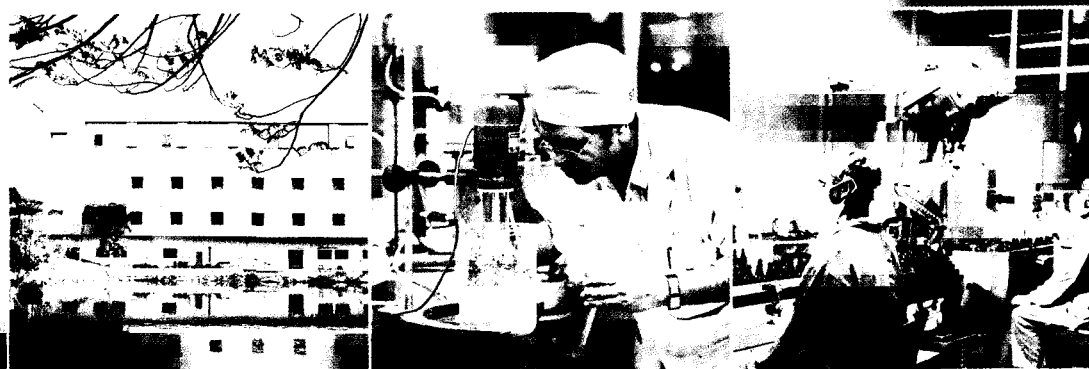


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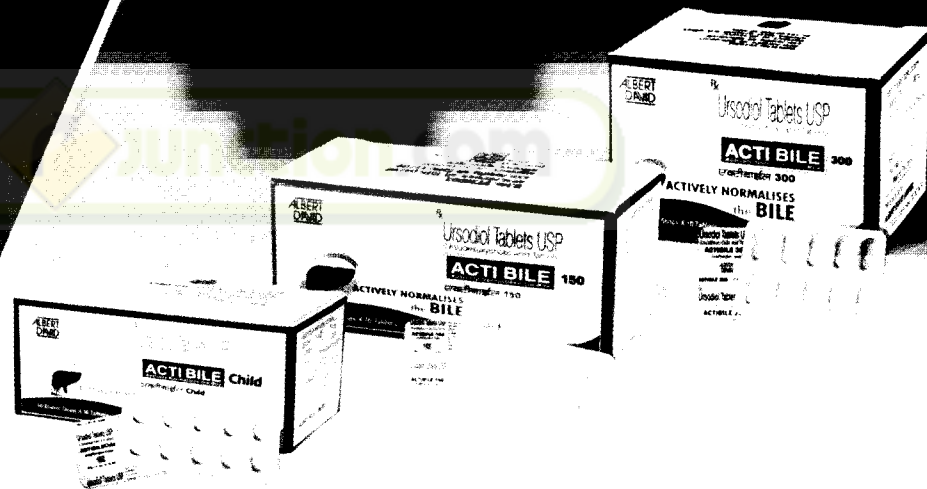


## HIGH GROWTH PRODUCTS



### EVICT RANGE

### ACTIBILE RANGE



### SIOOXY

**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.)

ALBERT  
DAVID

# notice

## TO THE MEMBERS

**NOTICE** is hereby given that the SIXTY-EIGHTH 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 **Saturday, the 21st July, 2007 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, 2007 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 Shri D D Binani and Shri Hemal Kampani 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 a special Resolution :**

**RESOLVED** that pursuant to the provision of Section 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 and within the overall limit as laid down in Schedule XIII of the Companies Act, 1956, the Company hereby approves and accord its consent to increase the remuneration payable to Shri KP Mundhra, Executive Director of the Company with effect from 1st April, 2007 for the residual period of his current terms of office in the manner and to the extent set out in the Explanatory Statement to this resolution and in the Supplemental Agreement entered into between the Company and Shri KP Mundhra on 5th May, 2007.

By Order of the Board  
For ALBERT DAVID LIMITED

Registered Office :  
15, Chittaranjan Avenue  
Kolkata - 700 072  
Dated : 29th May, 2007

( INDRAJIT DHAR )  
Company Secretary

## NOTES :

1. An Explanatory Statement under Section 173(2) of the Companies Act, 1956 in respect of Special Business of the meeting and brief particulars of the 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.
3. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 17th July, 2007 to Saturday, the 21st July, 2007, 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 25th July, 2007 to those Members whose names appear on the Register of Members of the Company on 21st July, 2007 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.

**NOTES : (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 informations should be passed on directly to their respective Depository Participant (DP).

