

21st Annual Report

2004-2005

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MOLD-TEK
Technologies Limited

An ISO-9001:2000 Company

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ANNUAL REPORT
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Board of Directors

J. Lakshmana Rao, Chairman & Managing Director
A. Subrahmanyam, Executive Director
P. Venkateswara Rao, Director - Commercial
P. Shyam Sunder Rao, Non-Executive Director
J. Mythraeyi, Non-Executive Director
Dr. K. Venkata Appa Rao, Non-Executive Director
C. Vasanth Kumar Roy, Non-Executive Director
Dr. M. Subhash Chandra Bose, Non-Executive Director

Statutory Auditors

Praturi & Sriram
 Chartered Accountants
 301, Sapthagiri Residency
 1-10-98/A, Chikoti Gardens
 Begumpet, Hyderabad - 500 016

Internal Auditors

GMK Associates
 Chartered Accountants
 607, Raghava Ratna Towers
 Chirag Ali Lane
 Hyderabad - 500 001

Bankers

State Bank of India (Industrial Finance Branch)
 State Bank of Hyderabad (Industrial Finance Branch)

Legal Advisor

M. Radhakrishna Murthy, Advocate
 Vidya Nagar, Hyderabad

Registered Office

White House, 402/1, 4th Floor
 6-3-1192/1/1, Kundanbagh, Begumpet
 Hyderabad - 500 016
 Phone + 91 40 2341 2846, 2341 2918
 Fax + 91 40 2341 2950
 E-mail finance@moldtekindia.com
mrktg@moldtekindia.com

Works

Unit I

Annaram Village
 Near Air Force Academy
 Jinnaram Mandal
 Medak Dist. (A.P.)

Unit II

Survey No.164/Part, Dommarapochampally Village
 Qutubullapur Mandal
 Ranga Reddy Dist (A.P.)

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of MOLD-TEK TECHNOLOGIES LIMITED, will be held on Friday, the 30th day of September, 2005 at 9.30 a.m. at K. K. Function Hall, 7-1-37/A, Dharam Karam Road, Ameerpet, Hyderabad 500016 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2005 and Profit & Loss Account for the year ended 31st March, 2005 along with the schedules and other statements and Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Dr. Subhash Chandra Bose who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of P. Shyam Sunder Rao, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Praturi & Sriram, Chartered Accountants, Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in modification to the Resolution passed by the Members of the Company at the 19th Annual General Meeting held on 30th September, 2003 and pursuant to the provisions of Sections 198, 269, 309, 310 and other enabling provisions of the Companies Act, 1956 and Schedule XIII of the Companies Act, 1956, the remuneration of J. Lakshmana Rao, Managing Director of the Company be increased from the present remuneration of Rs.78,000 per month to Rs.1,15,000 per month plus perquisites for a period of three years with effect from 1st July, 2005 on the terms and conditions set out below as approved by the Remuneration Committee at its meeting held on 29th June, 2005.

Remuneration

The Company shall pay to the Managing Director in consideration of the performance of his duties a

salary of Rs.1,15,000 (Rupees One lakh fifteen thousand only) per month.

Perquisites

In addition to salary as above, the Managing Director shall be entitled to perquisites as under:

Category A

i. Housing

The Managing Director shall be entitled to house rent allowance of Rs.22,000 per month.

If accommodation for the Managing Director is provided by the Company, the expenditure incurred by the Company on hiring accommodation will be subject to a ceiling of 30% of the salary of the Managing Director.

ii. Gas & Electricity

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. This shall however be subject to a ceiling of 10% of the salary of Managing Director.

iii. Medical Reimbursement

Expenses actually incurred for Managing Director and his family shall be reimbursed subject to a ceiling of one month's salary in a year or three months salary over a period of three years.

iv. Leave Travel Concession

For Managing Director and his family once in a year incurred in accordance with any rule specified by the Company.

v. Club Fees

Fees of clubs subject to a maximum of two clubs, provided no life membership or admission fee shall be paid.

vi. Personal Accident Insurance

Personal Accident Insurance of an amount the annual premium whereof shall not exceed Rs.4,000.

Explanation: For the purpose of Category A, family means the spouse, the dependent children and the dependent parents of Managing Director.



