

ANSELL LTD  
Form 20-F/A  
November 30, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 20-F/A**

(AMENDMENT NO. 2)

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(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR (G) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended June 30, 2004

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

..

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring this shell company report \_\_\_\_\_

Commission file number 0-15850

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**Ansell Limited**

(Australian Company Number 004 085 330)

(Exact name of Registrant as specified in its charter)

**Ansell Limited**

(Translation of Registrant's name into English)

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**Victoria, Australia**

(Jurisdiction of incorporation or organisation)

**Level 3, 678 Victoria Street, Richmond, Victoria, 3121, Australia**

(Address of principal executive offices)

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**Securities registered or to be registered pursuant to Section 12(b) of the Act.**

**Title of each class**

**None**

**Name of each exchange on which registered**

**None**

**Securities registered or to be registered pursuant to Section 12(g) of the Act.**

**Ordinary Shares**

**American Depositary Shares\***

\* Evidenced by American Depositary Receipts, each American Depositary Share representing four (4) Ordinary Shares

**Securities registered or to be registered pursuant to Section 15(d) of the Act.**

**None**

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Indicate the number of outstanding shares of each of the issuer's classes of capital stock as of the close of the period covered by the annual report.

**Ordinary Shares 176,310,916 (at June 30, 2004)\*\***

\*\* This figure includes 1,140,936 shares represented by the 285,234 American Depositary Shares outstanding on June 30, 2004.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark which financial statement item the registrant has elected to follow  Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

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**EXPLANATORY NOTE REGARDING AMENDED 20-F**

This Amendment No. 2 is being filed to amend Item 15 Controls and Procedures for the Year Ended June 30, 2004 and to include updated certifications.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorised.

Ansell Limited  
Registrant

Dated: November 30, 2005

/s/ Rustom Jilla

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Name: Rustom Jilla  
Title: Chief Financial Officer

Item 15 – Controls and Procedures

**Evaluation of Disclosure Controls and Procedures**

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures. Disclosure controls and procedures are designed to ensure that the material financial and non-financial information required to be disclosed in the Form 20-F and filed with the Securities and Exchange Commission is recorded, processed, summarized and reported in a timely manner. Based on this evaluation, the Company's management, including the Chief Executive Officer and the Chief Financial Officer, concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report.

**Internal Controls**

There have been no changes in the Company's internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.