

Date: June 11, 2025

To,
The Board of Directors
Happy Square Outsourcing Services Limited
240, Nagpur Road,
Madan Mahal,
Jabalpur-482008,
Madhya Pradesh


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

Dear Sir/Madam,

We, **Share India Capital Services Private Limited**, hereby consent to act as underwriter to the issue and to our name and the following details being inserted as Underwriter to the issue in the Red Herring Prospectus ("RHP") and Prospectus ("Prospectus") (collectively, the "Issue Document") which the Issuer Company intends to file with the Registrar of Companies, Gwalior, at Madhya Pradesh ("RoC"), and SME Platform of National Stock Exchange of India Limited (i.e. "NSE Emerge"), where the Equity Shares are proposed to be listed ("Stock Exchange") and any other documents in relation to the Issue.

We hereby authorise you to deliver this consent letter to 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. The following details with respect to us may be disclosed in the Issue Documents and any other documents in relation to the Issue.

Name: SHARE INDIA CAPITAL SERVICES PRIVATE LIMITED
Address: A-25, Basement, Sector-64, Noida -201301, Uttar Pradesh, India.
Telephone Number: +91 0120-6483000
Website: www.shareindia.com
E-mail: kunal.bansal@shareindia.co.in
Investor Grievance E-mail: mb@shareindia.com
Contact Person: Mr. Kunal Bansal
URL of SEBI Website: <https://www.sebi.gov.in/>
SEBI Registration Number: INM000012537
Corporate Identification Number (CIN): U65923UP2016PTC075987

Kunal Bansal


We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format as **Annexure A**. We also certify that our registration is valid as on date and that we have not been prohibited by SEBI from acting as an intermediary in capital market issues. We also confirm that we have not been debarred from functioning by any regulatory authority, court or tribunal.

We 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.

We confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead manager to the Issue (the "**BRLM**") until the date when the Equity Shares allotted and transferred in the Issue, commence trading on the Stock Exchanges. In the absence of any such communication from us, Book Running Lead Manager and the Legal Counsel to the Issuer Company, 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.

This consent letter, including any annexures hereto is for information and for inclusion (in part or full) in the red herring prospectus and prospectus and other issuing materials ("**Issue Documents**") or any Other Issue related material, and may be relied upon by the Issuer Company, the Book Running Lead Manager and the Legal Counsel appointed by the Issuer Company in relation to the issue. We also consent to the inclusion of this consent letter as a part of "*Material Contracts and Documents for Inspection*" of the Issuer Company, in connection with the Issue.

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

Yours faithfully,

For and on behalf of SHARE INDIA CAPITAL SERVICES PRIVATE LIMITED



Authorized signatory

Name: Mr. Kunal Bansal

Designation: Associate Vice President

Encl.

cc:

Corpwis Advisors Private Limited

G-7, Ground Floor. The Summit Business Park.

Andheri Kurla Road. Behind Guru Nanak Petrol Pump.

Andheri East. Chakala MIDC. Mumbai. 400 093

Annexure A

Date: June 11, 2025

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

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as an Underwriter Member is true and correct:

1	Registration Number	INM000012537
2	Date of registration / Renewal of registration	June 04, 2018
3	Date of expiry of registration	N.A.
4	If applied for renewal, date of application	N.A.
5	Any communication from SEBI prohibiting the entity from acting as the underwriter to the issue:	N.A.
6	Any enquiry / investigation being conducted by SEBI	N.A.
7	Period up to which registration/ renewal fees has been paid:	2023-26
8	Details of penalty imposed by SEBI	N.A.