Overall Limit: The monetary value of perquisites listed in Category A (i), (ii), (iii), (iv), (v) and (vi) above shall not exceed an amount equal to 50% of the annual salary.

Category B

i. **Provident and Superannuation Fund**

The Company's contribution to the Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act. The said contribution will not be included in the computation of the ceiling on remuneration.

ii. **Gratuity**

Gratuity payable shall not exceed one half month's salary for each completed year of services and will not be included in the computation of the ceiling on remuneration.

Category C

i. **Provision of Car and Telephone**

The Managing Director shall be entitled to a motor car for use on Company's business and telephone at residence; however use of car for private purpose and personal long distance calls on telephone shall be billed by the Company to the Managing Director.

Other Benefits

i. The Managing Director shall be entitled to reimbursement of entertainment expenses actually and properly incurred for the business of the Company.

ii. He will not be eligible for any sitting fees of the Company's Board/Committee Meetings."

"RESOLVED FURTHER THAT J. Lakshmana Rao, shall also be entitled for reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as may from time to time, be available to other senior executives of the Company."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto in order

to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in modification to the Resolution passed by the Members of the Company at the 19th Annual General Meeting held on 30th September, 2003 and pursuant to the provisions of Sections 198, 269, 309, 310 and other enabling provisions of the Companies Act, 1956 and Schedule XIII of the Companies Act, 1956, the remuneration of A. Subrahmanyam, Executive Director of the Company be increased from the present remuneration of Rs.65,000 per month to Rs.94,000 per month plus perquisites for a period of three years with effect from 1st July, 2005 on the following terms and conditions set out below as approved by the Remuneration Committee at its meeting held on 29th June, 2005.

Remuneration

The Company shall pay to Executive Director in consideration of the performance of his duties a salary of Rs.94,000 (Rupees Ninety four thousand only) per month.

Perquisites

In addition to salary as above, the Executive Director shall be entitled to perquisites as under:

Category A

i. **Housing**

The Executive Director shall be entitled to house rent allowance of Rs.15,000 per month.

If accommodation for the Executive Director is provided by the Company, the expenditure incurred by the Company on hiring accommodation will be subject to a ceiling of 30% of the salary of the Executive Director.

ii. **Gas & Electricity**

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. This shall however be subject to a ceiling of 10% of the salary of the Executive Director.

iii. **Medical Reimbursement**

Expenses actually incurred for Executive Director and his family shall be reimbursed

subject to a ceiling of one month's salary in a year or three months salary over a period of three years.

iv. **Leave Travel Concession**

For Executive Director and his family once in a year incurred in accordance with any rule specified by the Company.

v. **Club Fees**

Fees of clubs subject to a maximum of two clubs, provided no life membership or admission fee shall be paid.

vi. **Personal Accident Insurance**

Personal Accident Insurance of an amount the annual premium whereof shall not exceed Rs.4,000.

Explanation: For the purpose of Category 'A', family means the spouse, the dependent children and the dependent parents of Executive Director.

Overall Limit: The monetary value of perquisites listed in Category A (i), (ii), (iii), (iv), (v) and (vi) above shall not exceed an amount equal to the 50% of the annual salary.

Category B

i. **Provident and Superannuation Fund**

The Company's contribution to the Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act. The said contribution will not be included in the computation of the ceiling on remuneration.

ii. **Gratuity**

Gratuity payable shall not exceed one half month's salary for each completed year of services and will not be included in the computation of the ceiling on remuneration.

Category C

i. **Provision of Car and Telephone**

The Executive Director shall be entitled to a motor car for use on Company's business and telephone at residence; however use of car for private purpose and personal long distance calls on telephone shall be billed by the Company to the Executive Director.

Other Benefits

i. The Executive Director shall be entitled to reimbursement of entertainment expenses actually and properly incurred for the business of the Company.

ii. He will not be eligible for any sitting fees of the Company's Board/Committee Meetings."

