



Date: May 28, 2022

To,

BSE Limited
P J Towers,
Dalal Street,
Mumbai - 400 001

National Stock Exchange of India Limited
"Exchange Plaza", Bandra - Kurla Complex,
Bandra East,
Mumbai - 400051

Scrip Code: 543416

Symbol: ZODIAC

Dear Sir,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2022

Ref: Zodiac Energy Limited (Security Id: ZODIAC)

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended March 31, 2022, issued by M/s. SCS and o. LLP, Practicing Company Secretaries.

Kindly take the same on your record and oblige us.

Thanking you,

For, **Zodiac Energy Limited**

Niyati Parikh
Company Secretary



To,
The Board of Directors,
Zodiac Energy Limited
CIN: - L51909GJ1992PLC017694
U.G.F-4,5,6, Milestone Building, Near Khodiyar Restaurant,
Near Drive in Cinema, Thaltej Ahmedabad - 380054

Sir/Madam,

SECRETARIAL COMPLIANCE REPORT

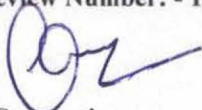
We have been engaged by **Zodiac Energy Limited** (hereinafter referred to as 'the Company' bearing CIN:- **L51909GJ1992PLC017694** whose Equity Shares are Listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No CIR/CFD/CMD/1/27/2019 dated 8th February, 2019 and to issue the Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and Circulars/guidelines issued thereunder from time to time and issue a report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Secretarial Compliance Report is enclosed herewith.

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:- A041942D000404469
Date: - May 27, 2022
Place: -Ahmedabad

SECRETARIAL COMPLIANCE REPORT OF ZODIAC ENERGY LIMITED

For the Financial Year ended on March 31, 2022

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, have examined:

- all the documents and records made available to us and explanation provided by ZODIAC ENERGY LIMITED ("the Company" or "the listed entity" or "Zodiac"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity and
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended on March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable);
- and circulars/ guidelines/Amendments issued thereunder,

And based on the above examination and explanation/clarification given by the Company and its officers/KMP's,

We hereby report that, during the review period;

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder to the extent applicable and in the manner prescribed, except in respect of matter specified below;

Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulation)- Closure of Trading Window	Person falling under Promoter Group traded in shares when Trading Window was closed for Insiders of Company	<p>Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and Company's Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities, Company's Trading Window for dealing in securities of the Company remained closed with effect from January 01, 2022 till 48 hours after the announcement of the financial results of the Company for the quarter ended December 31, 2021. Company Secretary informed about the Trading Window Closure to all the Insiders of the Company via Email communication on December 31, 2021 and uploaded Intimation for Trading Window Closure to Stock Exchange on December 31, 2021.</p> <p>During span of Trading Window Closure for Insiders of Company, One of the Promoter Group Member, Mr. Priyasharan Harikrushndas Shah (PAN:-AEAPS0649M) sold 2000 shares of the Company between January 17, 2021 and January 25, 2021.</p>

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

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

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



SCS and Co. LLP

Company Secretaries

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records;
- c. No action has been taken against the listed entity/ its promoters/ directors/ ~~material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder;
- d. The reporting of actions by the Listed Entity to comply with the observations made in previous reports does not arise during the review period.

We further report that, during the review period, following regulations issued by the Securities and Exchange Board of India were not applicable to the Company, since there were no such instances occurred during the review period that requires the compliance under the said regulations;

- a. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- b. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Upto August 12th 2021) and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (with effect from August 13, 2021) ;
- c. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Upto June 09, 2021) and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ((with effect from June 10, 2021);
- d. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Upto August 08, 2021);
- e. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Upto August 08, 2021);
- f. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from August 09, 2021);
- g. The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries";
- h. circulars/ guidelines/Amendments issued thereunder.

For SCS and Co LLP
Company Secretaries
Firm Registration Number: - L2020GJ008700
Peer Review Number: - 1677/2022

Anjali Sanghani
Partner
M No. A41942, COP: - 23630
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