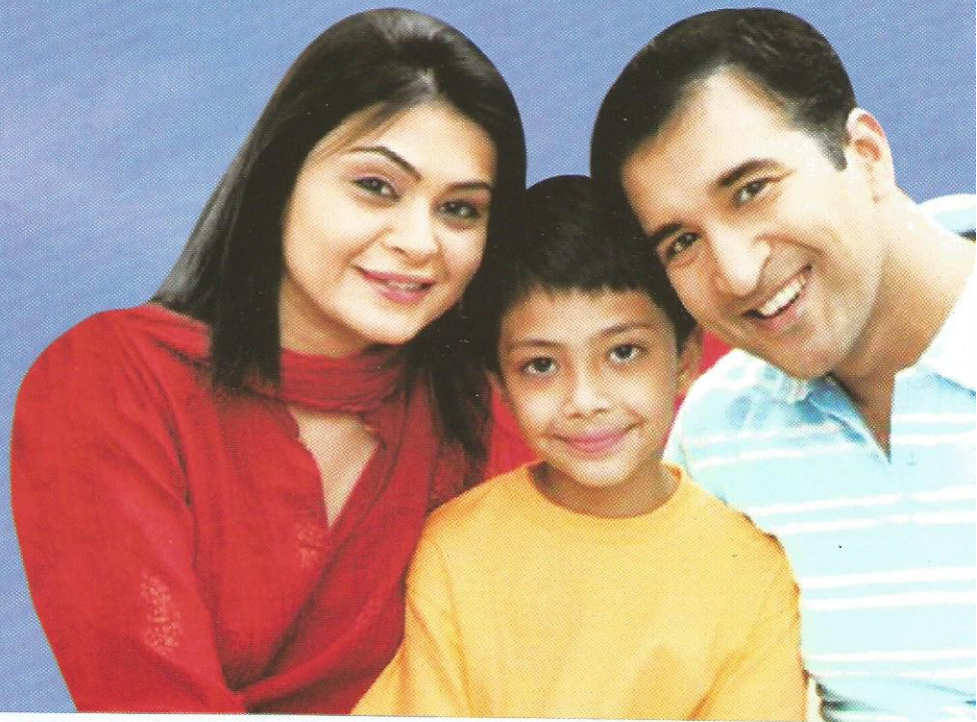


ADDS LIFE TO LIFE

Annual Report 2012-2013



# WE VALUE HUMAN LIFE



Albert David Limited' has been in continuous pursuit of providing quality healthcare solutions. Applying its world class expertise to make high quality and affordable medicines. Our eternal passion is to work towards bettering human life.



<b>DIRECTORS</b>	:	Sri A. K. Kothari <i>Chairman &amp; Managing Director</i> Sri D. D. Binani Sri P. L. Agarwal Sri H. Kampani Sri R. Singhi Sri A. V. Iyengar Sri K. P. Mundhra <i>Executive Director</i>
<b>MANAGEMENT TEAM</b>	:	Sri H. P. Kabra <i>President (Commercial)</i> Sri S. C. Shah <i>Vice President (Finance) &amp; C.F.O.</i> Dr. M. K. Maheshwari <i>Vice President (Personnel &amp; Legal Affairs)</i> Dr. D. P. Ghosh <i>Corporate Head - Technical &amp; Scientific Development</i> Sri Manish Sharma <i>Dy. Vice President (Marketing)</i> Sri P. K. Jain <i>Vice President (Works), Kolkata</i> Dr. G. P. Srivastava <i>Vice President (Technical), Kolkata</i> Sri M. K. Rathi <i>Vice President (Works cum Factory Manager), Ghaziabad</i> Sri D. Chitlangia <i>Associate Vice President (Commercial), Ghaziabad</i> Sri V. K. Chaudhary <i>General Manager (Technical), Mandideep</i>
<b>COMPANY SECRETARY</b>	:	Dr. Indrajit Dhar <i>Associate Vice President (Accounts &amp; Taxation) Cum-Company Secretary</i>
<b>AUDITORS</b>	:	G. Basu & Co. Chartered Accountants
<b>BANKER</b>	:	State Bank of India
<b>REGISTERED OFFICE</b>	:	15, Chittaranjan Avenue, Kolkata - 700 072
<b>WORKS</b>	:	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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**ALBERT DAVID LIMITED**

