

SCS and Co. LLP

Company Secretaries

Date: March 21, 2023

To,

BSE Limited

Corporate Relation Department, Phiroze Jeejeebhoy
Towers, Dalal Street, Mumbai – 400001

To,

National Stock Exchange of India Limited

“Exchange Plaza”, Bandra – Kurla Complex,
Bandra East, Mumbai – 400051

Sub:- Certificate by Secretarial Auditor

Ref:- Zodiac Energy Limited (ZODIAC/ 543416/ INE761Y01019)

We refer to our engagement dated February 10, 2023, wherein **Zodiac Energy Limited** has requested us to provide certificate confirming that the scheme issued is being made in strict compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021”.

The Board of Directors of **Zodiac Energy Limited** has, in their Board Meeting held on February 10, 2023, had approved Zodiac Employee Stock Option Plan 2023, options exercisable into not more than 2,92,670 (Two Lakhs Ninety Two Thousand Six hundred Seventy Only) fully paid up equity shares of the Company (“Equity Share(s)”), under one or more tranches, and on such terms and conditions as may be fixed or determined by the Board/committee in accordance with the provisions of the law or guidelines issued by the relevant authority. Each option would be exercisable for one Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each fully paid up on payment of the requisite exercise price to the Company.

Members of the Company have approved Zodiac Employee Stock Option Plan 2023 via Special Resolution on March 16, 2023.

CERTIFICATION:

Based on the documents presented before us and on the basis of Management Representation made by the company, we hereby Certify that the scheme issued is being made in strict compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

For SCS and Co. LLP

Company Secretaries

Firm Registration Number: - L2020GJ008700

Peer Review Number:- 1677/2022

Anjali Sangtani

Partner

M. No. A41942, COP: 23630

UDIN: - A041942D003303013

Date: - March 21, 2023

Place: - Ahmedabad

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

Firm Registration Number: - L2020GJ008700, Peer Review No. 1677/2022

**Regd. Office:- 415, Pushpam Complex, Nr. Bank Of Baroda, Opp. Seema Hall, Satellite, Ahmedabad-380015 T:
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