

CONSENT LETTER FROM KMP

Date: January 23, 2025

To,

**The Board of Directors,
Happy Square Outsourcing Services Limited**
240, Nagpur Road, Madan Mahal,
Jabalpur- 482 008,
Madhya Pradesh, India

**Book Running Lead Manager
Corpwis Advisors Private Limited**
G07, Ground, The Summit Business Bay (Omkar),
Business Park, Andheri - Kurla Rd,
Behind Guru Nanak Petrol Pump, Gundavali,
Andheri East, Mumbai, Maharashtra 400093

**Re: Proposed initial public offering of equity shares of face value of ₹10 each (the "Equity Shares") of
Happy Square Outsourcing Services Limited (the "Company") comprising a fresh issue of the
Equity Shares of the Company ("Fresh Issue").**

Dear Sir/Madam,

I, **Mrs. Poonam Rajpal**, hereby declare that as on the date I am the Managing Director of the Company and I give my consent to my name be included as KMP of the Company in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and the Prospectus ("Prospectus") (collectively, the "Issue Documents") to be filed with the Securities and Exchange Board of India ("SEBI"), and the Registrar of Companies, Gwalior ("RoC") and the stock exchange where the Equity Shares are proposed to be listed ("Stock Exchange") and any other documents in relation to the Issue.

I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchange, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the Book Running Lead Manager in connection with the Issue.

I further consent to provide all other details as may be required for the purpose of disclosure in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and the Prospectus ("Prospectus").

I confirm that the information and confirmations set out in this certificate are true, correct, adequate, not misleading in any material respect and do not omit to state a material fact necessary in order to make the statements herein, in the light of the circumstances under which they were made, not misleading.

I confirm that I will immediately communicate any changes in writing in the above information to the Book Running Lead Manager to the Issue (the "Book Running Lead Manager") until the date when the Equity Shares commence trading on the Stock Exchange. In the absence of any such communication from me, Book Running Lead Manager and the Legal Counsel, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchange pursuant to the Issue.

I hereby consent to this certificate being disclosed by the Book Running Lead Manager, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

This consent letter is for information and for inclusion (in part or full) in the Draft Red Herring Prospectus ("DRHP"), Red Herring Prospectus ("RHP") and the Prospectus ("Prospectus") and other issuing materials

Poonam

("Issue Documents") or any other Issue-related material, and may be relied upon by the Company, the Book Running Lead Manager and the Legal Counsel, in relation to the Issue. I also consent to the inclusion of this consent letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the issue, which will be available to the public for inspection and uploaded on the website of the Company from the date of the Prospectus until the issue Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents, as the case may be.

Yours faithfully,



Name: Mrs. Poonam Rajpal
Designation: Managing Director
DIN: 08693498

CC:

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