6. Unclaimed dividend for the year ended 31st March, 2000 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, 2000, 31st March, 2001, 31st March, 2002, 31st March, 2003, 31st March, 2004, 31st March 2005 and 31st March, 2006 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**

Shri KP 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 and his remuneration was also determined as per the Agreement executed with him on 6th February, 2006.

In view of Mr. KP Mundhra's valuable contribution and market trend of the remuneration of such person, the Board of Directors, at its meeting held on 28th April, 2007, subject to your approval and within the limits specified in Schedule XIII of the Companies Act, 1956, have increased the remuneration of Shri KP Mundhra, Executive Director of the Company from Rs.1,70,000/- to Rs.2,00,000/- per month for the residual period of one year i.e. from 1st April, 2007 to 31st March, 2008 in the manner and to the extent as set out in the Supplemental Agreement entered into between the Company and Shri KP Mundhra on 5th May, 2007. The other terms and conditions mentioned in the Agreement dated 6th February, 2006 remain same.

Copies of the Agreements referred hereinabove will be available for inspection by the Members at the Registered Office of the Company on any working day prior to the date of 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 Shri KP Mundhra is concerned or interested in the aforesaid appointment and remuneration.

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 : 29th May, 2007

**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, 2007*  | Chairman/Member of the Committee of the Board of other Companies on which he is a Director as on 31st March, 2007         |
|--------------------|---------------|---------------------|---|----------------|--|---|
| Shri D D Binani    | 25-03-1945    | 29-01-1985          | Rich experience of Chemical and allied industries and financial matters                                 | B.E.(Chemical) | Anupam Products Ltd.<br>Sitaram Development Co. Ltd.<br>Bikaner Commercial Co. Ltd.<br>Shree Bhawani Investment & Trading Co. Ltd. | Shree Bhawani Investment & Trading Co. Ltd.<br>(Audit Committee) - Member<br>(Shareholders' Grievance Committee) - Member |
| Shri Hemal Kampani | 10-04-1957    | 11-03-1993          | More than 25 years' experiences in Primary & Secondary Market and vast experience in Financial Matters. | B.Com.         | VCK Capital Market Services Ltd.<br>VCK Share & Stock Broking Services Ltd.  | VCK Capital Market Services Ltd.<br>(Investors' Grievance Committee) - Member   |

Note : None of the above Directors are holding shares of the company.

\*Excluding Private Limited Companies.

Registered Office :  
15, Chittaranjan Avenue  
Kolkata - 700 072  
Dated : 29th May, 2007

By Order of the Board  
For ALBERT DAVID LIMITED

(INDRAJIT DHAR)  
Company Secretary

# directors' report

## TO THE SHAREHOLDERS

Ladies & Gentlemen,

Your Directors have pleasure in presenting their report on the working of the Company alongwith the Audited Accounts for the year ended 31st March, 2007

## FINANCIAL RESULTS :

|  | Rs.<br>(in Lacs) | Rs.<br>(in Lacs) |
|--|------------------|------------------|
| Gross Profit for the year  |                  | 1942.68          |
| Less : Depreciation  |                  | 477.21           |
| Profit before exceptional<br>& non-recurring items and Tax                             |                  | 1465.47          |
| Exceptional & Non-recurring items  |                  |                  |
| Add : Depreciation for earlier years written back                                      |                  | 609.81           |
| Profit before tax after exceptional<br>and non-recurring items                         |                  | 2075.28          |
| Less : Provision for Taxation  |                  |                  |
| Current  | 450.00           |                  |
| Deferred (including deferred tax liability on<br>non-recurring item of Rs.207.27 Lacs) | 273.82           |                  |
| Fringe Benefit   | 32.00            | 755.82           |
| Net Profit   |                  | 1319.46          |
| Add : Balance brought forward from previous year                                       |                  | 250.35           |
|  |                  | 1569.81          |
| Less : Proposed Dividend   | 171.21           |                  |
| Corporate Dividend Tax   | 29.10            |                  |
| Transfer to General Reserve  | 500.00           | 700.31           |
| Balance Carried Forward  |                  | 869.50           |

## WORKING RESULTS :

During the year under review, your Company achieved net Sales of Rs.14116.21 Lacs and recorded a Gross Profit of Rs.1942.68 Lacs compared to previous year's net Sales of Rs.11680.85 Lacs and Gross Profit of Rs.1574.08 Lacs registering a growth of 20.85% and 23.42% respectively. The consistent focus on profit generating products, introduction of some new products and continued thrust on effective cost management has resulted in improved and satisfactory turnover and profitability.

