

CODE OF CONDUCT FOR BOARD OF DIRECTORS (INCLUDING INDEPENDENT DIRECTORS) AND SENIOR MANAGEMENT PERSONNEL

IMAGINE MARKETING LIMITED



1. INTRODUCTION:

- 1.1 This Code of Conduct for the Board of Directors and Senior Management Personnel of Imagine Marketing ("Code" or "Code of Conduct") has been introduced to ensure that the business of the Company is conducted with the highest standards of ethics and values in accordance with the applicable laws, regulations and rules and is critical to the success of the Company.
- 1.2 Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") provides that the board of directors shall lay down a code of conduct for all members of board of directors and senior management of the listed entity and the code of conduct shall suitably incorporate the duties of independent directors as laid down in the Companies Act, 2013 (the "Companies Act"). This Code of Conduct is being adopted by the Company to comply with the applicable rules and regulations of the SEBI Listing Regulations.
- 1.3 The Board of Directors of the Company at its Meeting held on [_____] approved the Code of Conduct and the same shall come into force from the date of listing of the securities of the Company on recognized stock exchanges.
- 1.4 The Directors and the Senior Management Personnel recognize that they have fiduciary responsibility and are accountable to maximize shareholder value through good business practices and controls.
- 1.5 All the Directors and members of the Senior Management shall sign the acknowledgment form attached as **Annexure I** and return the form to the Company Secretary indicating that they have received, read and understood the provisions of the Code and agree to comply with the same. All the Directors and members of the Senior Management shall be required to affirm compliance with this Code on an annual basis, within 30 days of close of every financial year to the Company Secretary, in the form attached as **Annexure II**.

2. **DEFINITIONS & INTERPRETATIONS:**

- 2.1 The term "Board of Directors" or "Board", in relation to a Company, means the collective body of the Directors of the Company.
- The term "Whole-time Director" shall be the Directors on the Board of Directors of the Company includes a Director who are in whole-time employment of the Company.
- 2.3 The term "Non-Executive Director" shall mean Directors on the Board of Directors of the Company who are not in whole time employment of the Company.
- 2.4 The term "Independent Directors" shall mean an Independent Director referred to in Section



149(6) of the Companies Act and SEBI Listing Regulations.

- 2.5 The term "Conflict of Interest" means where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.
- 2.6 The term "Senior Management Personnel" shall mean individuals who are designated as Key Managerial Personnel / Presidents / Vice-Presidents and above and which term shall include all operational heads, irrespective of their designation.
- 2.7 The term "**Director**" shall mean the directors on the Board of Directors of the Company.

3. APPLICABILITY:

- 3.1 This Code shall be applicable to the following persons:
 - a) Whole-time Directors including the Executive Chairman of the Company.
 - b) All Non-Executive Directors including Independent Directors unless specifically exempted from some provisions of this Code.
 - c) All Employees in the category of Senior Management Personnel of Imagine Marketing Limited
 - d) The Whole-time Directors and Senior Management Personnel should continue to comply with other applicable / to be applicable policies, rules, and procedures of the Company.

The Code is applicable to the Board and the Senior Management. All members of the Board and Senior Management shall affirm compliance with the Code on an annual basis. The Annual Report of the Company is required to contain a declaration to this effect duly signed by the Managing Director and/or the Chief Executive Officer. If any Director/ member of the Senior Management have any questions regarding the provisions of the Code, he/ she shall consult the Compliance Officer in order to ensure the compliance in true spirit.

4. PHILOSOPHY:

- 4.1 The Code of Conduct therefore aligns around the said core values and the commitment to maintain the highest standards in its interface with all stakeholders, society at large and the environment.
- 4.2 The Code has been formulated and approved by the Board and is to be strictly observed by the Directors and the Senior Management Personnel of the Company for the governance of good corporate practices. Any issue relating to the interpretation of the Code will be handled by the Board. The Company Secretary of the Company is appointed as the Compliance Officer under the Code and will be available to answer any questions, provide clarification and to help in ensuring compliance with the Code.



