

CONSENT LETTER FROM THE INDEPENDENT DIRECTORS OF THE COMPANY

Date: 20th June, 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**
G-07, Ground floor, The Summit Business Park (Omkar),
Andheri Kurla Road, Andheri East,
Mumbai - 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").

I, **Rupali Kesharwani** hereby give my consent to my name being included as Independent Director in the Red Herring Prospectus ("RHP") to be filed by the Company with the "NSE Emerge" SME Platform of National Stock Exchange of India Limited, where the Equity Shares of the Company are proposed to be listed (the "Stock Exchange"), and the Prospectus which the Company intends to file with Registrar of Companies, Gwalior, the SEBI and any relevant Stock Exchange in respect of the Issue. I also authorise you to deliver a copy of this letter of consent to the Registrar of Companies, Gwalior, pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013, as amended, the Stock Exchange, SEBI or any other regulatory authority required by law.

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 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 defense 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, red herring prospectus and the prospectus and other issuing materials ("Issue Documents") or any other Issue-related material, and may be relied upon by the Company, Book Running Lead Manager and the legal counsel appointed by the Company and the Book Running Lead Manager, in relation to the Issue. We hereby consent to the submission of this certificate as may be necessary to the SEBI, the Registrar of Companies, Gwalior (the "RoC"), the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Manager and in accordance with applicable law.



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: Rupali Kesharwani
Designation: Independent Director
DIN: 11111377

CC:

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