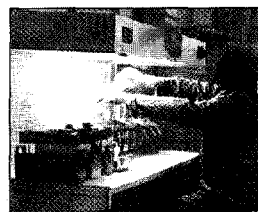


**ALBERT
DAVID**

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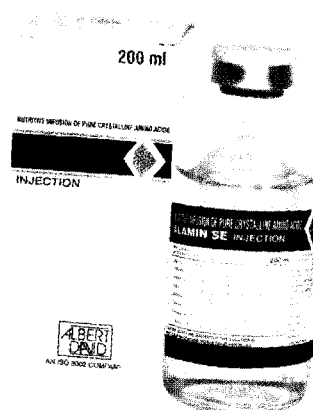
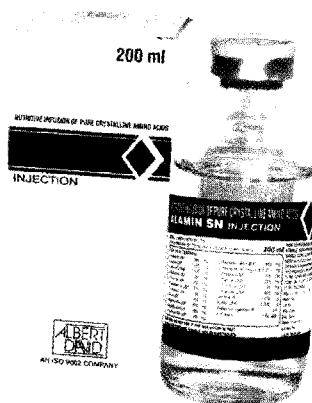
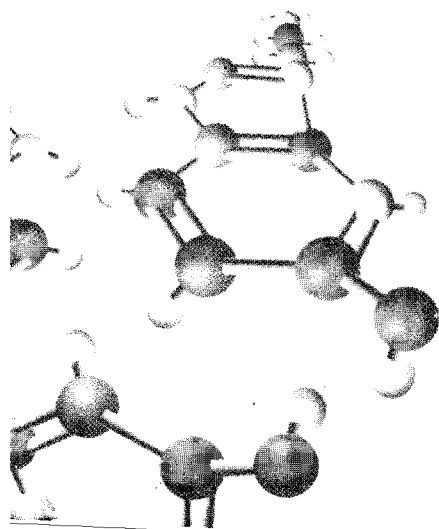
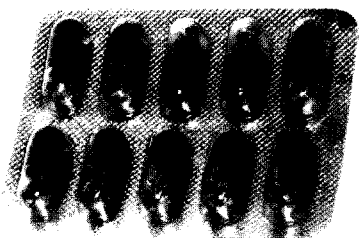
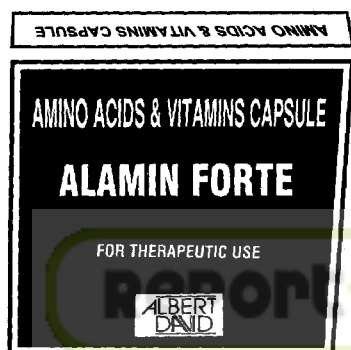
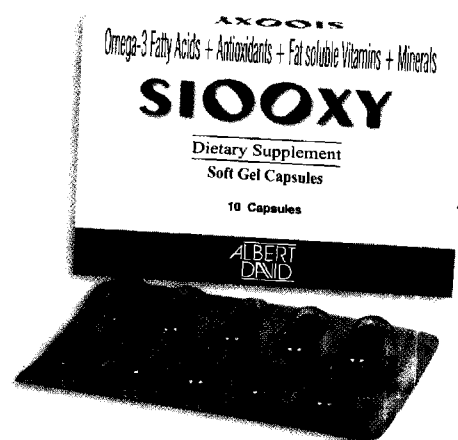


Adds Life To Life



**ALBERT
DAVID**

Forays into Nutraceuticals



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)
Sri L. K. Wadhawan
Vice President (Sales & Marketing)
Dr. M. K. Maheshwari
Vice President (Personnel & Legal Affairs)
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.)

ALBERT
DAVID

notice

TO THE MEMBERS

NOTICE is hereby given that the SIXTY-SIXTH Annual General Meeting of the Shareholders of the Company will be held at **GYAN MANCH**, 11, Pretoria Street, Kolkata-700071 on Thursday, the **14th July, 2005** at 11.00 A.M. to transact the following business :

1. To consider and adopt the Audited Accounts and the Reports of the Directors and the Auditors for the year ended 31st March, 2005.
2. To declare dividend.
3. To appoint Directors in place of Shri A K Kothari and Shri A V Iyengar who retire by rotation and being eligible offer themselves for re-appointment.
4. To appoint Auditors and fix their remuneration.