"RESOLVED FURTHER THAT A. Subrahmanyam, shall also be entitled for reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other senior executives of the Company."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in modification to the Resolution passed by the Members of the Company at the 20th Annual General Meeting held on 30th September, 2004 and pursuant to the provisions of Sections 198, 269, 309, 310 and other enabling provisions of the Companies Act, 1956 and Schedule XIII of the Companies Act, 1956, the remuneration of P. Venkateswara Rao, Director-Commercial of the Company be increased from the present remuneration of Rs.55,000 per month to Rs.69,000 per month plus perquisites with effect from 1st July, 2005 in the following manner and that he shall be holding office of the Whole-time Director for the remaining period of his tenure of 5 years i.e. upto 6th September, 2009 as approved by the Remuneration Committee at its meeting held on 29th June, 2005.

Remuneration

The Company shall pay to Whole-time Director in consideration of the performance of his duties a salary of Rs.69,000 (Rupees Sixty nine thousand only) per month.



Perquisites

In addition to salary as above, the Whole-time Director shall be entitled to perquisites as under:

Category A

i. Housing

The Whole-time Director shall be entitled to house rent allowance of Rs.11,000 per month.

If accommodation for the Whole-time Director is provided by the Company, the expenditure incurred by the Company on hiring accommodation will be subject to a ceiling of 30% of the salary of the Whole-time Director.

ii. Gas & Electricity

The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962. This shall however be subject to a ceiling of 10% of the salary of Whole-time Director.

iii. Medical Reimbursement

Expenses actually incurred for Whole-time Director and his family shall be reimbursed subject to a ceiling of one month's salary in a year or three months salary over a period of three years.

iv. Leave Travel Concession

For Whole-time Director and his family once in a year incurred in accordance with any rule specified by the Company.

v. Club Fees

Fees of clubs subject to a maximum of two clubs, provided no life membership or admission fee shall be paid.

vi. Personal Accident Insurance

Personal Accident Insurance of an amount the annual premium whereof shall not exceed Rs.4,000.

Explanation: For the purpose of Category A, family means the spouse, the dependent children and the dependent parents of Whole-time Director.

Overall Limit : The monetary value of perquisites listed in Category A (i), (ii), (iii), (iv), (v) and (vi) above shall not exceed an amount equal to the 50% of the annual salary.

Category B

i. Provident and Superannuation Fund

The Company's contribution to the Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act. The said contribution will not be included in the computation of the ceiling on remuneration.

ii. Gratuity

Gratuity payable shall not exceed one half month's salary for each completed year of services and will not be included in the computation of the ceiling on remuneration.

Category C

i. Provision of Car and Telephone

The Whole-time Director shall be entitled to a motor car for use on Company's business and telephone at residence; however use of car for private purpose and personal long distance calls on telephone shall be billed by the Company to the Whole-time Director.

Other Benefits

i. The Whole-time Director shall be entitled to reimbursement of entertainment expenses actually and properly incurred for the business of the Company.

ii. He will not be eligible for any sitting Fees of the Company's Board/Committee Meetings."

"RESOLVED FURTHER THAT P. Venkateswara Rao, shall also be entitled for reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other senior executives of the Company."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable, and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company."

8. To consider, and if thought fit, to pass the following resolution with or without modification, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions of the Companies Act, 1956, consent of the Company be and is hereby accorded for appointment of A. Seshu Kumari being relative of A. Subrahmanyam, Executive Director of the Company, to hold an office or place of profit as Financial Controller of the Company with effect from 1st July, 2005 on a monthly remuneration of Rs.19,500 (Rupees Nineteen thousand five hundred only) inclusive of all perquisites."

"RESOLVED FURTHER THAT A. Seshu Kumari, shall also be entitled for reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by her in connection with the Company's business."

9. To consider, and if thought fit, to pass the following resolution with or without modification, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions of the Companies Act, 1956, consent of the Company be and is hereby accorded for appointment of J. Sudha Rani being relative of J. Lakshmana Rao, Chairman & Managing Director of the Company, to hold an office or place of profit as Chief Officer, IT Division of the Company with effect from 1st July, 2005 on a monthly remuneration of Rs.19,500 (Rupees Nineteen thousand five hundred only) inclusive of all perquisites."

"RESOLVED FURTHER THAT J. Sudha Rani, shall also be entitled for reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by her in connection with the Company's business."