As reported in the last year, modernisation-cum-expansion programme in all the manufacturing units of the Company is under progress involving capital expenditures of about Rs.52 crores. The last phase of the above programme is likely to be completed during the current year.

During the current year, your Company plan for inclusion of some new products such as ALAMIN-Xtra - a nutritional supplement, EVASTON - a gynaecological product, OPHTHALMOLOGICAL range - the Eye Care products and BETAHISTINE - the antvertigo drug.

Your Company shall also be undertaking the launch of brand extension product like ACTIBILE-SR (Actibile 450 mg. tablets) and FERROCHELATE-XT (the new iron compound haematinic).

Your Directors are hopeful of further growth in sales and better financial performance during the current year.

## DIVIDEND :

Your Directors recommend payment of dividend @ 30% 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, 2007 was Rs.424.50 Lacs. There has not been any unclaimed deposit outstanding as on 31st March, 2007.



**ALBERT  
DAVID****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.

**INFORMATIONS UNDER SECTION 217(2A) AND 217(1)(e)****OF THE COMPANIES ACT, 1956 :**

Information pursuant to The Companies (Particulars of Employees) Rules, 1975 as per Annexure - I as well as additional information in terms of Section 217(1)(e) of the Companies Act, 1956 dealing with Conservation of Energy and Technology Absorption etc. as per Annexure - II forming part of this Report are annexed herewith.

**CORPORATE GOVERNANCE :**

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, the Management Discussion and Analysis Report forms part of the annual Report as an addition to the Directors' Report. Report on Corporate Governance alongwith Auditor's Certificate thereon is also annexed to the Directors' Report.

The Auditor's Certificate and the Corporate Governance Report in compliance with Clause 49 of the Listing Agreement are self-explanatory and do not require further elucidation. In accordance with the requirements of revised Clause 49 of the Listing Agreement, your Board has laid down and adopted the code of conduct for all its members and Senior Management Personnel of the company.

**DIRECTORS :**

Shri D D Binani and Shri Hemal Kampani 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.

**LISTING OF SHARES :**

The shares of your Company are listed with The Calcutta Stock Exchange Association Limited, Bombay Stock Exchange Ltd. and The Delhi Stock Exchange Association Limited and your Directors confirm that all due Annual Listing Fee has been 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

Kolkata

Dated : 29th May, 2007

A K KOTHARI  
Chairman



## ANNEXURE-I

## TO THE DIRECTORS' REPORT

Information under-section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

Employed throughout the financial year under review and were in receipt of remuneration for the financial year in the aggregate of not less than Rs. 24,00,000/-.

| Sl. No | Name        | Designation/<br>Nature of<br>Duties | Remuneration<br>Received<br>(Rs.) | Qualification | Experience<br>(Years) | Date of<br>commencement | Age<br>(Years) | Last employ-<br>ment held                        | Percentage of<br>equity shares<br>of the company<br>held |
|--------|-------------|-------------------------------------|-----------------------------------|---------------|-----------------------|-------------------------|----------------|--|--|
| 1      | K P Mundhra | Executive<br>Director               | 25,39,528/-                       | M.Sc.(Hons.)  | 39                    | 21.8.1970               | 63             | General<br>Assistant,<br>India<br>Linoleums Ltd. | None   |
| 2      | H P Kabra   | President<br>(Commercial)           | 24,30,256/-                       | B.Sc., MBA    | 35                    | 27.04.1974              | 59             | Sales Officer,<br>Bagalkot<br>Udyog Ltd.         | None   |

## Notes :

1. The persons named above excluding at Sl.No.1 is on non-contractual basis.
2. The above remuneration includes Salary, H.R.A./Housing benefits, contribution to Provident Fund, Leave Encashment, Leave Travel Concession, Medical Reimbursement and other benefits.
3. None of the above personnel is related to the Directors of the Company.

For and on behalf of the  
Board of Directors

Kolkata

Dated : 29th May, 2007

A K KOTHARI  
Chairman

## ANNEXURE-II

## TO THE DIRECTORS' REPORT

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

## A. Conservation of Energy &amp; Electricity :

## a) Energy conservation measures taken.

Your Company continues to accord higher priority for conservation of energy on an ongoing basis. Some of the measures taken are as under :

- (i) Automatic Power factor improvement panel has been installed for improvement in power factor upto unity.
- (ii) HT line voltage stabilizer has been installed for using electricity during high and low voltage.
- (iii) Energy efficient chillers and DG sets have been installed to get maximum output of per litre of diesel consumption.
- (iv) Pressure reducing stations in the steamlines have been installed for lower steam consumption and steam leakages/wastages.

