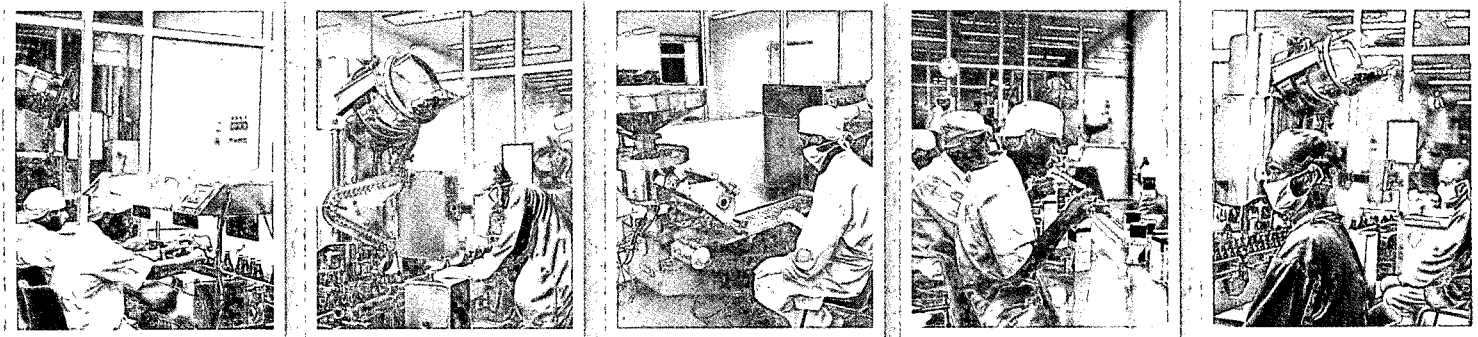


**ALBERT  
DAVID**

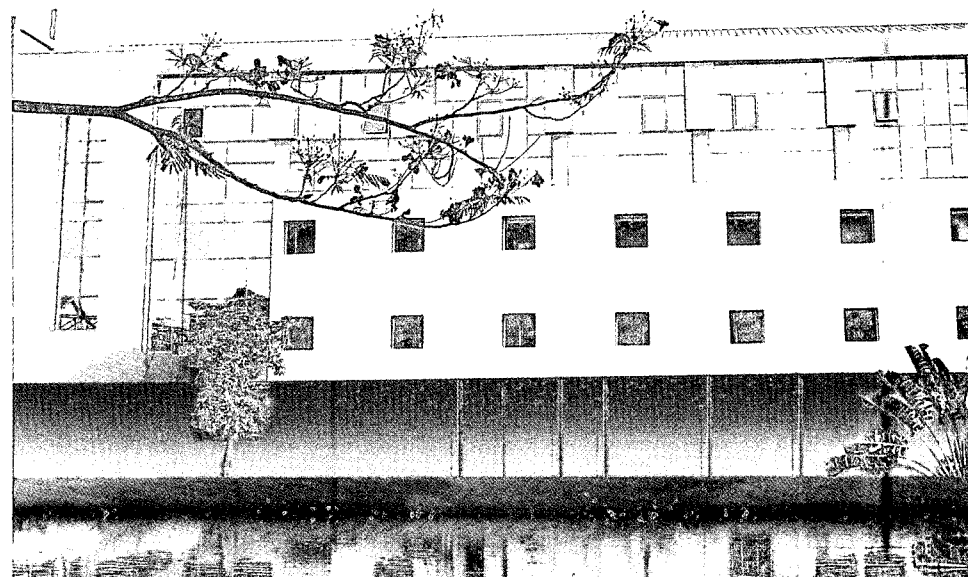
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Adds life to life

## STATE-OF-THE-ART MANUFACTURING FACILITIES



Besides the comprehensive manufacturing facilities for making tablets, oral liquids, gels, ointments, lotions and bulk drugs, the state-of-the-art SVP (Small Volume Parenteral) manufacturing facility at Kolkata Factory employs latest technology equipments and conforms to the highest standards of quality.





