

Disclaimer - Important

THESE MATERIALS ARE NOT DIRECTED AT OR INTENDED TO BE ACCESSED BY PERSONS LOCATED OUTSIDE INDIA. THESE MATERIALS ARE BEING MADE AVAILABLE ON THIS WEBSITE TO COMPLY WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

IMPORTANT: You must read and agree with the terms and conditions of the following disclaimer before continuing.

The following disclaimer applies to the Prospectus of Vishal Mega Mart Limited (the “**Company**”) dated December 13, 2024 (the “**Prospectus**”) filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (“**RoC**”) and the Securities and Exchange Board of India (“**SEBI**”) and hosted on this website. In accessing the Prospectus, you agree to be bound by the following terms and conditions, including any modifications to them from time to time.

The Prospectus is directed at, and is intended for distribution to, and use by, residents of India only. The information in this portion of our website, including the Prospectus, is not for publication or distribution, directly or indirectly, in or into the United States. No part of the contents of the Prospectus shall be copied or duplicated in any form by any means, or redistributed.

J.P. Morgan India Private Limited, as one of the Book Running Lead Managers to the offering, has taken all necessary steps to ensure that the contents of the Prospectus as appearing on this website are identical to the Prospectus filed with the RoC and the SEBI. You are reminded that documents transmitted in electronic form may be altered or changed during the process of transmission and consequently, neither J.P. Morgan India Private Limited nor any of its affiliates accepts any liability or responsibility whatsoever in respect of alterations or changes which have taken place during the course of transmission of electronic data.

The Prospectus does not constitute an offer to sell or an invitation to subscribe to the securities offered in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction and is not intended for distribution to, or use by, any person or entity in any jurisdiction or country where (a) distribution or use of such information would be contrary to law or regulation; or (b) J.P. Morgan India Private Limited or any of its affiliates would by virtue of such distribution become subject to new or additional registration, licensing or other regulatory requirements. The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in “offshore transactions” as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) under Section 4(a) of the U.S. Securities Act.

Any person into whose possession the Prospectus comes is required to inform himself or herself about and to observe any such restrictions. Neither J.P. Morgan India Private Limited, nor any of its affiliates is soliciting any action based on the Updated Draft Red Herring Prospectus-I dated October 17, 2024 (“**Updated Draft Red Herring Prospectus-I**”), and it should not be construed as an offer to sell or the solicitation of an offer to buy any securities. Potential investors should not rely on the Updated Draft Red Herring Prospectus-I for any investment decision. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see “*Risk Factors*” in the Prospectus.

Neither J.P. Morgan India Private Limited nor any of its affiliates will be responsible for any loss or damage that could result from interception and interpretation by any third parties of any information being made available to you through this website. J.P. Morgan India Private Limited and its affiliates cannot and do not guarantee the accuracy, timeliness or completeness of the information being made available to you in the Prospectus beyond the date of the Prospectus. J.P. Morgan India Private Limited and its affiliates will not be responsible for any loss to any person or entity caused by any shortcoming, defect or inaccuracy which may have inadvertently or otherwise crept into the website. Neither J.P. Morgan India Private Limited, nor any of its affiliates nor their directors,

officers and employees, will be liable or have any responsibility of any kind for any loss or damage that you incur in the event of any failure or disruption of this website, or resulting from the act or omission of any other party involved in making this website or the data contained therein available to you, or from any other cause relating to your access to, inability to access, or use of the website or these materials.

If you are not permitted to view the materials on this website or are in any doubt as to whether you are permitted to view these materials, please exit this webpage.

[Continue]