



41st
Annual Report
2002 - 03



Safety, a prime priority

Shri B.K. Menon, Managing Director, receiving the Oil Industry Safety Award from Shri Ram Naik, Hon'ble Minister of Petroleum and Natural Gas. Shri Santhosh Kumar Gangwar, former Hon'ble Minister of State for Petroleum and Natural Gas, and Shri B.K. Chaturvedi, Petroleum Secretary, are also seen.



Commitment for performance

Shri S. Behuria, Chairman and Managing Director, BPCL, and Shri B.K. Menon, Managing Director, KRL, signing Memorandum of Understanding which lays down the performance targets of KRL for 2003-04

KOCHI REFINERIES LIMITED

Registered Office: Kundannur, Maradu, Ernakulam District, Kerala

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Forty-first Annual General Meeting of the Shareholders of the Company will be held at Kerala Fine Arts Society (Fine Arts Hall), Fine Arts Avenue, Ernakulam, Kochi- 682 016 on Wednesday, the 9 July 2003 at 11 AM, to transact the following business:

1. To receive and adopt the Audited Statements of Accounts for the year ended 31 March 2003, and the Directors' & Auditors' Reports thereon.
2. To declare a Dividend for the financial year ended 31 March 2003.
3. To fix a remuneration to the Statutory Auditors of the Company for the financial year 2003-04.

To consider and, if thought fit, to pass with or without modification, the following Resolution as ordinary resolution:

"RESOLVED that a sum of Rs.3,00,000/- plus actual travelling and out of pocket expenses be fixed as remuneration to the Statutory Auditors of the Company, who may be appointed by the Comptroller & Auditor General of India, for the financial year 2003-04. In addition, service tax is also reimbursable at actuals."

4. To elect a Director in place of Shri S Behuria who retires at this Annual General Meeting and being eligible, offers himself for re-appointment.
5. To elect a Director in place of Shri SA Narayan who retires at this Annual General Meeting and being eligible, offers himself for re-appointment.
6. To elect a Director in place of Shri Ashok Sinha who retires at this Annual General Meeting and being eligible, offers himself for re-appointment.
7. To elect a Director in place of Shri NK Singh who retires at this Annual General Meeting and being eligible, offers himself for re-appointment.
8. To elect a Director in place of Shri John Mathai who retires at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business:

9. To elect Shri Mukesh Rohatgi as a Director of the Company. The Company has received Notice in terms of Section 257 of the Companies Act, 1956, proposing Shri Mukesh Rohatgi for election as Director of the Company at this Annual General Meeting.
10. To elect Shri S Radhakrishnan as a Director of the Company. The Company has received Notice in terms of Section 257 of the Companies Act, 1956, proposing Shri S Radhakrishnan for election as Director of the Company at this Annual General Meeting.

11. To elect Shri B K Das as a Director of the Company. The Company has received Notice in terms of Section 257 of the Companies Act, 1956, proposing Shri B K Das for election as Director of the Company at this Annual General Meeting.
12. To elect Shri Cherian N Punnoose as a Director of the Company. The Company has received Notice in terms of Section 257 of the Companies Act, 1956, proposing Shri Cherian N Punnoose for election as Director of the Company at this Annual General Meeting.

By Order of the Board

Maradu
June 4, 2003

N.Viswakumar
Company Secretary

NOTES:

- a. 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. The instrument appointing a Proxy and a Power of Attorney or other authority, if any, under which it is signed should be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the aforesaid Meeting as provided by Article 64 of the Company's Articles of Association.
- b. The Register of Members and Share Transfer books of the Company will remain closed from 17 June 2003 to 9 July 2003, both days inclusive.
- c. The Board of Directors of the Company has recommended for declaration at this Annual General Meeting, a dividend of Rs.10.00 on every Equity Share of Rs.10/-, for the year ended 31 March 2003 out of the profits of the Company for the said year. The dividend, if declared, will be payable on or after 6 August 2003 to those Members whose names are on the Register of Members of the Company on 9 July 2003. In respect of shares held in dematerialised form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.
- d. In terms of Section 205A of the Companies Act, 1956, any money transferred to the unpaid dividend account of a Company, which remains unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31 March 1996 or any subsequent financial years are requested to make their claim with the Company's Share Transfer Agent or directly with the Company. It may be noted that seven years period will come to an end in respect of financial year 1995-96 on 13 November 2003. It may also be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund of Central Government, as above, no claim shall lie in respect thereof.
- e. Members are requested to bring their copy of the Annual Report to the Meeting.
- f. Members are requested to notify any change in their address, mandates etc. by 16 July 2003 to the Company's Share Registrars and Transfer Agents, Data Software Research Co. (Pvt.) Ltd., Sree Sovereign Complex, No.22, 4th Cross Street, Trustpuram, Opp: Play Ground, Kodambakkam, Chennai - 600 024. In case of dematerialised shares, the change of address requests, bank mandates etc. should be directly sent to the Depository Participants concerned.
- g. While opening a depository account with participants of National Securities Depository Ltd. or Central Depository Services (India) Ltd., Members might have given their bank details, which will be used by the Company for printing on Dividend Warrants. This ensures that the Dividend Warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the account specified on the Dividend Warrant. This ensures safety for investors. However, the Members may wish to receive dividend in an account other than the one specified, while opening the depository account. If so, the Members may change/correct bank account details with their Depository Participant sufficiently in advance. The Members are also requested to give MICR code of their bank, if any, to their Depository Participant.

(In case of Physical Holding)

The Depository Participant concerned

(In case of Electronic Holding)

Dear Sir,

FORM FOR ELECTRONIC CLEARING SERVICES FOR PAYMENT OF DIVIDEND

Please fill-in the information in CAPITAL LETTERS in ENGLISH only. Please TICK wherever is applicable.

- I. For shares held in physical form**

Master Folio No.

- 2. For shares held in electronic form**

[Shareholders holding shares in electronic form should forward this form to their respective Depository Participant.]

DP ID

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Client ID

[illegible]

- 3. Shareholder's Name: Shri./Smt./Kum./Ms.**

4. **Shareholder's Address:**

Report  junction.com

- 5. Particulars of bank:**

Bank Name											
Branch Name & Address											
Branch Code	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table> <p>(9 Digits Code Number appearing on the MICR Band of the cheque supplied by the Bank. Please attach a xerox copy of a cheque or a blank cheque of your bank duly cancelled for ensuring accuracy of the bank name, branch name and code number)</p>										

Account Type	Savings		Current		Cash Credit	
A/c. No. (as appearing in the cheque book)						

6. Date from which the mandate should be effective:

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I hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the Company/Registrars & Share Transfer Agents of the Company responsible. I also undertake to advise any change in the particulars of my account to facilitate updation of records for purpose of credit of dividend amount through ECS.

Place:

Member's Signature

KOCHI REFINERIES LIMITED

REGISTERED OFFICE: KUNDANNUR, MARADU, ERNAKULAM DISTRICT, KERALA.

41ST ANNUAL GENERAL MEETING - 9TH JULY, 2003**ADMISSION SLIP**

Name & Address of Member

Folio No.

I certify that I am a registered Shareholder of the Company and hold.....shares.

Please indicate whether Member/Proxy

.....
Member's/Proxy's signature.

- Notes:
1. Shareholder/Proxy holder must bring the Admission Slip to the meeting and hand it over at the entrance duly signed.
 2. Shareholders are requested to advise their change in address, ECS details, mandates, request for consolidation of accounts etc. if any, to the Company's Registrars and Share Transfer Agents, Data Software Research Co. (Pvt.) Ltd., Sree Sovereign Complex, No. 22, 4th Cross Street, Trustpuram, Opp: Play Ground, Kodambakkam, Chennai - 600 024. In case of dematerialised shares, the change of address requests, bank mandates etc., should be directly sent to the Depository Participants concerned.
 3. Please bring your copy of the Annual Report.

KOCHI REFINERIES LIMITED**PROXY FORM**

I
 ofin the District of
 being a member of the above named Company, hereby appoint
 ofin the District of
 as my proxy to vote for me on my behalf at the Annual General Meeting of the Company to be held on the 9th day of July, 2003 and at any adjournment thereof.