**DIRECTORS :** Sri A. K. Kothari *Chairman*  
Sri D. D. Binani  
Sri P. L. Agarwal  
Sri H. Kampani  
Sri R. Singhi  
Sri A. V. Iyengar  
Sri K. P. Mundhra *Executive Director*

**MANAGEMENT TEAM :** Sri H. P. Kabra  
*President (Commercial)*  
Sri. S. C. Shah  
*Vice President (Finance) & C.F.O.*  
Dr. M. K. Maheshwari  
*Vice President (Personnel & Legal Affairs)*  
Dr. D. P. Ghosh  
*Corporate Head - Technical & Scientific Development*  
Sri P. K. Jain  
*Vice President (Works), Kolkata*  
Dr. G. P. Srivastava  
*Vice President (Technical), Kolkata*  
Sri M. K. Rathi  
*Vice President (Works cum Factory Manager),  
Ghaziabad*  
Sri D. Chitlangia  
*General Manager (Commercial), Ghaziabad*  
Sri V. K. Chaudhary  
*General Manager (Technical), Mandideep*  
Dr. Indrajit Dhar  
*Company Secretary*

**AUDITORS :** G. Basu & Co.  
Chartered Accountants

**BANKER :** State Bank of India

**REGISTERED OFFICE :** 15, Chittaranjan Avenue,  
Kolkata - 700 072

**WORKS :** 5/11, D. Gupta Lane  
Kolkata - 700 050  
B-12/13, Meerut Road  
Industrial Area  
Ghaziabad - 201 003 (U.P.)  
Plot No. 207  
New Industrial Area No. 2  
Mandideep - 462 046  
Dist. Raisen (M.P.)

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# notice

## TO THE MEMBERS

**NOTICE** is hereby given that the **SIXTY-NINTH Annual General Meeting of the Shareholders of the Company** will be held at **BENGAL CHAMBER OF COMMERCE & INDUSTRY, 6, Netaji Subhas Road, Kolkata-700001** on **Thursday, the 31st July, 2008** at **11.00 A.M.** to transact the following business :

### AS ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet as at 31st March, 2008 and the Profit & Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. To declare dividend.
3. To appoint Directors in place of Mr. AK Kothari and Mr. AV Iyengar who retire by rotation and being eligible, offer themselves for re-appointment.
4. To appoint Auditors and fix their remuneration.

### 5. AS SPECIAL BUSINESS

**To consider and if thought fit, to pass with or without modification(s), the following resolutions as special Resolution :**

- (a) **RESOLVED** that subject to the provisions of section 198, 269, 309 and 310 read with Schedule-XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals as may be necessary, the Company hereby accords its approval for the appointment of Mr. A K Kothari, Chairman also as Managing Director of the company, henceforth not liable to retire by rotation for a period of three years effective from 1st July, 2008, on the remuneration and terms and conditions as set out in the Explanatory Statement to this resolution and on the terms and conditions contained in an Agreement dated 19th June, 2008 entered into between the Company and Mr. AK Kothari.
- (b) **RESOLVED** that pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 and subject to such sanctions and approvals as may be necessary, the Company hereby approves and accords its consent to the re-appointment of Mr. Kamal Prasad Mundhra, as Wholtime Director of the Company designated as an Executive Director not liable to retire by rotation for a period of two years with effect from 1st April, 2008, at the remuneration set out in the Explanatory Statement to this resolution and on the terms and conditions contained in an Agreement dated 1st April, 2008 entered into between the Company and Mr. Kamal Prasad Mundhra.

By Order of the Board  
For ALBERT DAVID LIMITED

(INDRAJIT DHAR )  
Company Secretary

Registered Office :

15, Chittaranjan Avenue

Kolkata - 700 072

Dated : 19th June, 2008

## NOTES :

1. Explanatory Statement under Section 173(2) of the Companies Act, 1956 in respect of Special Business of the meeting and brief particulars of the appointment/re-appointment of Directors in pursuance to clause 49 of the Listing Agreement, are annexed hereto.
2. A member entitled to attend and vote at the meeting 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 must be received by the Company not less than 48 hours before the meeting.

ALBERT  
DAVID**NOTES : (Contd.)**

3. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Friday the 25th July, 2008 to Thursday the 31st July, 2008, both days inclusive.
4. The dividend as recommended by the Board of Directors, if approved at the meeting, will be made payable on or after 4th August, 2008 to those Members whose names appear on the Register of Members of the Company on 31st July, 2008 or to their mandates, to the extent eligible and also to beneficial owners of equity shares held in the electronic form on the same date as per details furnished by the Depositories for this purpose.
5. Members holding shares in physical form are requested to notify immediately changes, if any, in their registered address and bank particulars, to Company's Registrar & Share Transfer Agent, at the below-mentioned address quoting their Folio Numbers :-

M/s. Maheshwari Datamatics Pvt. Ltd.  
 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001  
 Tel. No. # 2243-5809/2243-5029  
 Fax No. # 2248-4787  
 E-Mail Id # mdpl@cal.vsnl.net.in

In case shares are held in electronic form, these information should be passed on directly to their respective Depository Participant (DP).