Registered Office : 15, Chittaranjan Avenue, Kolkata - 700 072

**Notice****TO THE MEMBERS**

**NOTICE** is hereby given that the 74th Annual General Meeting of the Shareholders of ALBERT DAVID LIMITED will be held at **BENGAL CHAMBER OF COMMERCE & INDUSTRY** on **Wednesday, the 7th August, 2013 at 11.30 A.M.** to transact the following business :

**AS ORDINARY BUSINESS**

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and of the Auditors thereon.
2. To declare dividend.
3. To appoint Directors in place of Mr. Hemal Kampani and Mr. P L Agarwal who retire by rotation and being eligible, offer themselves for re-appointment.
4. To appoint Auditors and fix their remuneration.

**AS SPECIAL BUSINESS**

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

5. **RESOLVED** that pursuant to the provisions of Section 198, 269, 309 and 310 and other applicable provisions, if any, of the Companies Act, 1956 and within the overall limits laid down in Schedule-XIII of the Companies Act, 1956, the company hereby approves and accords its consent to increase the remuneration payable to Mr. A K Kothari, Chairman & Managing Director of the company for the residual period of his present term i.e. from 1st April, 2013 to 31st March, 2014 in the manner and to the extent set out in the Explanatory Statement annexed to this notice.

**RESOLVED FURTHER** that in the event of absence or inadequacy of profits in the financial year, Mr. A. K. Kothari, Chairman & Managing Director, will be paid salary and perquisites as minimum remuneration not exceeding the limits specified under Section-II, of Part-II of Schedule-XIII of the Companies Act, 1956 by making such compliances as provided in the Schedule.

**RESOLVED FURTHER** that the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments, writings in its absolute discretion, it may be considered necessary, expedient or desirable in order to give effect to the foregoing resolutions.

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

6. **RESOLVED** that pursuant to the provisions of Section 198, 269, 309 and 310 and other applicable provisions, if any, of the Companies Act, 1956 and within the overall limits laid down in Schedule-XIII of the Companies Act, 1956, the company hereby approves and accords its consent to increase the remuneration payable to Mr. K P Mundhra, Executive Director of the company for the residual period of his present term i.e. from 1st April, 2013 to 31st March, 2014 in the manner and to the extent set out in the Explanatory Statement annexed to this notice.

**RESOLVED FURTHER** that in the event of absence or inadequacy of profits in the financial year, Mr. K. P. Mundhra, Executive Director, will be paid salary and perquisites as minimum remuneration not exceeding the limits specified under Section-II of Part-II of Schedule-XIII of the Companies Act, 1956 by making such compliances as provided in the Schedule.

**RESOLVED FURTHER** that the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments, writings in its absolute discretion, it may be considered necessary, expedient or desirable in order to give effect to the foregoing resolutions.

By Order of the Board

For **ALBERT DAVID LIMITED****(INDRAJIT DHAR)**Associate Vice President (Accounts & Taxation)  
Cum-Company SecretaryRegistered Office :  
15, Chittaranjan Avenue  
Kolkata - 700 072  
Dated : 29th May, 2013

**NOTES :**

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in relation to the Special Business is annexed hereto and forms part of this Notice.
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 COMMENCEMENT OF MEETING.
3. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 2nd August, 2013 to Wednesday, 7th August, 2013, both days inclusive for payment of dividend on equity shares.
4. The dividend as recommended by the Board of Directors, if approved at the meeting, will be made payable on or after 12th August, 2013 to those Members whose names appear on the Register of Members of the Company on 7th August, 2013 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, bank details, mandate, nomination, power of attorney and email address, 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. # (033) 2243-5809/2243-5029  
Fax No. # (033) 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 the provisions of Section 205A and 205C of the Companies Act, 1956, the company has transferred the unpaid or unclaimed dividends upto the year ended 31st March, 2005 to the account of **Investor Education and Protection Fund** established by the Central Government.

Pursuant to the provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the company as on 10th August, 2012 (date of last Annual General Meeting) on the website of the company ([www.albertdavidindia.com](http://www.albertdavidindia.com)) as also on the Ministry of Corporate Affairs website.

