



**Deep
Industries
Limited**

Oil & Gas Field Services

DEEP INDUSTRIES LIMITED

ANTI BRIBERY AND ANTI CORRUPTION POLICY
(ABAC)

1. Definition

1.1 DIL: DIL stands for Deep Industries Limited

1.2 Associates/Stakeholders: Associates or Stakeholders stands as a collective term for all individuals working at all the levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, volunteers, service providers, seconded staff, casual workers and agency staff, agents, or any other person associated with the DIL Entities or their Associates, wherever located.

1.3 Business Partner: Business Partner is a collective term used for Consultants, vendors, contractors, agents, intermediaries, etc. and Associates of such third parties with whom DIL Entities enters into contract(s).

1.4 DIL Entities: DIL Entities stands as a collective term for Deep Industries Limited and all its subsidiaries across the globe.

1.5 Bribery: "Bribery" means the offering, promising, giving, receiving, soliciting or accepting of a financial or other advantage, or any other thing of value, with the intention of influencing or rewarding the behaviour of a person in a position of trust to perform a public, commercial or legal function to obtain or retain a commercial advantage. Bribery includes any attempt to do any of the foregoing as well.

Bribes are payments made in the form of money or anything else of value in return for a business favour or advantage.

1.6 Government Officials Government Official means any of the following:

(i) Official (elected, appointed, or career) or Associate of a federal, national, state, provincial, local, or municipal government (or federal) or any department, agency, or subdivision thereof;

(ii) Officer or Associate of a Government/Semi Government-owned or controlled enterprise or an organization-

(iv) Individual acting for or representing Government or any of the Organizations referred to above, even if he/she may not be an Associate of such organization;

(v) Individual who is considered to be a Government Official under applicable local law. In many countries, particularly those in which the Government owns or controls stakes considered Government Officials under the applicable Anti-bribery and Anti-Corruption Laws.;

(vi) Candidate for political office;

(VII) Official of a political party; and

(VIII) Family member of any of the Government Officials described in this definition.

(IX) Kickbacks: Kickbacks are typically payments made in return for a business favour or advantage.

(X) Facilitation Payments Facilitation payments are unofficial payments made to secure or expedite a routine government action by a government official.

2. Policy Statement

This Anti-Bribery and Anti-Corruption Policy (the 'Policy' or 'ABAC Policy') provides a framework for ensuring compliance with legislations governing bribery and corruption globally.

("Deep Industries Limited (DIL)' or 'We') practices a zero-tolerance approach to bribery and corruption. DIL is committed to act with integrity. As part of this commitment, any form of bribery and corruption is not acceptable. We prefer foregoing business opportunities rather than paying a bribe or engaging in corrupt practices.

In each of the jurisdictions where we operate, Associates/Stakeholders are expected to follow the ABAC Policy or the applicable laws around bribery and corruption, whichever is stricter. No Stakeholder can waive compliance with the Policy.

This policy should be read in conjunction with the Code of Conduct.

3. Purpose

The purpose of this Policy is to set out responsibilities of all Stakeholders, Associates and Employees and provide guidance on dealings that could pose threat of bribery and corruption, with government and non-government organizations and individuals. We are committed to act professionally and fairly in all our business dealings and in implementing effective systems to counter bribery and corruption in any form. Further this policy emphasizes on Deep Industries Limited's zero tolerance approach to bribery and corruption. It establishes the principles with respect to applicable Anti-Bribery and Anti-Corruption laws. The policy provides information and guidance on how to recognize and deal with bribery and corruption issues. It guides us to act professionally, fairly and with utmost integrity in all our business dealings and relationships, wherever we operate.

4. Scope and applicability

The principles set forth in this policy are applicable to all Associates, Employees, Employees of Subsidiaries and Business Partners across Deep Industries Limited. It is therefore, the responsibility of all the parties mentioned above to follow and adhere to all elements described in the Policy. In countries where there are more stringent applicable laws, regulations or industry codes, DIL requires compliance with the most restrictive requirement and the principles set out in this Policy shall stand superseded in those specific countries.

