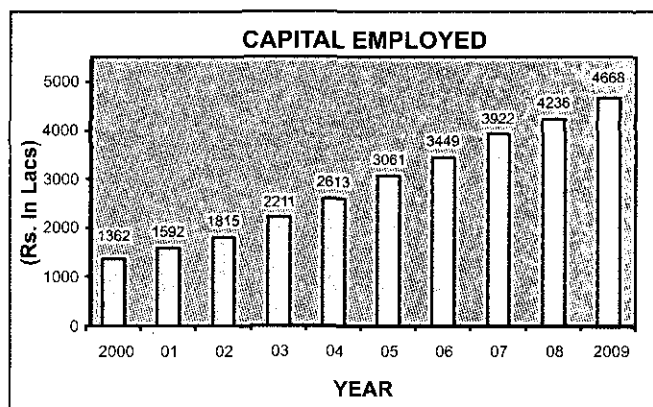
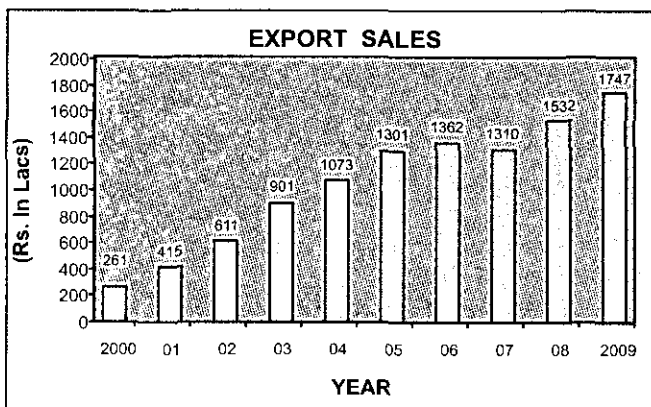
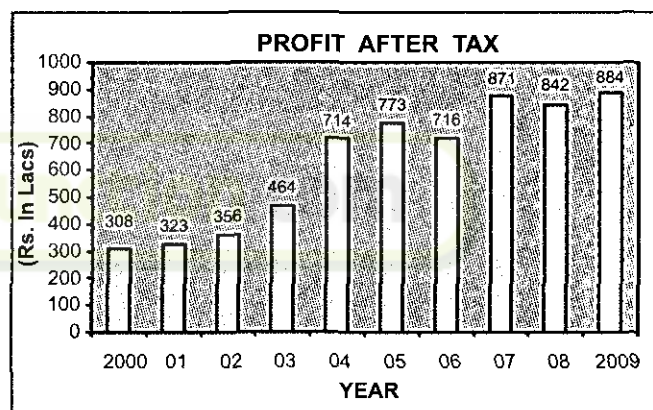
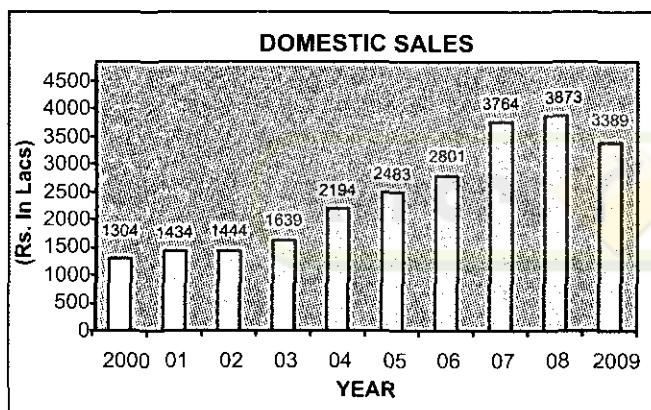
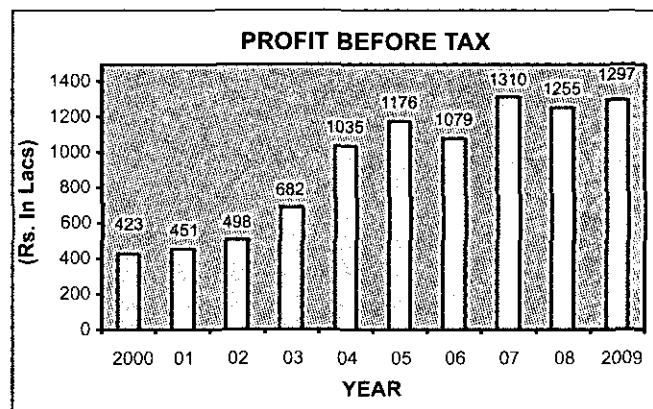
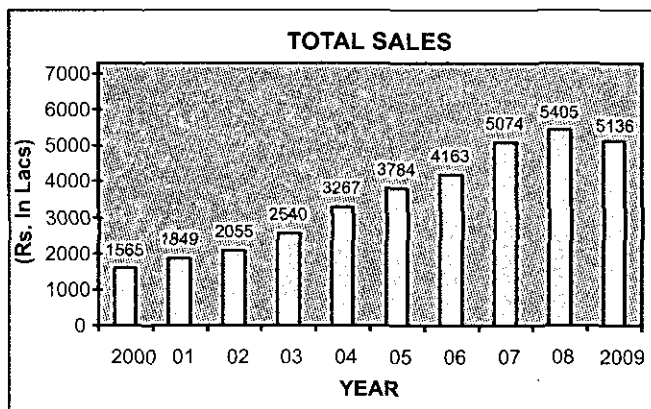
FINANCIAL TRACK RECORD