5. **KEY REQUIREMENTS:**

- 5.1 The Board of Directors and the Senior Management Personnel must act within the authority conferred upon them and in the best interests of the Company and besides the duties and responsibilities cast upon Directors by applicable laws, articles of association of the Company, a Director is also expected to observe the following Code of Conduct:
- A. Shall act honestly, diligently and in good faith and integrity in all their dealings with and for the Company.
- B. Shall maintain confidentiality of information entrusted by the Company or acquire during the performance of their duties and shall not use it for personal gain or advantage.
- C. Shall act in accordance with highest standards of integrity, fairness and ethical conduct while working for the Company as well as in representing the Company without their judgment being subordinated and also to fulfil, their fiduciary obligations.
- D. Shall not involve themselves in making any decision on a subject matter in which a conflict of interests arises or could arise, between their personal interest and the interests of the Company. In the event of apprehending such conflict of interests the relevant facts shall be disclosed in writing explaining the circumstances that would create or could create the conflicts of interests to:
 - a) the Board of Directors in the case of Directors (Whole-time Director and Non-Executive Director); and
 - b) Managers and above in the case of Senior Management Personnel for further directions in the matter.
- E. Shall avoid having any personal financial interests in works or contracts awarded by the Company.
- F. Shall avoid any relationship with a contractor or supplier (either directly or indirectly such as through a family member or other person or organization with which they are associated) that could compromise the ability to transact business on a professional, impartial and competitive basis or that may influence decision to be made by the Company.
- G. Shall not hold any positions or jobs or engage in outside business or other interests that adversely affect the performance of duties of the Company. Whole-time Directors and Senior Management Personnel are expected to devote their full attention to the business interests of the Company and as, more particularly, subject to terms and conditions laid down in their respective contracts / appointment letters.



- H. Shall not exploit for their own personal gain, the opportunities that are discovered through Company's business, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Chief Executive Officer as the case may be.
- I. Shall not seek to accept directly or indirectly any gifts of value more than Rs. 2,000/- or its equivalent from anyone having business dealings with the Company.
- J. Shall immediately bring to the notice of the Board about any unethical behaviour, suspected fraud, or violation of the Company's policies.
- K. Shall comply with all applicable laws, rules and regulations and any violation thereon may make them personally liable. Directors and Senior Management Personnel may be subjected to disciplinary action by the Company for violation of provisions of law.
- L. Shall become and remain familiar with (Name of Company) and the economic and competitive environment in which the Company operates and understands the business plan, strategies and objectives.
- M. Shall ensure compliance with SEBI (Prohibition of Insider Trading Regulations), 2015 as amendment from time to time.
- N. Shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitute insider information. The Directors and the Senior Management Personnel shall make timely disclosures of:
 - a) trading in the shares of the Company,
 - b) transactions having personal interest and
 - c) related party transactions that are required to be made under laws, rules and regulations and Code of Conduct / Internal Procedure for Prevention of Insider Trading in the Securities of (Name of Company).
- O. Any dealings with a related party must be devoid of any preferential treatment or favouritism and must be avoided altogether wherever it is likely to impact the decision in the matter in favour of such related party. In the case of any other transaction or situation giving rise to conflicts of interests, the Audit Committee of the Board should after due deliberations decide on its impact.
- P. In case of any dealings with related parties, the transactions shall be in compliance with the provisions of the Companies Act and the SEBI Listing Regulations.
- Q. Any information concerning the Company's business, its customers, suppliers, etc., which is not in the public domain and to which the Directors and Senior Management Personnel have access



or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No Director and Senior Management Personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized.

- R. Notify the other Directors about the material personal interest in any matter and must not vote on such matter;
- S. Shall be committed to shareholders' worth value and shall strictly comply with all regulations and laws that govern shareholders' right.
- The shareholders shall be informed about all relevant aspects about the Company's business and disclose such information as may be required from time to time, in accordance with applicable rules and regulations.
- U. Non-executive Directors who are categorized as independent directors shall inform the Board in case of changes in their interest which impacts their independence as a Director or of any conditions which may interfere with their ability to perform their Board or Board Committee duties.
- V. All books, records, accounts, and financial statements will be maintained in reasonable detail, appropriately reflect transactions, and conform to both applicable legal requirements and systems of internal control.
- W. The Directors must disclose their Directorship, Committee membership on the Board of other companies and substantial shareholding in other companies to the Board on an ongoing basis.