Unclaimed dividend for the year ended 31st March, 2006 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, 2006, 31st March, 2007, 31st March, 2008, 31st March, 2009, 31st March 2010, 31st March, 2011 and 31st March, 2012 are requested to make their claims to the Company.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
8. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company. The nomination form can be downloaded from the company's website [www.albertdavidindia.com](http://www.albertdavidindia.com).
9. The Ministry of Corporate Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 53 of the Companies Act, 1956.

In view of the above, the Company has communicated in the earlier year through Annual Report to its members requesting them to register their designated email ID with the Company/RTA. However, members who are desirous of obtaining physical copy of the Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.

10. 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.
11. The shares of the company are under compulsory demat list of the SEBI w.e.f. 1st October, 2000. The trading in equity shares can be only in demat form. In case you do not hold shares in demat form, you may do so by opening an account with depository participant and complete dematerialisation formalities.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

### Item No.5

Mr. A K Kothari was re-appointed as Chairman & Managing Director of the Company for a period from 1st July, 2012 to 31st March, 2014 which was approved by the Shareholders in the meeting held on 10th August, 2012. Mr. Kothari's remuneration was fixed for the period from 1.7.2012 to 31.3.2013 and the Board was authorised to award annual increment to Mr. Kothari for the residual period i.e. from 1.4.2013 to 31.3.2014.

In view of excellent contribution made by Mr. Kothari towards the growth of the company, the Board of Directors, at its meeting held on 29th May, 2013, as per the recommendation of the Remuneration Committee, have considered revising salary of Mr. A K Kothari, Chairman & Managing Director of the company from 1st April, 2013 to 31st March, 2014 from Rs.4,15,000/- per month to Rs.4,65,000/- per month, subject to the approval of shareholders of the company. The revised remuneration of Mr. A K Kothari is set out in a Supplemental Agreement being executed by the Company and Mr. A K Kothari. The terms of remuneration of Mr. A K Kothari as Chairman & Managing Director are in accordance with Schedule XIII of the Companies Act, 1956.

An abstract of the remuneration payable to him as Chairman & Managing Director of the Company under the Agreement is given below :-

### REMUNERATION :

i) Salary : Rs.4,65,000/- (Rupees Four Lacs Sixtyfive Thousand only) per month for the period from 1st April, 2013 to 31st March, 2014.

All other terms and conditions stipulated in the previous agreement dated 13th April, 2012 shall remain unchanged/unaltered.

A copy of the Supplemental Agreement 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.

Other than Mr. A K Kothari and Mr. D D Binani, none of the Directors is concerned or interested in the aforesaid revision and remuneration.

Considering the valuable contribution of Mr. A K Kothari in the growth of the company, the Board recommends passing of the above resolution as a special resolution.

### Item No.6

Mr. K P Mundhra was re-appointed as Wholetime Director designated as Executive Director of the Company for a period from 1st April, 2012 to 31st March, 2014 which was approved by the Shareholders in the meeting held on 10th August, 2012. Mr. Mundhra's remuneration was fixed for the period from 1.4.2012 to 31.3.2013 and the Board was authorised to award annual increment to Mr. Mundhra for the residual period i.e. from 1.4.2013 to 31.3.2014.

In view of excellent contribution made by Mr. Mundhra towards the growth of the company, the Board of Directors, at its

meeting held on 29th May, 2013, as per the recommendation of the Remuneration Committee, have considered revising salary of Mr. K P Mundhra, Executive Director of the company from 1st April, 2013 to 31st March, 2014 from Rs.4,10,000/- per month to Rs.4,60,000/-per month, subject to the approval of shareholders of the company. The revised remuneration of Mr. K P Mundhra is set out in a Supplemental Agreement being executed by the Company and Mr. K P Mundhra. 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 remuneration payable to Mr. K P Mundhra from 1.4.2013 to 31.3.2014 as Executive Director of the Company under the Agreement is given below :-

**REMUNERATION :**

i) Salary : Rs.4,60,000/- (Rupees Four Lacs Sixty Thousand only) per month for the period from 1st April, 2013 to 31st March, 2014.

All other terms and conditions stipulated in the previous agreement dated 13th April, 2012 shall remain unchanged/unaltered.

