

SCS and Co. LLP

Company Secretaries

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,

The Members

ZODIAC ENERGY LIMITED

Zodiac House, 12, Times Corporate Park,

Opp. Copper Stone, Near Bhagban Party Plot, Thaltej – Shilaj Road, Thaltej,

Ahmedabad, Daskroi -380059, Gujarat, India

We, SCS and Co. LLP, Company Secretaries, have been appointed as the Secretarial Auditors of Zodiac Energy Limited (hereinafter referred to as 'the Company'), having CIN: L51909GJ1992PLC017694 and having its registered office at Zodiac House, 12, Times Corporate Park, Opp. Copper Stone, Near Bhagban Party Plot, Thaltej – Shilaj Road, Thaltej, Ahmedabad, Daskroi -380059, Gujarat, India. This certificate is issued under regulation 13 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended March 31, 2026.

Management's Responsibility

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented "**Zodiac Energy Limited Employee Stock Option Plan 2023**" viz Employee Stock Option Scheme in accordance with the Regulations and pursuant to the special resolution passed by the members of the Company on March 16, 2023, through postal ballot.

For the purpose of verifying the compliance of the Regulations, we have examined the following:

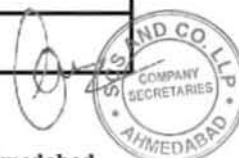
Sr No	Particulars	Yes/No/ Not Applicable
1.	Scheme received from/furnished by the Company	Yes
2.	Articles of Association of the Company	Yes
3.	Resolutions passed at the meeting of the Board of Directors	Yes
4.	Shareholders resolutions passed through Postal Ballot	Yes
5.	Shareholders resolution passed at General Meetings w.r.t variation in the scheme (if any)	Not Applicable
6.	Shareholders resolution passed at General Meeting w.r.t approval for Implementing the scheme(s) through a trust(s)	Not Applicable
7.	Minutes of the meetings of the Compensation Committee	Yes
8.	Trust Deed	Not Applicable
9.	Details of trades in the securities of the company executed by the trust through which the scheme is implemented	Not Applicable
10.	Relevant Accounting Standards as prescribed by the Central Government;	Yes
11.	Detailed terms and conditions of the scheme as approved by the Nomination and Remuneration Committee	Yes
12.	Bank Statements towards Application money received under the scheme(s);	Not Applicable
13.	Valuation Report	Not Applicable
14.	Exercise Price / Pricing formula	Yes
15.	Statement filed with recognized Stock Exchange(s) in accordance With Regulation 10 of these Regulations	Yes
16.	Disclosure by the Board of Directors	Yes
17.	Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder	Yes

SCS and Co. LLP, a Limited Liability Partnership with LLP Identity No. AAV-1091

Firm Registration Number: - L2020GJ008700, Peer Review No. 5333/2023

Regd. Office: - B- 1310, Thirteenth floor, "Shilp Corporate Park" Rajpath Rangoli Road, Thaltej, Ahmedabad, 380054

T: 079-40051702, Email: -scsandcollp@gmail.com Website: www.scsandcollp.com



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Company Secretaries

18.	Other relevant document /filing /records/information such as MGT-14 (additional documents examined) as sought and made available to us and the explanations provided by the Company	Yes
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Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the "Zodiac Energy Limited Employee Stock Option Plan 2023" in accordance with the applicable provisions of the Regulations and Resolution(s) of the Company through Postal Ballot.

Assumption & Limitation of Scope and Review:

- Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
- Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
- This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
- This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For, SCS and Co. LLP

Company Secretaries

Firm Registration Number: - L2020GJ008700

Peer Review Number: - 5333/2023



Anjali Sangtani

Partner

M. No.: F14118, COP: - 23630

UDIN: F014118H001106704

Date: August 13, 2026

Place: Ahmedabad

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