6. Pursuant to Section 205A and 205C of the Companies Act, 1956, all unclaimed dividends upto the year ended 31st March, 2000 have been transferred to the account of appropriate authority of the Central Government.  
 Unclaimed dividend for the year ended 31st March, 2001 shall be transferred to the account of Central Government during the year. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2001, 31st March, 2002, 31st March, 2003, 31st March, 2004, 31st March, 2005, 31st March 2006 and 31st March, 2007 are requested to make their claims to the Company.
7. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956****Item No.5(a)**

Considering the vast experience in various business activities and contributions in development of the company, the Board of Directors in their meeting held on 19th June, 2008, subject to the approval of shareholders of the company, has appointed Mr. AK Kothari, Chairman also as Managing Director of the company for a period of three years effective from 1st July, 2008 on the following remuneration as recommended by the remuneration committee and on the terms and conditions as set out in Agreement dated 19th June, 2008 :-

**I. REMUNERATION :**

- I. SALARY : Rs.2,50,000/-(Rupees Two Lacs Fifty Thousand only)) per month for the period from 1st July, 2008 to 30th June, 2009 and Rs.2,75,000/- (Rupees Two Lacs Seventy Five Thousand only) per month for the period from 1st July, 2009 to 30th June, 2010 and thereafter Rs.3,00,000/- (Rupees Three Lacs only) per month for the period of 1st July, 2010 to 30th June, 2011.
- II. Apart from salary Mr. AK Kothari will also be entitled to the perquisites classified into the following three categories, Part A, B and C.

**PART-A**

- i) House Rent Allowance as per Company Rules or hired unfurnished accommodation in lieu thereof (not exceeding 60% of salary).
- ii) Reimbursement of medical expenses incurred for self and family in accordance with the Rules of the Company.
- iii) Leave Travel Assistance for self and family in accordance with the Rules of the Company.
- iv) Fee of two clubs which will not include admission and life membership fee.
- v) Group Personal Accident/Life Insurance premium - In accordance with the Rules of the Company.
- vi) Ex-Gratia/Bonus - In accordance with the Rules of the Company.

**NOTES : (Contd.)****PART-B**

- i) Company's contribution to Provident Fund in accordance with the Rules of the Company to the extent it is not taxable under the Income Tax Act.
- ii) Gratuity at a rate not exceeding half month's salary for each completed year of service, subject to the ceiling prescribed under the Gratuity Act.
- iii) Encashment of leave in accordance with the Rules of the Company.

**PART-C**

- i) Provision of car and Mobile Phone for use on Company's business and telephone at his residence. Use of Car for private purpose and personal long distance calls on telephone/Mobile Phone shall be billed by the Company to the Chairman & Managing Director of the Company.

In the event of absence or inadequacy of profits during the period of service, the Chairman & Managing Director shall be entitled to the same salary and perquisites as stated hereinbefore subject to ceiling as provided under law.

The other terms and conditions deal with the mutual rights, duties and obligations of the Chairman & Managing Director and the Company and other administrative details are set out in the Agreement executed on 19th June, 2008.

The agreement also sets out the mutual rights and obligations of the Company and the Chairman & Managing Director and details of powers and duties of the later and can be terminated by either party by giving three month's notice in writing to the other.

A copy of the Agreement dated 19th June, 2008 referred to in the resolution will be available for inspection by the Members at the Registered Office of the Company on any working day prior to the date of the meeting between 11.00 a.m. and 1.00 p.m. and will also be available at the meeting.

Mr. AK Kothari shall assume office of Chairman & Managing Director from 1st July, 2008.

The Remuneration Committee has recommended the above remuneration/perquisites which are in line with pharma industries occupying similar position.

As per the provisions of Section 198, 269 and 309 read with Schedule XIII to the Companies Act, 1956, the appointment of and remuneration to Chairman & Managing Director requires the approval of the shareholders in General Meeting by way of a special resolution. Members are requested to treat the above as abstract of the terms of appointment under section 302 of the Companies Act, 1956.

The Chairman & Managing Director, so long as he functions as such, shall not be paid any sitting fees for attending meetings of the Board of Directors or Committee thereof.

