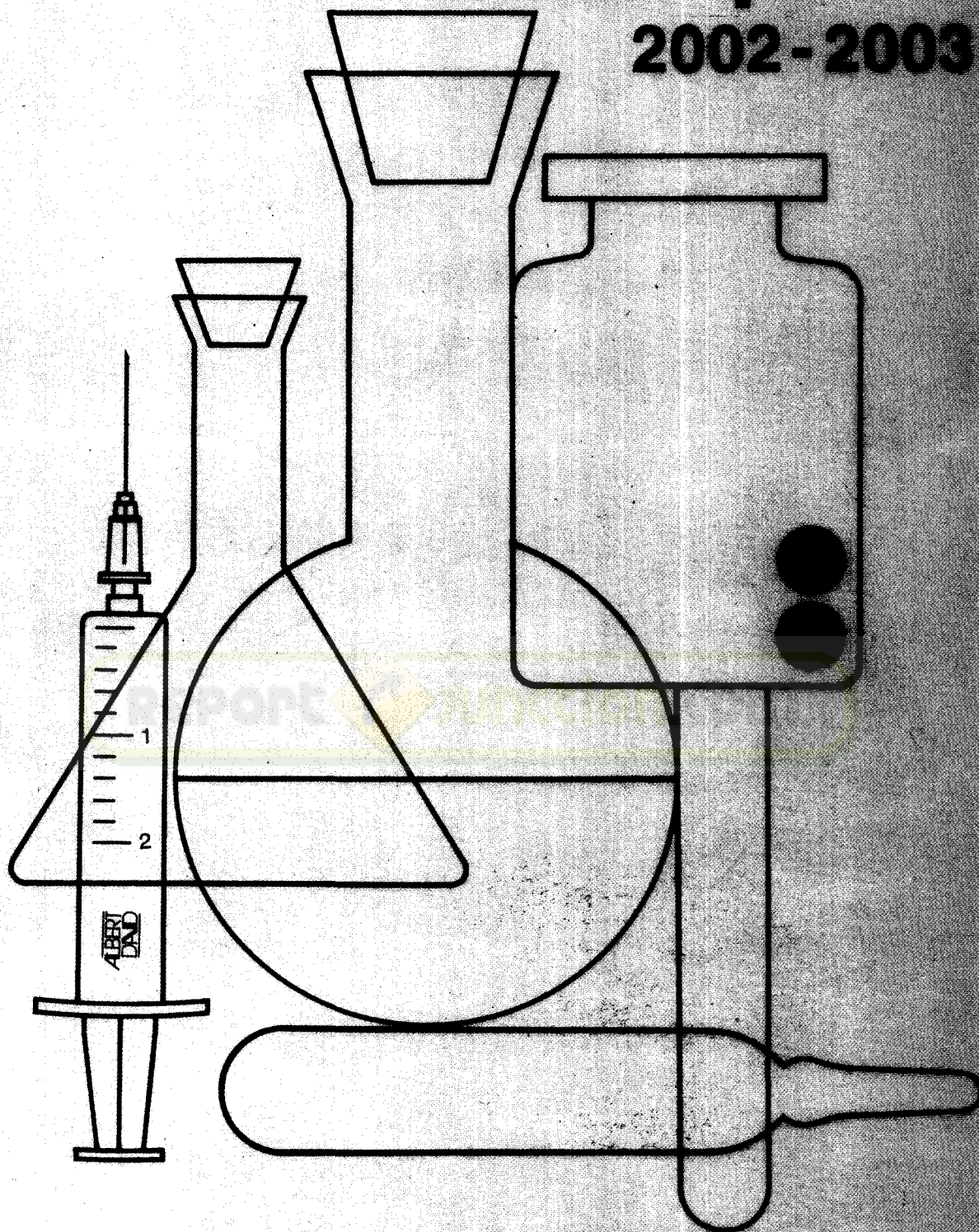


annual report

2002 - 2003



ALBERT DAVID LIMITED

15, CHITTARANJAN AVENUE, KOLKATA 700 072





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)
 Dr. M. K. Maheswari
Vice President (Personnel & Legal Affairs)
 Sri N. M. Kothari
Sr. Vice President (Works), Kolkata
 Sri P. K. Jain
Vice President (Works), Kolkata
 Dr. G. P. Srivastava
Vice President (Technical), Kolkata
 Dr. D. P. Ghosh
*Sr. Vice President (Technical)-cum-Factory
 Manager, Ghaziabad*
 Sri D. Chitlangia
General Manager (Commercial), Ghaziabad
 Sri V. K. Chaudhary
General Manager (Technical), Mandideep
 Sri Manish Tandon
General Manager (Commercial), Mandideep
Company Secretary
 Dr. Indrajit Dhar

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.)



notice

TO THE MEMBERS

NOTICE is hereby given that the SIXTY-FOURTH Annual General Meeting of the Shareholders of the Company will be held at **Gyan Manch Education Society**, 11, Pretoria Street, Kolkata-700 071 on Saturday, the **12th July, 2003** at 11.00 A.M. to transact the following business :

1. To consider and adopt the Profit & Loss Account for the year ended 31st March, 2003 and Balance Sheet as at that date together with Auditors' and Directors' Report thereon.
2. To declare dividend.
3. To appoint Directors in place of Shri P. L. Agarwal and Shri Rajiv Singhi who retire by rotation and being eligible offer themselves for re-appointment.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS :

5. **To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution :-**

RESOLVED that Shri A. V. Iyengar be and is hereby appointed as a Director of the Company.



By Order of the Board
For ALBERT DAVID LIMITED

INDRAJIT DHAR
Company Secretary

Registered Office :
15, Chittaranjan Avenue
Kolkata - 700 072
Dated : 26th May, 2003

NOTES :

1. An Explanatory Statement under Section 173(2) of the Companies Act, 1956 in respect of Special Business of the meeting and in pursuance to Clause 49 of the Listing Agreement brief particulars of appointment of new Director and re-appointment of Directors, 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.
3. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from 1st July, 2003 to 12th July, 2003, 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 16th July, 2003, to those Members whose names appear on the Register of Members of the Company on 12th July, 2003, 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.



NOTICE (Contd.)

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. Kindly note that in terms of Section 205C of the Companies Act, 1956, the unclaimed dividend for the financial year 1995-96 (which has remained unclaimed for a period of seven years) will become due for transfer to Investor Education and Protection Fund in the month of October, 2003.

Members who have not yet encashed their dividend warrant(s) for the aforesaid year and subsequent years, are requested to make their claims to the Company immediately. Shareholders are requested to note that no payment shall be made in respect of such claims by the Fund or the Company after the transfer of the unclaimed amounts to the Investor Education and Protection Fund set up by the Government of India.

7. As per the provisions of the amended Companies Act, 1956, the facility for making nominations is available to the shareholders in respect of the equity shares held by them. Members holding shares in physical form may send their request for nomination in the prescribed Form-2B duly filled in and signed to the Registrar & Share Transfer Agent of the Company.



NOTICE (Contd.)

**EXPLANATORY STATEMENT PURSUANT TO
SECTION 173 (2) OF THE COMPANIES ACT, 1956.**

Item No.5

Shri A. V. Iyengar has been appointed as an Additional Director on the Board with effect from 31st October, 2002. In accordance with the provisions of Article 84 of the Articles of Association of the Company, he will hold office until the conclusion of this Annual General Meeting. It is considered desirable in the interest of the Company to appoint him on the Board to avail of his valuable experience and advice. A Notice pursuant to Section 257 of the Companies Act, 1956, with the required deposit has been received from a Shareholder signifying his intention to propose his appointment as Director of the Company.

Except Shri A. V. Iyengar, none of the Directors is interested in the said resolution.

The Board recommends that the resolution be passed.