6. **CONFLICT OF INTEREST:**

Conflict of interest occurs when personal interest of any member of the Board or of the Senior Management interferes or appears to interfere in any way with the interests of the Company. Every member of the Board and Senior Management has a fiduciary duty towards the Company, its stakeholders and to each other. Although this duty does not prevent them from engaging in personal transactions and investments, it does demand that they avoid situations where a conflict of interest might occur or appear to occur. They are expected to perform their duties in a way that they do not conflict with the Company's interests such as:

6.1 Employment / Outside Employment:

The members of the Senior Management are expected to devote their total attention to the business interests of the Company. They are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company or otherwise is in conflict with or prejudicial to the Company.



6.2 Business Interests:

If any member of the Board and Senior Management considers investing in securities issued by the Company's customers, suppliers or competitors, they should ensure that these investments do not compromise their responsibilities to the Company. Many factors including the size and nature of the investment, their ability to influence the Company's decisions, their access to confidential information of the Company, or of the other entity, and the nature of the relationship between the Company and the customer, supplier or competitor should be considered in determining whether a conflict exists. Additionally, they should disclose to the Company any interest that they have which may conflict with the business of the Company.

7. CODE OF CONDUCT FOR INDEPENDENT DIRECTORS:

7.1 Code of conduct applicable to the Independent Directors shall be as per the Appendix to this code.

8. FUNCTIONS OF THE BOARD AND GOOD CORPORATE GOVERNANCE PRACTICES:

Each member of the Board and Senior Management should adhere to the following so as to ensure compliance with good Corporate Governance practices:

Key functions of the members of the Board

- 8.1 Reviewing and guiding corporate strategy, major plans of action, risk management policy (if any), annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
- 8.2 Monitoring the effectiveness of the Company's corporate governance practices and making changes as needed.
- 8.3 Selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning.
- 8.4 Aligning the remuneration of Board and the key managerial personnel with the long term interests of the Company and its shareholders.
- 8.5 Ensuring a transparent nomination process to the Board with the diversity of thought, experience, knowledge, perspective and gender in the Board.
- 8.6 Monitoring and managing potential conflicts of interest of management, members of the Board and shareholders, including misuse of corporate assets and abuse in related party transactions.
- 8.7 Ensuring that the integrity of the Company's accounting and financial reporting systems, including the in
- 8.8 dependent audit, and appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the applicable laws and relevant standards.



- 8.9 Overseeing the process of disclosure and communications.
- 8.10 Monitoring and reviewing Board's evaluation framework.

Other Responsibilities

- 8.11 The Board shall provide strategic guidance to the Company, ensure effective monitoring of the management and shall be accountable to the Company and the shareholders.
- 8.12 The Board shall set a corporate culture and the values which executives throughout a group shall follow.
- 8.13 The members of the Board shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company and the shareholders, without allowing their independent judgment to be subordinated.
- 8.14 The Board shall encourage continuing Directors' training to ensure that the members of Board are kept up to date.
- 8.15 Where decisions of the Board may affect different shareholder groups differently, the Board shall treat all shareholders fairly.
- 8.16 The Board shall maintain high ethical standards and shall take into account the interests of stakeholders.
- 8.17 The Directors shall exercise objective independent judgement on corporate affairs.
- 8.18 The Board shall consider assigning a sufficient number of non-executive members of the Board capable of exercising independent judgement to tasks where there is a potential for conflict of interest.
- 8.19 The Board shall ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognised or exposes the Company to excessive risk.
- 8.20 The Board shall have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the Company's focus.
- 8.21 When committees of the Board are established, their mandate, composition and working procedures shall be well defined and disclosed by the Board.
- 8.22 The members of the Board shall be able to commit themselves effectively to their responsibilities.
- 8.23 In order to fulfil their responsibilities, members of the Board shall have access to accurate, relevant and timely information.
- 8.24 The Board and Senior Management shall facilitate the independent Directors to perform their role effectively as a member of the Board and also a member of a committee of Board.