A copy of the Supplemental Agreement 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. K. P. Mundhra is concerned or interested in the aforesaid revision and remuneration.

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

Registered Office :  
15, Chittaranjan Avenue  
Kolkata - 700 072  
Dated : 29th May, 2013

By Order of the Board  
For **ALBERT DAVID LIMITED**

**(INDRAJIT DHAR)**  
Associate Vice President (Accounts & Taxation)  
Cum-Company Secretary



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

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 31 <sup>st</sup> March 2013*	Chairman / Member of the Committee of the Board of other Companies on which he is a Director as on 31 <sup>st</sup> March 2013
Shri Hemal Kampani	10-04-1957	11-03-1993	More than 31 years Experience in Primary & Secondary Market and vast experience in financial matters	B.Com.	VCK Capital Market Services Ltd. VCK Share & Stock Broking Services Ltd.	VCK Capital Market Services Ltd. (Member - Investors 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 and allied matters.	B.Com., LLB, Attorney-at-Law	Dhunseri Investments Ltd. Dharampal Premchand Ltd. Future Market Networks Ltd. Karamchand Thapar & Bros. (Coal Sales) Ltd. Rossell India Ltd. The Oodlabari Co. Ltd. Hiland Projects Ltd.	Future Market Networks Ltd. (Chairman-Audit Committee), (Member-Shareholder's/Investors' Grievances Committee) Dhunseri Investments Ltd. (Member - Shareholders/ Investors' Grievances Committee) Rossell India Ltd. (Member - Remuneration Committee) The Oodlabari Co. Ltd. (Member - Remuneration Committee)

**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, 2013

By Order of the Board  
For **ALBERT DAVID LIMITED**

**(INDRAJIT DHAR)**  
Associate Vice President (Accounts & Taxation)  
Cum-Company Secretary

## ALBERT DAVID LIMITED

Registered Office : 15, Chittaranjan Avenue, Kolkata - 700 072

# Directors' Report

### TO THE SHAREHOLDERS

Ladies & Gentlemen,

Your Directors have pleasure to present the 74th Annual Report on the performance of your Company together with the Audited Statement of Accounts for the year ended 31st March, 2013

### FINANCIAL RESULTS

		(Rs. in Lacs)
	2012-2013	2011-2012
<b>Net Sales</b>	<b>26417.42</b>	<b>22974.39</b>
<b>Earning before Interest, Depreciation, Tax &amp; Ammortisation [EBIDTA]</b>	<b>2668.00</b>	<b>2349.16</b>
Other Income	68.25	96.12
Finance Charges	324.26	343.86
Depreciation	1073.47	977.57
<b>Profit Before Tax</b>	<b>1338.52</b>	<b>1123.85</b>
Provision for Taxation	482.65	361.01
<b>Net Profit after Tax</b>	<b>855.87</b>	<b>762.84</b>
Balance of Profit brought forward from previous year	500.48	536.12
<b>Surplus available for appropriation</b>	<b>1356.35</b>	<b>1298.96</b>
<b>Appropriations :</b>		
Proposed Dividend	256.82	256.82
Dividend Distribution Tax	43.65	41.66
Transfer to General Reserve	550.00	500.00
<b>Balance Carried to Balance Sheet</b>	<b>505.88</b>	<b>500.48</b>

### WORKING RESULTS

During the year under review, your Company achieved net Sales of Rs.26417.42 Lacs and recorded a EBIDTA of Rs.2668.00 Lacs compared to previous year's net Sales of Rs.22974.39 Lacs and EBIDTA of Rs.2349.16 Lacs.

As reported in the last year, your company has successfully launched Anaflam TH4/TH8 (skeletal muscle relaxant), Alamin RG/RGX (L-Arginine Sachets) and ADILAN (Isoxsuprine Tab/Inj.) .

During the current financial year, your company plans to further strengthen its gastro range of products by launching Rebeprazole and its combination. Also, we have plans to venture to Antiasthmatic and Infertility market.

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

### DIVIDEND

The Board of Directors of your Company is pleased to recommend payment of dividend of Rs.4.50 per equity share of Rs.10/- each for the financial year ended 31st March, 2013 amounting to Rs.300.47 Lacs (inclusive of dividend distribution tax of Rs.43.65 Lacs).