By Order of the Board
For ALBERT DAVID LIMITED

INDRAJIT DHAR
Company Secretary

Registered Office :
15, Chittaranjan Avenue
Kolkata - 700 072
Dated : 26th May, 2003

**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 Public Companies in which outside Directorships held as on 31st March, 2003	Chairman/Member of the Committee of the Board of Public Companies on which he is a Director as on 31st March, 2003
Shri A. V. Iyengar	10-08-1938	31-10-2002	Overall rich managerial & 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)	Organon (India) Ltd. Jenson & Nicholson Ltd. Tega Industries Ltd. Gluconate Sales Ltd. Electromedical & Allied Indus. Ltd. Jardine Henderson Ltd. Besco Ltd. Poly hi Solidur Plastics India Ltd.	Organon (India) Ltd. (Audit Committee & Shareholders' Grievance Committee) Jenson & Nicholson Ltd. (Audit Committee & Remuneration Committee) Electromedical & Allied Indus. Ltd. (Audit Committee) Besco Ltd. (Audit Committee & Shareholders' Grievance Committee)
Shri P. L. Agarwal	02-04-1942	15-09-1984	Senior Partner of a reputed Firm of Solicitors & Advocates with vast experience in legal & allied matters.	B.Com., L.L.B., Attorney-at-Law	Alfred Herbert (India) Ltd. Cookson India Ltd. Dhunseri Tea & Industries Ltd. Dharampal Premchand Ltd. Karamchand Thapar & Bros. (Coal Sales) Ltd. Rossell Tea Ltd. Tezpur Tea Co. Ltd. The Oodlabari Co. Ltd.	Dhunseri Tea & Indus. Ltd. (Shareholders' Grievance Committee) Tezpur Tea Co. Ltd. (Shareholders' Grievance Committee) Rossell Tea Ltd. (Remuneration Committee)
Shri Rajiv Singhi	07-09-1961	30-06-1998	Senior Partner of a reputed firm of Chartered Accountants having vast experience in Audit, Accounting and Financial matters.	Chartered Accountant	Alliance Management & Fiscal Services Ltd.	Alliance Management & Fiscal Services Ltd. (Audit Sub-Committee)

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directors' report

TO THE SHAREHOLDERS

Ladies & Gentlemen

Your Directors take pleasure in presenting for your consideration the report on the working of the Company and the Audited Profit & Loss Account and the Balance Sheet for the year ended 31st March, 2003.

FINANCIAL RESULTS :

	Rs. (in Lacs)	Rs. (in Lacs)
Gross Profit for the year		1138.40
Less : Depreciation		344.73
Net Profit before Tax		793.67
Less : Provision for Taxation		
Current Tax	290.00	
Deferred Tax	(16.10)	273.90
Net Profit after Tax		519.77
Add : Reserve for Doubtful Debts Written-back	1.29	
Balance brought forward from previous year	169.26	170.55
		690.32
Less : Proposed Dividend	102.73	
Corporate Dividend Tax	13.16	
Transfer to General Reserve	400.00	515.89
Balance Carried Forward		174.43

WORKING RESULTS :

With immense pleasure your Directors wish to inform you that 2002-2003 has been a year of splendid achievement for your Company. During this year, the Company has attained a glorious 'landmark' by crossing a sales turnover of **Rs.100 crores** - a memorable event indeed in the history of ADL.

The overall performance of the Company during the year under review has been satisfactory. Your Company achieved a Sales Turnover of Rs.10505.94 Lacs and recorded a Gross Profit of Rs.1138.40 Lacs during the year as compared to previous year's Sales Turnover of Rs.9642.03 Lacs and Gross Profit of Rs.909.02 Lacs registering an increase of 8.96% and 25.23% respectively.

Export Sales continued to show increasing trend at Rs.2176.04 Lacs compared to Rs.1206.90 Lacs in the previous year registering a significant growth of 80.30% compared to last year.

Despite several adverse factors/turbulence in Pharma Industry, your Company has been able to perform satisfactorily through substantially increased exports, continued focus on promoting high profit-contributing products and constant team efforts towards overall reduction in cost/expenditure under various heads.

During the year under review a number of new products were launched such as - INTECAR Capsules, NIMERIL-T, EVICT, ALROF-50, ADLIN and SLOZIN. Of these EVICT and ALROF-50 have been well accepted by the Medical fraternity.

DIRECTORS' REPORT (Contd.)