Rs.in Lacs

Year ending 31st March	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
REVENUE										
NET SALES	1565	1849	2055	2540	3267	3784	4163	5074	5405	5136
DOMESTIC	1304	1434	1444	1639	2194	2483	2801	3764	3873	3389
EXPORT	261	415	611	901	1073	1301	1362	1310	1532	1747
OTHER INCOME	69	41	55	59	124	128	100	155	185	309
PROFITABILITY										
Profit before depreciation	489	530	587	773	1137	1291	1215	1495	1459	1517
Profit before tax	423	451	498	682	1035	1176	1079	1310	1255	1297
Profit after tax	308	323	356	464	714	773	716	871	842	884
Dividend %	90	100	125	100	150	150	150	175	200	200
EPS (Rs.)	30.83	32.26	35.56	46.42	35.71	38.66	35.78	43.56	42.08	44.21
ASSETS EMPLOYED										
Fixed Assets	749	867	915	1015	1152	1280	1629	1911	2085	2610
Investments	287	218	406	626	1069	1205	1183	1204	1454	1200
Net Current Assets	326	507	494	570	392	576	637	807	697	858
Total Assets	1362	1592	1815	2211	2613	3061	3449	3922	4236	4668
CAPITAL STRUCTURE										
Paid up share capital	100	100	100	100	200	200	200	200	200	200
Reserves	1192	1404	1503	1896	2172	2603	2977	3438	3787	4203
Loan Funds	70	88	67	49	57	65	66	49	28	36
Deferred Tax Liability	-	-	145	166	184	193	206	235	221	229
Total Funds	1362	1592	1815	2211	2613	3061	3449	3922	4236	4668



- 2009 100% Final Dividend proposed





Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of Wendt (India) Limited, Bangalore will be held on Monday 27th July 2009 at 04:00 PM at Bharathiya Vidya Bhavan, Race course Road, Bangalore 560001 Karnataka to transact the following business

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2009 and the Balance Sheet as at that date together with the report of Directors and Auditors thereon.
2. To declare Final Dividend.
3. To elect a Director in place of K Srinivasan who retires by rotation and being eligible offers himself for reappointment.
4. To appoint M/s Deloitte Haskins & Sells, Chartered Accountants as Auditors of the Company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, and to fix their remuneration.

SPECIAL BUSINESS

5. Appointment of Mr K S Shetty as a Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as an ordinary Resolution:

"RESOLVED that Mr K S Shetty who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 16th, 2009 and who holds office upto the date of the 27th Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

6. Amendment in the Article of Association of Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution, as a Special Resolution:

RESOLVED that the Articles of Association of the Company be amended in the following manner viz:

- i) The existing provision relating to unclaimed dividend under Article 170 be deleted and the following be substituted in lieu thereof:-

No unclaimed or unpaid dividend shall be forfeited by the Board and the Company shall comply with all the provisions of Section 205A of the Act in respect of any unclaimed or unpaid dividend

- ii) The existing provision relating to transfer of unpaid / unclaimed dividend to special account under Article 172 is deleted and the following be substituted in lieu thereof:-

The Company after having declared the dividend must transfer the unpaid or unclaimed dividend, if any, to special account in a scheduled bank called the Unpaid Dividend Account of Wendt (India) Limited, within 7 days after the expiry of 30 days from the date of declaration of dividend.