None of the Directors other than Mr. AK Kothari is concerned or interested in the aforesaid appointment and remuneration.

The Board recommends passing of the proposed resolution as a special resolution.

**Item No.5(b)**

Mr. K P Mundhra was re-appointed as Wholtime Director designated as Executive Director of the Company for a period of two years with effect from 1st April, 2006 to 31st March, 2008 which was approved by the Shareholders in the meeting held on 31st July, 2006.

In view of excellent contribution made by Mr. Mundhra towards the growth of the company, the Board of Directors, subject to the approval of shareholders of the company, at its meeting held on 31st March, 2008 have re-appointed him as Wholtime Director designated as Executive Director for a period of two years with effect from 1st April, 2008 on the remuneration as recommended by the Remuneration Committee and on the terms and conditions set out in an Agreement dated 1st April, 2008. The terms of remuneration of Mr. K P Mundhra as Executive Director are in accordance with Schedule XIII of the Companies Act, 1956.

An abstract of the terms of re-appointment and remuneration payable to him as Executive Director of the Company under the Agreement is given below :-

**REMUNERATION :**

- I. SALARY : Rs.2,35,000/- (Rupees Two Lacs Thirty Five Thousand only) per month for the period from 1st April, 2008 to 31st March, 2009 and thereafter from 1st April, 2009 Rs.2,70,000/- (Rupees Two Lacs Seventy Thousand only) per month.
- II. Apart from salary Mr. KP Mundhra will also be entitled to the perquisites classified into the following three categories, Part A, B and C.

**ALBERT  
DAVID****NOTES : (Contd.)****PART-A**

- i) House Rent Allowance as per Company Rules or hired unfurnished accommodation in lieu thereof (not exceeding 60% of salary).
- ii) Reimbursement of medical expenses incurred for self and family in accordance with the Rules of the Company.
- iii) Leave Travel Assistance for self and family in accordance with the Rules of the Company.
- iv) Fee of two clubs which will not include admission and life membership fee.
- v) Group Personal Accident/Life Insurance premium - In accordance with the Rules of the Company.
- vi) Ex-Gratia/Bonus - In accordance with the Rules of the Company.

**PART-B**

- i) Company's contribution to Provident Fund in accordance with the Rules of the Company to the extent it is not taxable under the Income Tax Act.
- ii) Gratuity at a rate not exceeding half month's salary for each completed year of service, subject to the ceiling prescribed under the Gratuity Act.
- iii) Encashment of leave in accordance with the Rules of the Company.

**PART-C**

- i) Provision of car and Mobile Phone for use on Company's business and telephone at his residence. Use of Car for private purpose and personal long distance calls on telephone/Mobile Phone shall be billed by the Company to the Executive Director of the Company.

In the event of absence or inadequacy of profits during the period of service, the Executive Director shall be entitled to the same salary and perquisites as stated hereinbefore subject to ceiling as provided under law.

The other terms and conditions deal with the mutual rights, duties and obligations of the Executive Director and the Company and other administrative details are set out in the Agreement executed on 1st April, 2008.

The Executive Director, so long as he functions as such, shall not be paid any sitting fees for attending meetings of the Board of Directors or Committee thereof.

The agreement also sets out the mutual rights and obligations of the Company and the Executive Director and details of powers and duties of the later and can be terminated by either party by giving three month's notice in writing to the other.

A copy of the Agreement dated 1st April, 2008 referred to in the resolution will be available for inspection by the Members at the Registered Office of the Company on any working day prior to the date of the meeting between 11.00 a.m. and 1.00 p.m. and will also be available at the meeting.

None of the Directors other than Mr. Kamal Prasad Mundhra is concerned or interested in the aforesaid appointment and remuneration.

Considering the valuable contribution of Mr. KP Mundhra in the growth of the company, the Board recommends passing of the above resolution as a special resolution.

**GENERAL INFORMATION :**

1. Nature of Industry – Pharmaceutical
2. Date of Commencement of commercial operation – 16-11-1938
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – N.A.