Registered Office :

15, Chittaranjan Avenue

Kolkata - 700 072

Dated : The 17th May, 2005

By Order of the Board
For ALBERT DAVID LIMITED

(INDRAJIT DHAR)
Company Secretary

NOTES :

1. In pursuance to clause 49 of the Listing Agreement, particulars in brief of 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 Friday, the 8th July, 2005 to Thursday, the 14th July, 2005, 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 18th July, 2005, to those Members whose names appear on the Register of Members of the Company on 14th July, 2005, 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 informations 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, 1996 have been transferred to the account of appropriate authority of the Central Government.

Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2000, 31st March, 2001, 31st March, 2002, 31st March, 2003 and 31st March, 2004, are requested to make their claims to the Company.

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.

Registered Office :

15, Chittaranjan Avenue

Kolkata - 700 072

Dated : The 17th May, 2005

By Order of the Board
For ALBERT DAVID LIMITED

(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, 2005	Chairman/Member of the Committee of the Board of other Companies on which he is a Director as on 31st March, 2005
Shri A K Kothari	10-07-1953	20-06-1988	Rich experience in the field of Pharmaceuticals, Chemicals, Tea, Textiles.	B.Com.	Bhaktwatsal Investments Ltd. Gillanders Arbuthnot & Co. Ltd. GIS Ltd. Kothari Plantations & Industries Ltd. Satkriti Investments Ltd. Vishnuhari Investments & Properties Ltd. Bharat Fritz Werner Ltd. Indian Glass & Electricals Ltd. Shree Sitaram Development Co. Pvt. Ltd. Arvind Engineering Works Ltd. Claro India Ltd.	Gillanders Arbuthnot & Co. Ltd. (Member - Quarterly Results Approval Committee) (Member - Audit Committee) GIS Ltd. (Member - Transfer/Transmission and Shareholders/Depositors Grievances Committee) (Member - Borrowing Committee) Kothari Plantations & Industries Ltd. (Members - Audit Committee)
Shri 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) and Company Secretary (India)	Besco Ltd. Electro-Medical & Allied Industries Ltd. Gluconate Health Ltd. Jardine Henderson Ltd. Maple Orgatech India Ltd. Tega Industries Ltd.	Besco Ltd. (Chairman - Audit Committee) Electro-Medical & Allied Industries Ltd. (Member - Audit Committee)

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 Accounts for the year ended 31st March, 2005

FINANCIAL RESULTS :

	Rs. (in Lacs)	Rs. (in Lacs)
Gross Profit for the year		1055.14
Less : Depreciation		392.48
Net Profit before Tax		662.66
Less : Provision for Taxation		
Current Tax	255.00	
Deferred Tax	(-) 11.35	
Income Tax Refund for earlier years	(-) 1.49	242.16
Net Profit after Tax		420.50
Add : Balance brought forward from previous year		170.98
		591.48
Less : Proposed Dividend	114.14	
Corporate Dividend Tax	16.01	
Transfer to General Reserve	290.00	420.15
Balance Carried Forward		171.33

WORKING RESULTS :

During the year under review, your Company achieved a turnover of Rs. 10270.71 Lacs and recorded a Gross Profit of Rs. 1055.14 Lacs compared to previous year's turn-over of Rs. 11572.35 Lacs and Gross Profit of Rs. 1440.74 Lacs. Decline in Sales consequently the profit was on account of significant reduction in purchases by stockists across the country during February & March, 2005 to bring down their inventories to a barest minimum level as on 31st March, 2005 before implementation of VAT with effect from 1st April, 2005. Almost entire pharma industry was confronted with this situation during the quarter ended 31st March, 2005. In addition, lower production of IV Fluids due to upgradation of related manufacturing facility, also contributed to lower sales and profitability.