10. To consider and, if thought fit, to pass, with or without modifications, the following resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 16, 94 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof, for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs.11,00,00,000 (Rupees Eleven crore only) to Rs.12,00,00,000 (Rupees Twelve crore only) by

creation of 10,00,000 (Ten Lakhs) Equity Shares of Rs.10 each ranking pari-passu with the existing Equity Shares of the Company and consequently the existing Clause V of the Memorandum of Association of the Company, relating to Share Capital, be and is hereby altered by deleting the same and substituting in its place by the following new clause :

- V. The Authorised Share Capital of the Company is Rs.12,00,00,000 (Rupees Twelve crore only) divided into 1,20,00,000 (One crore twenty lakhs) Equity Shares of Rs.10 (Rupees Ten only) each with power to increase or reduce the said share capital. The shares forming the capital (original, increase or reduce) of the Company may be subdivided or consolidated or divided into such classes with such redeemable, preferential, qualified, special or other rights, privileges, or conditions attached thereto and be held upon such terms and conditions as may be prescribed by the Articles of the Company for the time being and subject to provisions of the Companies Act, 1956."

By Order of the Board
for **MOLD-TEK TECHNOLOGIES LIMITED,**

Hyderabad
1st September, 2005


J. LAKSHMANA RAO
Managing Director

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND, ON A POLL, TO VOTE INSTEAD OF HIM/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from 27th September, 2005 to 30th September, 2005 (both days inclusive).
3. The Explanatory Statement relating to Item Nos.5 to 10 of the Special Business of the Meeting referred to above, is annexed to this Notice as required by Section 173(2) of the Companies Act, 1956.



4. Members are requested to bring Annual Report with them for the Annual General Meeting. No copies of Annual Report will be distributed at the Meeting.
5. Members intending to seek clarifications at the Annual General Meeting concerning the accounts and any aspect of operations of the Company are requested to send their questions in writing to the Secretarial Department so as to reach the Company atleast 7 days in advance before the date of the Annual General Meeting, specifying the point(s).
6. Those members who have so far not encashed dividend warrants for the Financial Year 1999-2000 and thereafter, may immediately approach the Company for replacement thereof, as the amount of dividend unclaimed for a period of 7 years shall be transferred to the Investor Education and Protection Fund (IEPF) as per provisions of Section 205C of the Companies Act, 1956.
7. Members/Beneficial Owners are requested to advise immediately any change in their address to Registrar and Transfer Agent quoting their registered folio number/Client ID.
8. Please note gifts will not be distributed at the Annual General Meeting.
9. Members/Proxies are requested to bring duly filled attendance slip for attending the Meeting.

Financial Year	Date of Declaration	Due Date for Transfer to IEPF
1999-2000	20th Nov.2000	19th Nov.2007

EXPLANATORY STATEMENT (Pursuant to Section 173(2) of the Companies Act, 1956)

Resolutions at item Nos. 5 & 6

J. Lakshmana Rao and A. Subrahmanyam were re-appointed as Managing Director and Executive Director of the Company respectively for a period of 5 years with effect from 17th July, 2003 and the Members of the Company approved their re-appointments at the 19th Annual General Meeting held on 30th September, 2003.

Members may be aware that there has been substantial increase in the overall growth and volume of business of the Company. In view of the increased volume of business, the duties and responsibilities of Managing Director and Executive Director have also increased manifold and therefore the Board at its Meeting held on 30th June, 2005 decided to compensate them adequately and increased their remuneration with effect from 1st July, 2005 on the terms and conditions set out in the resolutions. The Remuneration Committee at its meeting held on 29th June, 2005 reviewed the remuneration payable to J. Lakshmana Rao and A. Subrahmanyam keeping in view the objectivity of remuneration package payable to executives while striking a balance between the interest of the Company and the Shareholders.

As per the provisions of Sections 198, 269, 309, 310, 314 and Schedule XIII of the Companies Act, 1956 approval of the Members of the Company is required for revised remuneration payable to the Managing Director and Executive Director. Hence, the Resolutions are placed before you for approval.

The General Information as required pursuant to Clause 1(B)(iv) of Section II of Part II of Schedule XIII of the Companies Act, 1956 is contained in the statement annexed hereto.