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

Reverse Osmosis system is proposed which will give boiler feed water. This will further reduce the blow downs and the boiler for increase in boiler efficiency.

## c) Impact of the measures of (a) &amp; (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 efficiency in use of electricity/diesel.

## FORM-A

## POWER &amp; FUEL CONSUMPTION :

|                              |          | Current<br>Year | Previous<br>Year |
|------------------------------|----------|-----------------|------------------|
| 1. Electricity :             |          |                 |                  |
| i) Purchased :               |          |                 |                  |
| Units                        | '000 Kwh | 7001            | 5663             |
| Total Amount                 | Rs. Lacs | 323.35          | 256.72           |
| Rate/Unit                    | Rs.      | 4.62            | 4.53             |
| ii) Own Generation :         |          |                 |                  |
| Thru' own Generator          |          |                 |                  |
| Units                        | '000 Kwh | 1998            | 1302             |
| Unit per litre of Diesel Oil |          | 3.32            | 3.37             |
| Rate/Unit                    | Rs.      | 9.04            | 8.00             |

**ALBERT  
DAVID**

|  |          | <b>Current<br/>Year</b> | <b>Previous<br/>Year</b> |
|--|----------|-------------------------|--------------------------|
| <b>2. Furnace Oil/L.D.O. :</b>   |          |                         |                          |
| Quantity   | K.L.     | <b>1728.78</b>          | 1126.60                  |
| Total Cost   | Rs. Lacs | <b>499.46</b>           | 284.53                   |
| Average Rate   | Rs.      | <b>28890.89</b>         | 25255.64                 |
| <b>B. Technology Absorption :</b>  |          |                         |                          |
| <b>a) Research &amp; Development( R &amp; D ) :</b>  |          |                         |                          |
| Research & Development has been carried out to develop and design new products with maximum therapeutic values on a regular basis and improvement in quality of the existing products.   |          |                         |                          |
| <b>b) Benefits derived as a result of above R&amp;D :</b>  |          |                         |                          |
| (i) Development of some products in nutritional category.  |          |                         |                          |
| (ii) Development of formulations in soft gelatin capsules.   |          |                         |                          |
| (iii) Improvement in quality of existing products.   |          |                         |                          |
| <b>c) Future plan of action :</b>  |          |                         |                          |
| Research and Development has been considered as a continuous process. Steps have been taken for further development of nutritional supplement, gynaecological products, ophthalmological range of eye care products.   |          |                         |                          |
| <b>d) Expenditure on R &amp; D :</b>   |          |                         |                          |
| As per the established Accounting Policy Expenditure incurred on Research & Development remains merged with the respective heads.  |          |                         |                          |
| <b>C. Technology Absorption, Adaption &amp; Innovation :</b>   |          |                         |                          |
| i) The company is in touch with the foreign manufacturers/machine suppliers for advice and information about the latest development in the pharmaceutical industry for development in the field of technology and innovatives for their adoption for improving productivity and quality of its products. |          |                         |                          |
| <b>D. Foreign Exchange Earnings &amp; Outgo :</b>  |          |                         |                          |
| The company is exploring the possibilities for increasing the export in newly developed export market.   |          |                         |                          |
| Total foreign Exchange earned & used :   |          |                         |                          |

|   | <b>Current Year<br/>(Rs. in Lacs)</b> | <b>Previous Year<br/>(Rs. in Lacs)</b> |
|---|---------------------------------------|--|
| <b>i) Earnings :</b>  |                                       |  |
| F.O.B. Value of exports (including deemed<br>Export in Indian Currency Rs.24.43 Lacs,<br>Previous Year Rs.42.29 Lacs) | <b>1207.18</b>                        | 1296.16                                |
| Other Income (Freight & Insurance)  | <b>108.40</b>                         | 103.57                                 |
| <b>ii) Expenditures :</b>   |                                       |  |
| <b>a) CIF value of imports :</b>  |                                       |  |
| Capital Goods   | <b>118.01</b>                         | 1118.89                                |
| Raw Materials & Others  | <b>1926.10</b>                        | 1136.75                                |
| Spare Parts & Components  | <b>38.85</b>                          | 58.72                                  |
| <b>b) Expenses in Foreign Currency :</b>  |                                       |  |
| Travelling  | <b>11.04</b>                          | 11.68                                  |
| Commission  | <b>20.41</b>                          | 30.39                                  |
| Interest  | <b>5.63</b>                           | 2.15                                   |
| Others  | <b>72.03</b>                          | 69.97                                  |

For and on behalf of the  
Board of Directors

Kolkata  
Dated : 29th May, 2007

**A K KOTHARI**  
Chairman