Do's

- 8.25 Attend Board meetings regularly and participate in the deliberations and discussions effectively.
- 8.26 Study the Board papers thoroughly and enquire about follow-up reports on definite time schedule
- 8.27 Involve actively in the matter of formulation of general policies.



- 8.28 Be familiar with the broad objectives of the Company and the policies laid down by the government and the various laws and legislations.
- 8.29 Ensure confidentiality of the Company's agenda papers, notes and minutes.
- 8.30 Every Director shall inform the Company about the committee positions he or she occupies in other listed entities and notify changes as and when they take place.
- 8.31 Every Director shall disclose his/ her concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his/ her shareholding at the first meeting of the Board in which he/ she participates as a Director and thereafter at the first meeting of the Board in every financial year and whenever there is a change in the disclosures already made.

Don'ts

- 8.32 Do not reveal any information relating to any constituent of the Company to anyone.
- 8.33 Do not display the logo / distinctive design of the Company on their personal visiting cards / letter heads.
- 8.34 Do not sponsor any proposal relating to loans, investments, buildings or sites for Company's premises, enlistment or empanelment of contractors, architects, auditors, doctors, lawyers and other professionals etc.
- 8.35 Do not do anything, which will interfere with and / or be subversive of maintenance of discipline, good conduct and integrity of the staff.
- 8.36 Do not buy or sell or suggest to anyone else buy or sell the securities of any company, either directly or through family members or other persons or entities, while you are aware of inside information about the company.
- 8.37 Senior Management shall make disclosures to the Board relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large.
- 8.38 No employee including Senior Management, key managerial personnel or Director or promoter of the Company shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, unless prior approval for the same has been obtained from the Board as well as public shareholders by way of an ordinary resolution.

9. ENFORCEMENT OF CODE OF CONDUCT:

- 9.1 Each Director and Senior Management Personnel shall be accountable for fully complying with this Code.
- 9.2 The Company shall ensure confidentiality and protection to any person who has, in good faith, reported a violation or has suspected violation of law, of this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation.



9.3 In case of breach of this Code by Senior Management Personnel shall be determined by the Executive Chairman of the Company. In case of breach of this Code by the Whole-time Directors or Non-Executive Directors, the same shall be examined by the Board of Directors for initiating appropriate action as deemed necessary.

10. WAIVER AND AMENDMENTS OF THE CODE:

- 10.1 No waiver of any of the provisions of this Code shall be valid unless the Board of Directors of the Company approves such waiver in case of Board Members and by the Executive Chairman of the Company in the case of Senior Management Personnel.
- 10.2 The provisions of this Code can be amended by the Board of Directors of the Company from time to time.

11. <u>INSERTION OF THE CODE IN WEBSITE:</u>

11.1 As required by Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 this code and any amendments thereto shall be posted on the website of the Company.

12. ANNUAL COMPLIANCE REPORTING:

12.1 All members of the Board and Senior Management shall affirm compliance with this Code on an annual basis.

13. PENALTY FOR NON-ADHERENCE OF THE CLAUSES OF THE POLICY:

13.1 Non – Adherence to any of the Clause as mentioned in this Policy will attract penalty of one lakh rupees which may extend to one crore rupees as prescribed under Section 15 HB of SEBI Act, 1992

14. **CONCLUSION**:

14.1 This Code embodies the belief that acting always with the Company's legitimate interests in mind and being aware of the Company's responsibility towards its stakeholders is an essential element of its long-term growth and excellence.