**NOTES : (Contd.)****4. Financial Performance.**

[Rs. In lacs]

Financial Parameters	2003-2004	2004-2005	2005-2006	2006-2007	2007-2008
Turnover	10586.74	9486.10	11680.85	14116.21	15812.05
Net Profit as per Profit & Loss Account (after extra-ordinary items)	725.32	420.50	741.71	1319.46	733.97
Amount of dividend paid (including Corporate Dividend Tax)	128.77	130.15	162.69	200.31	200.31
Rate of dividend declared	20%	20%	25%	30%	30%

5. Export performance and net foreign exchange collaborations — F.O.B. Value of Export including Freight & Insurance during the year 2007-2008 is Rs.1421.86 Lacs. There are no foreign exchange collaborations during the year under review.
6. Foreign investments or collaborators, if any — None

**INFORMATION ABOUT THE APPOINTEES :**

- Background details — Both Mr. AK Kothari and Mr. KP Mundhra is associated with the company since 1988 and 1970 respectively and possess vast experience in managing the business of the company.
- Past remuneration — Mr. KP Mundhra — Rs.33,57,264/- for the year 2007-2008  
Rs.25,39,528/- for the year 2006-2007  
Rs.22,08,919/- for the year 2005-2006  
Mr. AK Kothari (only sitting fees) — Rs.1,00,000/- for the year 2007-2008  
Rs.52,500/- for the year 2006-2007  
Rs.32,500/- for the year 2005-2006
- Recognition or awards — None
- Job Profile and his suitability — Subject to the superintendence, direction and control of the Board, the day-to-day management and administration are vested to them.
- Remuneration proposed — As set out in the Explanatory Statement. The remuneration has the approval of the Remuneration Committee.
- Comparative remuneration Profile with respect to industry size of the company, profile of the position and person — Taking into consideration the size of the company and the responsibilities shouldered by Mr. AK Kothari & Mr. KP Mundhra the aforesaid remuneration package is commensurate with the remuneration package paid to managerial persons in other companies.
- Pecuniary relationship directly or indirectly with the company or relationship with managerial person if any — Beside, the remuneration, managerial persons do not have any pecuniary relationship with the company.

**OTHER INFORMATION :**

- Reason of loss or inadequate profit
- Steps taken or proposed to be taken for Improvement
- Expected increase in productivity and Profits in measurable terms

N.A.

By Order of the Board  
For ALBERT DAVID LIMITED

Registered Office :

15, Chittaranjan Avenue  
Kolkata - 700 072

Dated : 19th June, 2008

( INDRAJIT DHAR )  
Company Secretary

## NOTICE (Contd.)

**Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting  
(In pursuance to Clause 49 of the Listing Agreement)**

Name of Director	Date of Birth	Date of Appointment	Expertise in specific Functional areas	Qualification	List of other Companies in which Directorships held as on 31st March, 2008	Chairman/Member of the Committee of the Board of other Companies on which he is a Director as on 31st March, 2008
Mr. A K Kothari	10-07-1953	20-06-1988	Rich experience in the field of Pharmaceuticals, Chemicals, Tea, Textiles, Machine Tools etc.	B.Com.	Bhaktwatsal Investments Ltd. Gillanders Arbuthnot & Co. Ltd. Kothari Phytochemicals & Industries Ltd. Vishnuhari Investments & Properties Ltd. Bharat Fritz Werner Ltd. Indian Glass & Electricals Ltd. Arvind Engineering Works Ltd. Claro India Ltd.	Gillanders Arbuthnot & Co. Ltd. (Member-Quarterly Results Approval Committee) (Member - Audit Committee)  Kothari Phytochemicals & Industries Ltd. (Member - Audit Committee)
Mr. A V Iyengar	10-08-1938	31-10-2002	Overall rich managerial and administrative experience especially in Pharmaceutical industry. Retired as Managing Director of Organon(India) Ltd. (formerly Infar India Ltd.)	Chartered Accountant Chartered Secretary (London) Company Secretary (India).	Besco Ltd. Electro-Medical & Allied Industries Ltd. Jardine Henderson Ltd. Maple Organics Ltd. Tega Industries Ltd..	Besco Ltd. (Chairman - Audit Committee)  Electro Medical & Allied Industries Ltd. (Member - Audit Committee)
Mr. KP Mundhra	17-11-1944	30-09-1992	Vast Managerial and Administrative experience in Pharmaceutical Industry.	M.Sc.(Hons.)	—	—

Note : None of the above Directors are holding shares of the company except Mr. AK Kothari who is holding 93,000 equity shares.

\* Excluding Private Limited Companies

By Order of the Board  
For ALBERT DAVID LIMITED

( INDRAJIT DHAR )  
Company Secretary

Registered Office :  
15, Chittaranjan Avenue  
Kolkata - 700 072  
Dated : 19th June, 2008