Signed this day of2003

Affix
30 Paise
Revenue
Stamp

.....
Member's Signature

NOTE: The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority should be deposited at the Registered Office of the Company **not less than forty-eight hours before** the time for holding the aforesaid Meeting, as provided by Article 64 of the Company's Articles of Association.

**EXPLANATORY STATEMENT OF MATERIAL FACTS AS REQUIRED
UNDER SECTION 173 OF THE COMPANIES ACT, 1956**

Item No.9

Shri Mukesh Rohatgi was appointed as an Additional Director of the Company on 26 November 2002. Pursuant to Section 260 of the Companies Act, 1956, Shri Mukesh Rohatgi will hold office up to the date of the ensuing Annual General Meeting.

The Company has received Notice in terms of Section 257 of the Companies Act, 1956, proposing Shri Mukesh Rohatgi for election as Director of the Company at this Annual General Meeting.

Shri Mukesh Rohatgi is a Graduate in Chemical Engineering from IIT, Delhi and Postgraduate in Business Administration from Faculty Management Studies, Delhi. He has held important positions in the petroleum industry. Keeping in view of his vast experience and knowledge, it will be in the interest of the Company that Shri Mukesh Rohatgi is appointed as a Director of the Company.

Except Shri Mukesh Rohatgi none of the Directors is interested in this Resolution.

Item No.10

Shri S Radhakrishnan was appointed as an Additional Director of the Company on 26 November 2002. Pursuant to Section 260 of the Companies Act, 1956, Shri S. Radhakrishnan will hold office up to the date of the ensuing Annual General Meeting.

The Company has received Notice in terms of Section 257 of the Companies Act, 1956, proposing Shri S Radhakrishnan for election as Director of the Company at this Annual General Meeting.

Shri S Radhakrishnan is a Graduate in Mechanical Engineering and Postgraduate in Business Administration. He has considerable experience in all aspects of the oil industry. Keeping in view of his vast experience and knowledge, it will be in the interest of the Company that Shri S Radhakrishnan is appointed as a Director of the Company.

Except Shri S Radhakrishnan none of the Directors is interested in this Resolution.

Item No.11

Shri B K Das was appointed as an Additional Director of the Company on 26 November 2002. Pursuant to Section 260 of the Companies Act, 1956, Shri B K Das will hold office up to the date of the ensuing Annual General Meeting.

The Company has received Notice in terms of Section 257 of the Companies Act, 1956, proposing Shri B K Das for election as Director of the Company at this Annual General Meeting.

Shri B K Das is a Graduate in Electronics Engineering and Postgraduate in Business Administration. He had vast experience in Oil Industry with exposure in both Private Sector and Public Sector work environment. Keeping in view of his vast experience and knowledge, it will be in the interest of the Company that Shri B K Das is appointed as a Director of the Company.

Except Shri B K Das none of the Directors is interested in this Resolution.

Item No.12

Shri Cherian N Punnoose was appointed as an Additional Director of the Company on 18 November 2002 and assumed charge of Director (Finance) with effect from that date. Pursuant to Section 260 of the Companies Act, 1956, Shri Cherian N Punnoose will hold office up to the date of the ensuing Annual General Meeting.

iv) Shri N K Singh

Shri N K Singh is a Director of the Company since 29 April, 1999. He is an Engineering Graduate and has held several important positions in Government of India such as Under Secretary, Ministry of Commerce, Joint Development Commissioner (Handloom), etc. At present, he is holding the position of Director, Ministry of Petroleum and Natural Gas, New Delhi. A Specialist in Project Management, Shri Singh has an illustrious career with successful track record. He was empanelled as consultant on roster of experts of Common-wealth Funds for Technical Co-operation (CFTC) and International Trade Centre (UNCTAD), Geneva. He has been awarded Distinguished Research Award by World Trade Institute, Tokyo for Market Research paper as well as Excellent Thesis Award by Japan International Co-operation Agency, Tokyo. He is also a Director on the Board of Directors of Bongaigaon Refineries & Petrochemicals Ltd. and Oil India Ltd.