APPENDIX

CODE FOR INDEPENDENT DIRECTORS

1. The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

2. Guidelines of professional conduct

2.1 An independent director shall:

- a) uphold ethical standards of integrity and probity and help create, maintain and implement a culture of ethical standards and commitment to corporate governance practices and compliances;
- b) act objectively and constructively while exercising his/her duties;
- c) exercise his/her responsibilities in a bona fide manner in the interest of the Company;
- d) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- e) not allow any extraneous considerations that will vitiate his/her exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- f) not abuse his/her position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- g) refrain from any action that would lead to loss of his/her independence;
- h) where circumstances arise, which make an independent director lose his/her independence, the independent director must immediately inform the Board accordingly; and
- i) assist the Company in implementing the best corporate governance practices.

3. Role and functions:

3.1 The independent directors shall:

- a) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments, and standards of conduct;
- b) bring an objective view in the evaluation of the performance of board and management;
- c) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- d) Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- e) safeguard the interests of all stakeholders, particularly the minority shareholders;



- f) balance the conflicting interest of the stakeholders;
- g) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel, and senior management; and
- h) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

4. Duties:

4.1 The independent directors shall—

- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- c) strive to attend all meetings of the Board of Directors and of the Board committees of which he/she is a member or intimate before for to the Company Secretary for any leave of absence;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the general meetings of the Company;
- f) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- g) keep themselves well informed about the Company and the external environment in which it operates;
- h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- k) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- acting within his/her authority, assist in protecting the legitimate interests of the Company, shareholders, and its employees; and
- m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.



5. Manner of appointment:

- 5.1 Appointment process of independent directors shall be independent of the management of the Company; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience, and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- 5.2 The appointment of independent director(s) of the Company shall be approved at the meeting of the shareholders.
- 5.3 The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and that the proposed director is independent of the management.
- 5.4 The appointment of independent directors shall be formalised through a letter of appointment, which shall set out:
 - a) the term of appointment;
 - b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - d) provision for Directors and Officers (D and O) insurance, if any;
 - e) the Code of Business Ethics that the Company expects its directors and employees to follow;
 - f) the list of actions that a director should not do while functioning as such in the Company; and
 - g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- 5.5 The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the Company by any member during normal business hours.
- 5.6 The terms and conditions of appointment of independent directors shall also be posted on the Company's website.

6. Re-appointment:

6.1 The re-appointment of an independent director shall be on the basis of report of performance evaluation.



7. Resignation or removal:

- 7.1 The resignation or removal of an independent director shall be in the same manner as is provided in Sections 168 and 169 of the Companies Act, 2013.
- 7.2 An Independent director who resigns or is removed from the Board of the Company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
- 7.3 Where the Company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case maybe, the requirement of replacement by a new independent director shall not apply.

8. Separate meetings:

- 8.1 The independent directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
- 8.2 All the independent directors of the Company shall strive to be present at such meeting;
- 8.3 The meeting shall:
 - a) review the performance of non-independent directors and the Board as a whole;
 - b) review the performance of the Executive Chairman of the Company, taking into account the views of executive directors and non-executive directors; and
 - assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board that is necessary for the Board to effectively and reasonably perform their duties.

9. Evaluation mechanism:

9.1 The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

10. Training Programme

10.1 The independent directors shall attend the training programme as may be organized by the Company in order to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.



ANNEXURE I IMAGINE MARKETING LIMITED

CODE OF CONDUCT FOR THE COMPANY'S BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT ACKNOWLEDGEMENT FORM

I, ________, have received and read the Company's "Code of Conduct for the Company's Board of Directors and the Senior Management (the "Code"). I have understood the terms contained in this Code and I agree to comply with the Code.

Signature:

Name:
Designation:
Date:

Place:



ANNEXURE II IMAGINE MARKETING LIMITED

CODE OF CONDUCT FOR THE COMPANY'S BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT ANNUAL COMPLIANCE REPORT*

| l, | , do hereby solemnly affirm to the best of my knowledge and |
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| belief that I have fully comp | lied with the terms of the Company's "Code of Conduct for the Company's |
| Board of Directors and the S | Senior Management" during the financial year ending March 31, |
| Signature: | |
| Name: | |
| Designation: | |
| Date: | |
| Place: | |
| *To be submitted annually b | y April 30. |