

CONSENT FROM STATUTORY AUDITOR

Date: 10th January, 2025

To
The Board of Directors
Happy Square Outsourcing Services Limited
240, Nagpur Road, Madan Mahal,
Jabalpur- 482 001,
Madhya Pradesh, India

Corpwis Advisors Private Limited
G-07, Ground floor,
The Summit Business Park (Omkar),
Andheri Kurla Road, Andheri East,
Mumbai – 400 093, Maharashtra, India.

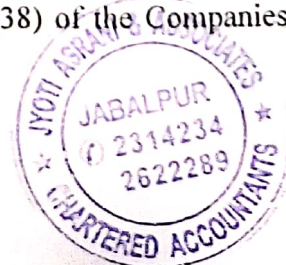
(Corpwis Advisors Private Limited referred to as the “Book Running Lead Manager”)

Dear Sir,

Sub: Proposed initial public offering of equity shares of face value Rs. 10 each (“Equity Shares”) by Happy Square Outsourcing Services Limited (“Company”) (referred to as the “Issue”).

We, M/s Jyoti Asrani & Associates, the statutory auditors of the Company, hereby consent to use in the draft red herring prospectus, red herring prospectus and the prospectus (the “Issue Documents”), to be filed/ registered by the Company in respect of the Issue with Securities and Exchange Board of India (“SEBI”), the Emerge Platform of National Stock Exchange of India Limited (the “Stock Exchange”) and the Registrar of Companies, Madhya Pradesh at Gwalior (“RoC”), as applicable, of our (i) examination report dated January 10, 2025, on the restated audited financial statements for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022; prepared in terms of the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), Part I of Chapter III of the Companies Act, 2013 (“Companies Act, 2013”) and Indian Accounting Standards and any other law as may be applicable; and (ii) the ‘Statement of Tax Benefits’ dated January 10, 2025, applicable to the Company and its shareholders, which may appear in such the Issue Documents, and any other document in relation to the Issue.

We also consent to references to us as “Statutory Auditors” in such the Issue Documents, and any other documents to be issued in relation to the Issue, as may be required. We further consent to be named as an “expert” as defined under Section 2(38) of the Companies Act, 2013, read with Section 26(5) of the Companies Act, 2013.



We further consent to the inclusion of the following details in relation to us in the Issue Documents, and any other documents to be issued in relation to the Issue:

Name: **Jyoti Asrani & Associates**

Address: **40 & 41 Methodist Centre, Opp. Hotel Kartik, Jabalpur, MP, India 482002**

Contact Person: **CA Jyoti Asrani**

Membership no.: **079966**

telephone no: **+91-8839672939**

Email id: **asranijyoti@yahoo.co.in**

We, hereby confirm that, we are not and have not been engaged or interested in the formation or promotion or management of the Company.

The above consents are subject to the condition that we do not accept any responsibility for any reports or matters (including information sent to Merchant Bankers) or letters included in the DRHP, RHP or the Prospectus. Neither our affiliates nor we shall be liable to any investor or merchant bankers or any other third party in respect of the proposed offering. Further, the Company agrees to indemnify our affiliates and us and hold harmless from all third party (including investors and merchant bankers) claims, damages, liabilities and costs arising consequent to our giving consent.

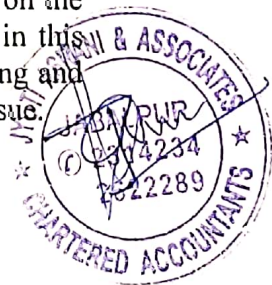
Nothing in the preceding paragraph shall be construed to (i) limit our responsibility for or liability in respect of, the reports we have issued, covered by our consent above and are included in the DRHP, RHP or the Prospectus or (ii) limit our liability to any person which cannot be lawfully limited or excluded under applicable laws or regulations or guidelines issued by applicable regulatory authorities.

We have subjected ourselves to the peer review process of the Institute of Chartered Accountants of India (the "ICAI") and hold a valid certificate issued by the Peer Review Board of the ICAI, which will remain valid until the completion of the Issue.

We hereby confirm that while providing this certificate we have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India.

This letter may be relied on by the Company, the Book Running Lead Manager and the legal counsel appointed in respect of the Issue for disclosures in the DRHP, RHP and the Prospectus and for clarifications/ submissions issued to any regulatory authority in relation to the Issue, including (but not limited to) RoC, the Stock Exchange and SEBI. We also authorize you to deliver this letter of consent to the Stock Exchange, RoC, SEBI pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013 and the rules and regulations made thereunder, or any other governmental or regulatory authority as may be required.

We confirm that we will immediately inform the Company and the Book Running Lead Manager appointed as such for the purpose of the Issue, of any changes to the information stated in this letter till the date the Equity Shares of the Company commence trading on the Stock Exchange. In the absence of any such communication, the information stated in this letter should be taken as updated information until the date of commencement of listing and trading of the Equity Shares of the Company on the Stock Exchange, pursuant to the Issue.



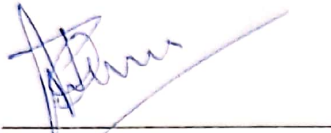
We represent that our execution, delivery and performance of this consent has been duly authorised by all necessary actions (corporate or otherwise).

We agree to keep the information regarding the Issue strictly confidential.

Terms capitalised and not defined herein shall have the same meaning as ascribed to them in the Draft Red Herring Prospectus.

Yours sincerely,

**For M/s JYOTI ASRANI & ASSOCIATES,
Chartered Accountants
ICAI Firm Registration No.: 010126C**



**Jyoti Asrani
Partner
Membership No: 079966
Place: Jabalpur
Date: 10.01.2025
UDIN: 25079966BMIIGN7469**



CC

**Legal Counsel
T&S Law
Logix Technova, Unit No. 15,
Block B, Sector 132,
Noida – 201 304, U.P. India**