v) Shri John Mathai

Shri John Mathai is a Director who joined the Board of Directors of the Company on 10 October, 2001 and is from Indian Administrative Services. He is a B.Sc. Engineering Graduate. He served Government of India and Government of Kerala in various important positions. He held important positions in various State Public Sector Undertakings. He is the Chairman of Kerala Minerals & Metals Ltd., Malabar Cement Ltd., Kerala Electrical & Allied Engg. Co. Ltd., KELTRON, Marine Products Infrastructure Development Corporation Ltd., and Public Sector Restructuring and Internal Audit Board. He is also a Director in Indian Rare Earths Ltd. Presently, he is the Principal Secretary, Industries Department, Government of Kerala.

vi) Shri Mukesh Rohatgi

Shri Mukesh Rohatgi, who joined the Board of Directors of the Company as an Additional Director on 26 November 2002, is a Graduate in Chemical Engineering from IIT, Delhi and did his Master of Business Administration from Faculty of Management Studies, Delhi. He joined BPCL in 1982, and has held several important positions in BPCL including Executive Director (Refinery). He was associated with planning, design, major construction and maintenance activities of facilities for storage, transportation and distribution of petroleum products. At present he is Director (Refinery) of BPCL. He is also Director in Numaligarh Refinery Limited and Bharat Oman Refineries Limited.

vii) Shri S Radhakrishnan

Shri S Radhakrishnan, who joined the Board of Directors of the Company as an Additional Director on 26 November 2002, is a Graduate in Mechanical Engineering from IIT, Chennai and he did his Master of Business Administration from IIM, Bangalore. He joined BPCL in 1977, and has held several important positions in BPCL including Executive Director (HRD). He has considerable experience in all aspects of the oil industry, having worked in Internal Audit, Planning, Projects, LPG Operations and Supplies & Distribution. He was in the Oil Co-ordination Committee handling planning of facilities/forecasting and project monitoring and was nominated as Managing Director of Bharat Shell Limited. At present he is Director (Marketing) of BPCL. He is trustee of Mumbai Port Trust, Oil Industry Development Board, Draught Relief Trust and Director in Numaligarh Refinery Limited, Petronet India Limited and Indraprastha Gas Limited.

viii) Shri B K Das

Shri B K Das, who joined the Board of Directors of the Company as an Additional Director on 26 November 2002, is a Graduate [B.E (Hons.)] in Electronics Engineering and Postgraduate in Business Administration from IIM, Ahmedabad. Shri B K Das has 28 years of experience in Oil Industry with exposure in both Private Sector and Public Sector work environment. He joined the erstwhile Assam Oil Company in 1974, which subsequently came under Indian Oil Corporation (IOC) after nationalisation in 1981, and has held several important positions in IOC covering Planning, Supply & Distribution, Finance and Marketing Projects. He joined Numaligarh Refinery Limited in 1996 as the Director (Finance). At present he is Managing Director of Numaligarh Refinery Limited.

ix) Shri Cherian N Punnoose

Shri Cherian N Punnoose was appointed as an Additional Director on the Board of the Company on 18 November 2002 and assumed charge of Director (Finance) of the Company with effect from that day. He is a Chartered Accountant and has wide experience in the field of Finance in the petroleum industry. He had worked in International Airport Authority as an Assistant Director. Shri Cherian N Punnoose has held important positions in the Company including that of General Manager (Finance & Accounts) and General Manager (Management Information System and Internal Audit).

- h. Members are informed that the Company is extending the Electronic Clearing Service (ECS) facility to the Members to enable them to receive their dividend through electronic mode to their bank account. The ECS facility is available for the remittance of dividend up to Rs.5 lacs. In order to avail the ECS facility, the Members are requested to fill, sign and send the enclosed ECS mandate form by 16 July 2003 along with a photocopy of the cheque issued by the bank for verifying the accuracy of MICR Code Number, to:
- M/s. Data Software Research Co. Pvt. Ltd., Sree Sovereign Complex, No.22, 4th Cross Street, Trustpuram, Opp: Play Ground, Kodambakkam, Chennai - 600 024 (In case of Members holding Shares in physical mode).
 - the Depository Participants concerned (In case of Members holding shares in electronic mode/dematerialised form).
- i. Appointment/re-appointment of Directors:

