



M.K. AGGARWAL & CO.
CHARTERED ACCOUNTANTS
(EST. 1973)

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Independent Auditor's Report

To the Members of Nucleus Office Solutions Limited

1. We have examined the attached Restated Financial Statements of Nucleus Office Solutions Limited., comprising the Restated Statement of Assets and Liabilities for the period March 31, 2024 and as at March 31, 2023 and March 31, 2022 the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the period March 31, 2024 and for the year ended March 31, 2023 and March 31, 2022, the Summary Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 23.08.2024 for the purpose of inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/ Prospectus (Draft Offer Document/Offer Document) prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares ("SME IPO") prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors are responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Offer Document/ Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Delhi in connection with the proposed SME IPO. The Restated Financial Information of the Company have been Prepared by the Management of the Company and approved by the Board of Directors on the basis of preparation stated in Annexure IV of the Restated Financial Information. Our responsibility is to examine the Restated Financial Information and confirm whether such Restated Financial Information comply with the requirements of the Act, the Rules, SEBI- ICDR Regulations and the Guidance Note.
3. We, M.K. Aggarwal & Co., Chartered Accountants, been subject to peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid peer review certificate issued dated 28th May, 2022 valid till 31th May, 2025.
4. We have examined these Restated Financial Information taking into consideration;
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 01.02.2024 in connection with the proposed SME IPO of the Company.



- b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
- d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the SME IPO.
5. These Restated Financial Information have been compiled by the Management from the audited Financial Statements of the Company for the period March 31, 2024 and for the years ended March 31, 2023 and March 31, 2022 which have been approved by the Board of Directors of the Company. The financial statements of the Company for the period March 31, 2024 and for the year ended March 31, 2023 and March 31, 2022 has been audited by us.
6. Based on our examination and according to the information and explanation given to us, we report that the Restated Financial Information have been prepared:
- (a) After incorporating adjustments for the changes in accounting policies and regrouping/reclassifications retrospectively, if any in the period March 31, 2024 and in the financial years ended March 31, 2023 and March 31, 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications; and
- (b) In accordance with the Act, ICDR Regulations and the Guidance Note.
7. For the purpose of our examination, we have relied on:
Auditors' reports issued by us on the financial statements of the Company as at and for the period March 31, 2024 and for the year ended 31st March 2023 and 31st March 2022 as referred in Paragraph 5 above;
8. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 7 above.
9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or other auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.



11. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Offer Document/Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Delhi in connection with the proposed SME IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
12. In our opinion, the above financial information contained in Annexure I to Annexure III of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

For M/s M. K. Aggarwal & Co.
Chartered Accountants
Firm Registration No: 01411N



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Digitally signed
by ATUL
AGGARWAL
Date: 2024.09.13
18:24:07 +05'30'

CA Atul Aggarwal
Partner

Membership No.: 099374
UDIN:

24099374BKAMBR3949

Place: New Delhi

Date: 23-08-2024