The Explanatory Statement together with the accompanying Notice should be treated as abstracts of the terms of agreement and memorandum of concern or interest under Section 302 of the Companies Act, 1956.

J. Lakshmana Rao, A. Subrahmanyam and J. Mythraeyi shall be deemed to be interested in the said resolution.

Resolution at item No.7

P. Venkateswara Rao was re-appointed as Whole-time Director of the Company for a period of 5 years with effect from 9th September, 2004 and the Members of the Company approved his re-appointment at the 20th Annual General Meeting held on 30th September, 2004.

Members may be aware that there has been substantial increase in the overall growth and volume of business of the Company. In view of the increased volume of business, the duties and responsibilities of Whole-time Director have also increased manifold and therefore the Board at its Meeting held on 30th June, 2005 decided to compensate him adequately and increased his remuneration with effect from 1st July, 2005 on the terms and conditions set out in the resolution. The Remuneration Committee at its meeting held on 29th June, 2005 reviewed the remuneration payable to

P. Venkateswara Rao keeping in view the objectivity of remuneration package payable to executives while striking a balance between the interest of the Company and the shareholders.

As per the provisions of Sections 198, 269, 309, 310, 314 and Schedule XIII of the Companies Act, 1956 approval of the members of the Company is required for revised remuneration payable to the Whole-time Director. Hence, the Resolution is placed before you for approval.

The Explanatory Statement together with the accompanying Notice should be treated as abstracts of the terms of agreement and memorandum of concern or interest under Section 302 of the Companies Act, 1956.

P. Venkateswara Rao shall be deemed to be interested in the said resolution.

Resolution at item Nos.8 & 9

The Board of Directors at their meeting held on 30th June, 2005 have approved the appointment of A. Seshu Kumari, wife of A. Subrahmanyam, Executive Director and J. Sudha Rani, wife of J. Lakshmana Rao, Chairman & Managing Director of the Company, as Financial Controller and Chief Officer, IT Division respectively with effect from 1st July, 2005.

The terms as to remuneration and perquisites payable to them on appointment are set out in the resolutions.

A. Seshu Kumari: She is a graduate. She is looking after finance and account functions effectively.

J. Sudha Rani: She is a graduate. She is looking after administration of IT Division of the Company.

As the total monthly remuneration to A. Seshu Kumari and J. Sudha Rani exceeds Rs.10000 per month, approval of the shareholders by way of Special Resolution is required under provisions of Section 314 of the Companies Act, 1956. The remuneration presently proposed compares fairly with the remuneration being paid to professional holding similar positions in the Company and is generally in keeping with the corporate sector.

The Board recommends the resolutions for approval of the members.

A. Subrahmanyam, J. Lakshmana Rao and J. Mythraeyi being related to A. Seshu Kumari and J. Sudha Rani may be deemed to be interested in the proposed resolutions.

None of the other Directors of the company are in any way concerned or interested in the Resolutions.

Resolution at item No.10

The present Authorised Capital of the Company is Rs.11,00,00,000. Since the Company is likely to issue further Shares, it has become necessary to increase the Authorised Capital to Rs.12,00,00,000.


Consequently relevant Clause V of the Memorandum of Association of the Company is sought to be amended by Ordinary Resolution.

As per provisions of Sections 16 and 94 of Companies Act, 1956, alteration of Clause V of Memorandum of Association for increase in Authorised Share Capital shareholders approval is necessary.

The proposed increase in Authorised Capital and amendment to Memorandum of Association requires approval of members in General Meeting and accordingly the Board recommends the above resolution for approval of the members.

None of your Directors are directly or indirectly interested in the resolution.

By Order of the Board
for **MOLD-TEK TECHNOLOGIES LIMITED,**


J. LAKSHMANA RAO
Managing Director

Hyderabad
1st September, 2005

Annexure referred to in the Explanatory Statement

Statement containing the information as required per Notification No.G.S.R.36(E) dated 16th January, 2002 amending Schedule XIII to the Companies, Act, 1956 in respect of J. Lakshmana Rao and A. Subrahmanyam.

I. GENERAL INFORMATION

1. Nature of industry: Manufacturing of plastic containers, pet bottles, blow moulding and managing the operations of Information Technology services.

2. Year of commencement of commercial production: 1985
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.