At the ensuing Annual General Meeting Shri S Behuria, Shri SA Narayan, Shri Ashok Sinha Shri NK Singh and Shri John Mathai shall retire and being eligible offer themselves for re-appointment. Shri Mukesh Rohatgi, Shri S Radhakrishnan, Shri B K Das and Shri Cherian N Punnoose are being appointed as Directors. The information or details to be provided for the aforesaid Directors under Corporate Governance are as under:

i) Shri S Behuria

Shri S Behuria, who joined the Board of Directors of the Company as Director on 21 May 2001, is a Graduate in Economics and a Postgraduate from IIM, Ahmedabad. He joined the erstwhile Burmah-Shell in 1973, and has held several important positions in Bharat Petroleum Corporation Limited (BPCL) including Executive Director (Sales). He served as Director (Operations), Oil Coordination Committee and gained deep insight into the workings of the Oil Industry. He has considerable management experience in Marketing. At present, he is the part-time Chairman of Kochi Refineries Limited and Numaligarh Refinery Ltd. and Chairman & Managing Director of BPCL. He is Director in Bharat Shell Ltd., and Bharat Oman Refineries Ltd.

ii) Shri S A Narayan

Shri S A Narayan, as a professional Human Resources expert, has over 26 years experience in both MNC and Public Sectors and he is currently holding the position of Director (Human Resources), BPCL, a Navaratna Public Sector Undertaking. As head of Human Resources, he is responsible for all people related policies of the Company which employs over 12700 persons on an All India basis. Prior to joining BPCL, he had a stint of five years with other Multinational and Private Sector Organisations. He has played a critical role in the Pay Revision of Officers in the Oil Industry, and has been a key figure, instrumental in negotiations for the same with the Officers' Associations of the Industry. He is a Honours Graduate in Science from Bombay University with a Post-Graduate Degree in Personnel Management and Industrial Relations from Tata Institute of Social Sciences, Bombay. He also holds a Degree in Law from the Bombay University. He joined the Board of Directors of the Company on 19 September 2001. He is a Director in Numaligarh Refinery Ltd. and Petronet India Ltd. also.

iii) Shri Ashok Sinha

Shri Ashok Sinha is the Director (Finance) of BPCL. Shri Sinha, after graduating in Electrical Engineering from IIT, Kanpur, joined International Computer Ltd. as a Customer Engineer in 1973. In 1975, he joined the IIM, Bangalore and specialised in finance for the PGDBM Degree and, thereafter, came to Bharat Petroleum in 1977. He has 24 years experience in all aspects of the oil business and, in addition to the finance function, he is also in-charge of strategy development and information technology of the Corporation. Since 1991 he was the General Manager (Finance) in charge of Treasury Operations. He has also served as the Chief of Retail Operations in the Marketing Function as well as the Chief of Computer Department in the Refinery dealing with Process Controls and MIS. During 1994, he was actively associated with the preparation of the report "Hydrocarbon Perspective: 2010 – Meeting the Challenges". During 1993, he attended an international workshop at the Harvard Institute of International Development examining the Issues on Privatization from around the world. Earlier in 1986, he attended a 'Training for Trainers' Programme at the University of Leeds, UK. He joined the Board of Directors of the Company on 19 September 2001. He is also a Director in Bharat Shell Ltd., Bharat Oman Refineries Ltd., Numaligarh Refinery Ltd and Petronet LNG Ltd.

The Company has received Notice in terms of Section 257 of the Companies Act, 1956, proposing Shri Cherian N Punnoose for election as Director of the Company at this Annual General Meeting.

Shri Cherian N Punnoose is a Chartered Accountant and has wide experience in the field of Finance in the petroleum industry. Keeping in view of his vast experience and knowledge, it will be in the interest of the Company that Shri Cherian N Punnoose is appointed as a Director of the Company.

Except Shri Cherian N Punnoose none of the Directors is interested in this Resolution.

By Order of the Board

Maradu
June 4, 2003

N.Viswakumar
Company Secretary