During the current year, your Company plans to launch some more products such as **SIOOXY** (Antioxidant), **ALAMIN FeZ** (the protein & iron supplement), **PANSURE** (the proton pump inhibitor for peptic ulcer & hyperacidity problems), **SIOGARD** (the cytoprotective & cytrorestorative for management of ulcer). These new products are expected to contribute towards increase in sales volume besides expanding the Therapeutic Product Portfolio of the Company resulting in better financial performance.

Your Company has got concrete plans to venture into new therapeutic Segments with higher sales and growth potential.

DIVIDEND :

Your Directors recommend payment of dividend @ 18% on Equity shares of the Company.

FIXED DEPOSIT :

During the year the Company accepted fixed deposits and the balance of the fixed deposit as on 31st March, 2003 was Rs.381.15 Lacs. There has not been any unclaimed deposit outstanding as on 31st March, 2003.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to sub-section (2AA) of Section 217 of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that :

- i) in the preparation of the annual accounts, applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any ;
- ii) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period ;
- iii) the Directors had taken proper and sufficient care 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 ;
- iv) the Directors had prepared the annual accounts on a going concern basis.

DISCLOSURE UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956 :

The Companies (Particulars of Employees) Rules, 1975 are not applicable.

INFORMATION PURSUANT TO SECTION 217(1)(e) :

Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 are set out in Annexure-I forming part of this Report.

CORPORATE GOVERNANCE :

Your Company attaches considerable significance to good corporate governance as an important step towards building Investors' confidence, improving Investors' protection and maximising long term shareholder value. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, a Compliance Report on the Corporate Governance forms part of the Annual Report alongwith Auditors' Certificate on its compliance.

Management Discussion and Analysis of Financial Condition and Results of Operations of the Company for the year under review is given as a separate statement in the Annual Report.



DIRECTORS' REPORT (Contd.)

DIRECTORS :

Shri A. V. Iyengar joined the Board of the Company with effect from 31st October, 2002 as an Additional Director. He will hold such office only upto the date of the ensuing Annual General Meeting of the Company. The Board recommends his appointment with a view to avail of his valuable advices and wise counsel.

Shri P. L. Agarwal & Shri Rajiv Singhi retire from the Board by rotation and being eligible offer themselves for re-appointment. The Board recommends their re-appointment.

A brief profile of the above Directors seeking appointment/re-appointment required under Clause 49 of the Listing Agreement is given in the Notice of AGM.

ADDITIONAL INFORMATION :

During the year, a Remuneration Committee of Directors was constituted comprising of Shri A. K. Kothari, Shri P. L. Agarwal and Shri A. V. Iyengar and Shri A. V. Iyengar is the Chairman of the said Committee.

As reported in the previous year's Report, a committee of Share Transfer/Redressal of Shareholders' Grievances was constituted comprising of Shri A. K. Kothari, Shri P. L. Agarwal, Shri K. P. Mundhra and Shri Hemal Kampani. Shri Hemal Kampani is the Chairman of the said Committee.

The Audit Committee was reconstituted comprising of Shri A. K. Kothari, Shri Rajiv Singhi and Shri Hemal Kampani and Shri Rajiv Singhi is the Chairman of the said Committee.

LISTING OF SHARES :

The shares of your Company are listed on the Calcutta Stock Exchange Association Limited, The Stock Exchange, Mumbai and Delhi Stock Exchange Association Limited and your Directors confirm that the Annual Listing Fee has been regularly paid to the said Stock Exchanges.

AUDITORS :

M/s. G. Basu & Company, Chartered Accountants retire as Auditors of the Company and being eligible offer themselves for re-appointment. The Certificate as required under sub-section 1B of Section 224 and sub-section 3(e) of Section 226 of the Companies Act, 1956 has been obtained.

ACKNOWLEDGEMENTS :

The Board gratefully acknowledges the support given by medical profession, trade, shareholders, financial institutions and the company's bankers and stockists. The Board further expresses its appreciation for the services rendered by the executives, officers, staffs and workers of the Company at all levels.

For and on behalf of the
Board of Directors

A. K. KOTHARI
Chairman

Kolkata
Dated : The 26th May, 2003