During the year under review, SIOOXY (Anti-Oxidant with OMEGA-3 Fatty Acid) was launched which has been well accepted by the Medical fraternity.

During the current year, your Company plans to launch some more products such as ACTIBILE (Ursodeoxycholic Acid), COEASE (Drotaverin Hydrochloride), COEASE-M (Drotaverin Hydrochloride + Mefenamic Acid). These new products are expected to expand the therapeutic product portfolio of the company resulting in increase in sales volume as well as better financial performance.

Your Company has also planned to extend and strengthen the existing facilities and enter into further overseas markets for growth and better realisations.

DIVIDEND :

Your Directors recommend payment of dividend @ 20% 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, 2005 was Rs.447.00 Lacs. There has not been any unclaimed deposit outstanding as on 31st March, 2005.

DIRECTORS' REPORT (Contd.)**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 has always strived to incorporate appropriate standards for good corporate governance. It has taken adequate steps to ensure that all provisions of the corporate governance as prescribed under the Listing Agreement of the Stock Exchanges with which the Company is listed are complied with. A separate Report on Corporate Governance is annexed as a part of the Annual Report alongwith the 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 :

Shri A K Kothari and Shri A V Iyengar 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 re-appointment as required under Clause 49 of the Listing Agreement is given in the Notice of AGM.

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.

Kolkata

Dated : The 17th May, 2005

For and on behalf of
Board of Directors

A. K. KOTHARI
Chairman

ANNEXURE - I

TO THE DIRECTORS' REPORT

ANNEXURE-I TO THE DIRECTORS' REPORT

Information pursuant to the Companies (Disclosure of Particulars in the Report of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY & ELECTRICITY :

a) Energy conservation measures taken.

The Company continues its policy of giving priority to energy conservation measures including regular review of energy generation and consumption and effective control on utilisation of energy.

b) Additional Investment & proposal, if any, being implemented for reduction of consumption of energy.

The company is continuously installing power saving devices wherever necessary to reduce consumption of energy.

c) Impact of the measures of (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods.

Energy conservation measures stated above have resulted in gradual savings.

FORM-A

POWER & FUEL CONSUMPTION :

		Current Year	Previous Year
1. Electricity :			
i) Purchased :			
Units	'000 Kwh	5207	4993
Total Amount	Rs. Lacs	247.00	243.77
Rate/Unit	Rs.	4.74	4.88
ii) Own Generation :			
Thru' own Generator			
Units	'000 Kwh	1641	1597
Unit per litre of Diesel Oil		3.48	3.48
Rate/Unit	Rs.	6.51	5.53
2. Coal :			
Quantity	M.T.	—	132.40
Total Cost	Rs. Lacs	—	3.60
Average Rate	Rs.	—	2719.00
3. Furnace Oil/L.D.O. :			
Quantity	K.L.	1375.95	1411.48
Total Cost	Rs. Lacs	275.95	233.88
Average Rate	Rs.	20055.23	16569.84

B. Technology Absorption :

a) Research & Development(R & D) :

R&D is an ongoing process for continuous improvement of existing products and for new product development.

b) Benefits derived as a result of above R&D :

- Development of new formulations and improvement in manufacturing process.
- Improvement in the quality of existing products.
- Development of new market's adaption to meet export requirement.

c) Future plan of action :

Research and Development is taken as a continuing activity to introduce new products and equip the R&D Department adequately.

d) Expenditure on R & D :

As per the established Accounting Policy Expenditure incurred on Research & Development remains merged with the respective heads.

C. Technology Absorption, Adaption & Innovation :

- i) The company maintains continuous interaction and receives technical advices and information about the latest development in the pharmaceutical industry from all available resources .
- ii) The company continues to adopt latest technology for improving productivity and product quality.

D. Foreign Exchange Earnings & Outgo :

The company is exploring the possibilities for increasing the export in newly developed export market.