5. Policy Framework

5.1. Bribe, Facilitation Payments or Kickbacks

5.1.1. DIL prohibits all forms of bribery and corruption whether involving, but not limited to, Government Official or a private sector person or company and whether directly or indirectly.

5.1.2. DIL conducts its business lawfully and ethically and expects everyone associated with it to conduct its business with integrity regardless of the existence of any local customs or traditions that may question integrity.

5.1.3. No Associate shall ever:

a. Directly or indirectly offer or pay, or authorize an offer or payment, of money or anything of value to a government official, or any other person or entity (including in the private sector), which is:

- Intended to influence the judgment of the recipient in exercising his or her job responsibilities, or
- Intended to secure preferential treatment or an improper advantage for DIL, or
- Intended as gratification for the recipient having made a decision or acted in a way that benefited DIL.

• b. Directly or indirectly request or accept any money or item of value, which is:

Intended to influence the judgment or conduct of an Associate in his or her job responsibilities, or
Intended as gratification for a decision or act in a way that benefits the person or entity giving the item of value.

5.1.4. DIL (or any of its Associates) does not make or accept, Facilitation Payments or Kickbacks of any kind. All Associates must avoid any activity that may lead to, or suggest that a Facilitation Payment or Kickback will be made or accepted by DIL.

5.1.5. If any Associate is asked to make a payment on behalf of DIL, he/she should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. Associate should always ask for a receipt that details the reason for the payment. In case of any suspicion, concern or query regarding a payment, raise these with the Managing Director without delay or hesitation.

5.1.6. Following are few indicative examples of bribe which any Associate should refrain from exercising:

- a. Offering a bribe: You offer tickets to a potential client of a major sporting event, but only if they agree to do a business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. It may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept our offer.

- b. Receiving a bribe: An agent gives your nephew a job, but makes it clear that in return they expect you to use your influence in DIL to ensure we continue to do business through them.

It is an offence for an agent to make such an offer. It would also be an offence for any Employee to accept the offer to gain a personal advantage.

5.1.7. Any “red flags” or potential “red flags” observed by any Associate should be notified to the Managing Director as soon as possible. This should cover both actual or suspected conflict with the compliance principles, set forth in this policy.

6. Gifts, Hospitality and Business Promotion Expenses Associates/Stakeholders shall not accept or offer gifts to any Government official or any private person.

7. Our policy is that:

1. Employees and Representatives must not offer or give money or anything else of value, directly or indirectly, to a Government Official intending to induce that official to act in a manner that will assist DIL in obtaining or retaining business or securing a business advantage.
2. Every Employee has the obligation to record accurately and fairly all transactions involving any expense of DIL or any other transaction involving the disposal or transfer of DIL assets.
3. Each Employee must promptly report to DIL any suspected violations of this policy by Employees or Representatives.
4. We expect each Employee to act ethically and with integrity at all times, and to comply with both the letter and the spirit of the Anti-Bribery Laws and this policy. Each Employee should avoid any appearance of impropriety in every business transaction. Violations of this policy undermine DIL’s core values.
5. Employees shall notify their immediate HOD’s or consult the Managing Director as soon as possible if they have a reason to believe or suspect, that a breach of this Policy has occurred or may occur in the future.

8. Penalties

DIL’s ABAC Policy shall be promoted and enforced consistently amongst Stakeholders and employees with clear and consistent disciplinary consequences to anyone who violates the Policy. We reserve the right to terminate a contractual relationship with any Stakeholder if they breach this, Policy. Failure to ensure compliance with this ABAC Policy could lead to serious consequences for Stakeholders, including but not limited to:

- Dismissal / termination of employment
- Termination of business relationship
- Reputational damage
- Reporting to regulatory authorities
- Conviction of offender under the applicable laws and regulations
- Personal criminal liability, including fines and / or imprisonment

9. Exception(s)

All exceptions to this policy must be approved by Managing Director.