- iii) The existing provision relating to transfer of unclaimed dividend to Investor Education and Protection Fund under Article 173 be deleted and the following be substituted in lieu thereof:-

If any dividend remains unpaid or unclaimed for a period of seven years from the date of such transfer to the special bank account mentioned in Article 172, the amount remaining in the special Bank account shall be transferred to the Investor Education and Protection Fund of the Central Government as per Section 205C (1) of the Companies Act, 1956. The Company shall, when making any transfer as above to the Investor Education and Protection Fund, furnish to such officer as the Central Government may appoint in this behalf a statement in the prescribed form setting forth in respect of all sums included in such transfer, the nature of the sums, the names and last known address of the person entitled to receive the

sum, the amount to which each person is entitled and the nature of his claim thereto and such other particulars as may be prescribed.

NOTES

1. The explanatory statements pursuant to Section 173 of the Companies Act, 1956, in respect of the business under item nos.5 and 6 are annexed.

2. As per clause 49 of the listing agreement with Stock Exchange, the brief resume, functional expertise of the Directors proposed for reappointment / appointment are furnished below along with details of Companies in which they are directors and the Board Committees of which they are members.

Particulars	K Srinivasan	K S Shetty
Date of Birth	22nd November, 1957	18th March, 1948
Date of Appointment	29th January, 2001	16th April, 2009
Qualification	B Tech (MECHANICAL)	BE (MECHANICAL)
Experience in specific functional areas	He has nearly 28 years of experience in the machine tools and abrasive industries in sales, technical, production and general management. Past positions:- Vice president Wendt India Ltd., and Carborundum Universal Ltd (CUMI). Currently he is the CEO of CUMI since January 2005	He has over 30 years of experience in Manufacturing Industry in Auto components, Aerospace, Exports, Development of new import substitution products. Design of Calibration Lab and Mobile Calibration facilities. Presently he is the Managing Director of TESPATools Pvt Ltd and TESPATools India Pvt Ltd. Exclusively trained in Switzerland in Metrology and Non Contact Measuring Machines and Equipments by TESA SA, Switzerland and in Robotics by Nachi Japan. Exclusive Business Partner for TESA SA, Switzerland for Metrology Equipments and Nachi Fujikoshi Japan for Nachi Robots
Directorship held in other Companies (public & private) other than Wendt	5	2
Board Committee (Member / Chairman) other than Wendt	2	-

3. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, in order to be effective, the form must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxy form submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution

/ authority as applicable, issued on behalf of the nominating Organization.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 16th July 2009 to 27th July 2009 (both days inclusive). The dividend on the Equity shares, as recommended by the Board of Directors, subject to the approval of the Members in the Annual



General Meeting, will be paid to all the members whose names appear in the Register of Members on 27th July 2009, in respect of Physical Shares. In respect of the dematerialized shares, the dividend will be paid to the beneficial owner of the shares whose names appear in the statement of the beneficial ownership furnished by the NSDL & CDSL.

The Members desiring to avail the facility of receipt of dividend through Electronic Clearing System (ECS) are requested to fill up the Form ("ELECTRONIC CLEARING SERVICE MANDATE FORM") annexed to this Annual report and send back as mentioned therein .

5. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of the dividend. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
6. Members are requested to note that dividend not encashed or claimed within seven years from the Company's Unpaid Dividend account, will be transferred, as per Section 205A of the Companies Act, 1956, to the Investor Education & Protection Fund (IEPF). The detail of Unpaid / Unclaimed dividend which shall be transferred to IEPF during the year 2009-10 is as follows:
7. Shareholders holding shares in physical form are requested to intimate the following to the Company's Registrar and Share Transfer Agents, M/s Karvy Computer share Private Ltd, Plot Nos. 17-24, Vitalrao Nagar, Madhapur, Hyderabad 500 081
 - 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 shares 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.
8. Members or Proxies should bring the Attendance slip duly filled in for attending the meeting.
9. Members are requested to quote their registered folio no. or demat account no. and Depository Participant (DP) ID number on all correspondence with the Company
10. Share holders desiring any information on the accounts are requested to write to the Company at least one week before the meeting date.

Financial Year	Date of declaration of Dividend	Last date of Claiming Unpaid dividend	Proposed date for transfer to IEPF
2001-2002	24th July 2002	23rd July 2009	22nd September 2009

Members who wish to claim dividends, which remain unclaimed are requested to correspond either with the Company Secretary at the Company's registered office or the Company's Registrar and Share transfer agent M/s Karvy Computer Share Pvt. Limited, Karvy House, Plot No. 17-24, Vitalrao Nagar, Madhapur, Hyderabad - 500 081

By order of the Board
For Wendt (India) Limited

Chennai
27th April 2009

M M Murugappan
Chairman