Total foreign Exchange earned & used :

	Current Year (Rs. in Lacs)	Previous Year (Rs. in Lacs)
i) Earnings :		
F.O.B. Value of exports(including deemed Export in Indian Currency Rs.70.80 Lacs, Previous Year Rs.76.77 Lacs)	1258.50	1507.16
Other Income (Freight & Insurance)	122.17	144.36
ii) Expenditures :		
a) CIF value of imports :		
Capital Goods	250.66	57.47
Raw Materials & Others	782.38	829.51
Spare Parts & Components	41.38	11.14
b) Expenses in Foreign Currency :		
Travelling Expenses	5.93	10.12
Commission	40.63	29.13
Interest	4.84	34.90
Exchange Fluctuations on Working Capital Demand Loan	0.21	35.94
Others	44.17	40.78

Kolkata

Dated : The 17th May, 2005

For and on behalf of
Board of Directors

A. K. KOTHARI
Chairman

MANAGEMENT'S DISCUSSION AND ANALYSIS

The overall Sales & Financial Performance:

Despite constraints such as uncertainty over introduction of VAT and stiff competition in pharma business especially in the field of I.V. Fluids and Disposable Syringes, the overall performance of the company during the year was reasonable. Sales turnover and Gross Profit of Rs. 10270.71 Lacs and Rs. 1055.14 Lacs respectively in comparison to previous year's Turnover and Gross Profit of Rs. 11572.35 Lacs and Rs. 1440.74 Lacs.

Industry Structure & Developments And Outlook :

The Pharmaceutical Industry in India continues to be highly fragmented, competitive and regulated. Product Patent under mutually agreed guidelines of the General Agreement of Tariff and Trade (GATT) has been introduced from 1st January, 2005. Companies having strong R&D facilities and strong marketing infrastructure and top class manufacturing facilities shall be in advantageous position in future.

Outlook :

Increase in healthcare awareness is expected to fuel the growth of pharma industry. The company has undertaken range of initiatives for growth in sales in domestic and overseas market, customer development, new product development. The company is hopeful of reporting better growth in 2005-2006.

Opportunities And Threats:

India has one of the lowest per capita healthcare expenditure in the world. The potential for the private sector to expand healthcare access by people through privately managed healthcare centres and use of modern medicines has increased during last few years. This paradigm coupled with emerging health insurance sector should significantly improve the healthcare scenario in India.

Presence of large numbers of small scale manufacturers that are virtually incapable of producing consistent quality drugs not complying with Good Manufacturing Practice (GMP) exerts unhealthy competition to companies producing quality drugs. The Government should take measures to ensure strict compliance and ascertain the quality of drugs also being imported in Indian market.

Risk & Concern

The Indian Pharmaceutical Industry is one of the most competitive within the global space in terms of intellectual capability, regulatory compliance standard and cost competitiveness. The Pharma Industry space will be increasingly occupied by innovative drugs manufactured through new technologies and R&D. The challenge of globalisation is also real. The ability to consistently develop higher value-added new products through its own R&D requires considerable efforts and large expenditures and the commercial viability of the new molecules will depend largely on its acceptability in the market in future.

Internal Control Systems and their adequacy :

The internal control system of the company provides for laid down policies, guidelines, authentications and approved procedures. The company has outside firms of Chartered Accountants which carries out audit throughout the year. The internal audit reports, the progress in implementation contained in the audit reports and adequacy of internal control are reviewed by the audit committee of the Board on regular basis. The committee also recommends improvement and extension of the scope of the internal audit if necessary.

Material Development in Human Resources and Industrial Relations :

The company continued to have cordial and harmonious relation with its employees in terms of track record of the company in the relevant sphere.

Segmentwise Performance :

Based on the guiding principles given in Accounting Standard on Segment Reporting (AS-17) issued by The Institute of Chartered Accountants of India, the company's primary business Segment is Pharmaceutical. As the Company's business activity falls within a single primary business segment, no further segmentwise performance reporting is called for.