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S.K. OFFSET LIMITED

CIN: U18129UP2007PLC032792

Our Company was originally incorporated as a Private Limited Company under the name and style of “S. K. Offset Private Limited” under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated February 02, 2007, issued by the Registrar of Companies, Uttar Pradesh and Uttranchal. Subsequently, the status of the Company was changed from private limited to public limited, and the name of our Company was changed to “S. K. Offset Limited” vide special resolution passed by the Shareholders at the Extra Ordinary General Meeting held on August 01, 2025 The fresh certificate of incorporation consequent to conversion was issued on August 18, 2025 by Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U18129UP2007PLC032792 For further details on incorporation and registered office of our Company, see “*History and Certain Corporate Matters*” beginning on page 200 of the Red Herring Prospectus.

Registered Office: 15, Sports Complex Enclave, Delhi Road, Na, Meerut, Meerut- 250002, Uttar Pradesh.
Tel: +91-9258206919; E-mail: compliance@skoffset.com; Website: www.skoffset.com; Contact Person: Tripti Vats, Company Secretary and Compliance Officer.

PROMOTERS OF OUR COMPANY: MR. PRADEEP AGARWAL, MR. PRIYANSHU AGARWAL AND MR. AYUSH AGARWAL

INITIAL PUBLIC ISSUE OF UPTO 23,25,000* EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (“EQUITY SHARES”) OF S. K. OFFSET LIMITED (“COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [•] /- PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [•] /- PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING TO ₹ [•] LAKHS (“THE ISSUE”) OF WHICH 1,20,000 EQUITY SHARES AGGREGATING TO ₹ [•] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 22,05,000 EQUITY SHARES OF FACE VALUE OF ₹ [•] 10/- EACH AT AN ISSUE PRICE OF ₹ [•] /- PER EQUITY SHARE AGGREGATING TO ₹ [•] LAKHS (“NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 30.03 % AND 28.48 % RESPECTIVELY OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 307 OF THIS RED HERRING PROSPECTUS.

*Subject to finalization of basis of allotment.

DETAILS OF SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION: NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES

PRICE BAND: RS. 119/- TO RS. 125/- PER EQUITY SHARE OF FACE VALUE RS. 10/- EACH.
THE FLOOR PRICE IS 11.90 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 12.50 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.
THE PRICE TO EARNING RATIO BASED ON DILUTED EPS FOR FISCAL 2026 AT THE FLOOR PRICE IS 8.51 TIMES AND AT THE CAP PRICE IS 8.93 TIMES.
BIDS CAN BE MADE FOR A MINIMUM OF 2000 EQUITY SHARES AND IN MULTIPLES OF 1000 EQUITY SHARES THEREAFTER.

BRIEF DISCRIPTION OF THE BUSINESS OF THE COMPANY

Our Company is engaged in the business of Printing, packaging and labelling solutions. The business originally started with offset printing operations, which are commonly used for medium- to large-scale print production. Offset printing is a conventional printing process in which ink is transferred from plates onto paper or other surfaces. This method is generally used for items such as text books, brochures, catalogues, stationery, pamphlets, business forms, marketing materials, and other commercial print requirements where uniformity and bulk production are involved. Over the time, the business added labelling and promotional printing activities to its operations. This area includes the printing of stickers, labels, barcodes, and related materials that are commonly used for product identification, packaging information, branding, and promotional communication.

ANCHOR INVESTOR BIDDING DATE: TUESDAY, SEPTEMBER 22, 2026

BID/ISSUE OPENS ON: WEDNESDAY, SEPTEMBER 23, 2026

BID/OFFER CLOSES ON: FRIDAY, SEPTEMBER 25, 2026 ⁽¹⁾⁽²⁾

BID/ISSUE PROGRAMME

(1) Our Company, in consultation with the BRLM, may consider closing the Bid/Issue Period for QIBs, one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

(2) UPI mandate end time and date shall be at 5:00 pm on the Bid / Issue Closing Date

THIS ISSUE IS BEING MADE THROUGH BOOK BUILDING PROCESS, IN TERMS OF REGULATION 229(1) OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE “SEBI (ICDR) REGULATIONS”), AS AMENDED READ WITH RULE 19(2)(B) OF SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED.

THE EQUITY SHARES OF THE COMPANY WILL GET LISTED ON SME PLATFORM OF BSE LIMITED (“BSE SME”). FOR THE PURPOSE OF THE ISSUE, BSE LIMITED SHALL BE THE DESIGNATED STOCK EXCHANGE

FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED “ISSUE PROCEDURE” BEGINNING ON PAGE 322 OF THE RED HERRING PROSPECTUS. A COPY OF THE RED HERRING PROSPECTUS WILL BE DELIVERED FOR REGISTRATION TO THE REGISTRAR OF COMPANIES, UTTAR PRADESH II AS REQUIRED UNDER SECTION 26 AND 32 OF THE COMPANIES ACT, 2013.

ALLOCATION OF THE ISSUE

- QIB PORTION: NOT MORE THAN 50.00 % OF THE NET ISSUE
- INDIVIDUAL INVESTOR PORTION: NOT LESS THAN 35.00% OF THE NET ISSUE
- NON-INSTITUTIONAL PORTION: NOT LESS THAN 15.00% OF THE NET ISSUE
- MARKET MAKER PORTION: 1,20,000 EQUITY SHARES OR 5.16% OF THE ISSUE

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RED HERRING PROSPECTUS AND THE TERMS OF THE ISSUE, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE ISSUE AVAILABLE IN ANY MANNER POTENTIAL INVESTORS SHOULD NOT REFER TO THE PRICE BAND ADVERTISEMENT FOR THE ISSUE AND SHOULD NOT RELY ON ANY MEDIA ARTICLES/ REPORTS IN RELATION TO THE VALUATION OF THE COMPANY AS THESE HAVE NOT BEEN ENDORSED, PUBLISHED OR CONFIRMED EITHER BY THE COMPANY OR THE BOOK RUNNING LEAD MANAGER TO THE ISSUE (“BRLM”).

In accordance with the recommendation of the Independent Directors of our Company, pursuant to their resolution dated September 11, 2026, The above provided price band is justified based on quantitative factors/KPIs disclosed in the “*Basis for Issue Price*” section beginning on page no. 112 of the Red Herring Prospectus vis-à-vis the weighted average cost of acquisition (WACA) of primary and secondary transaction(s) as applicable disclosed in the “*Basis for Issue Price*” section beginning on page no 112 of the Red Herring Prospectus and provided below in the advertisement.

RISK TO INVESTORS

1. Risk to Investors: Summary description of key risk factors based on materiality.

- Substantial portion of our revenue has been dependent upon few customers with which we do not have any firm commitments. The loss of any such customers or reduction in business or demand from such customers will have a significant adverse impact on our business and results of operation.
- Our Company is significantly dependent on a limited number of suppliers for the procurement of raw materials. Any disruption, delay, or termination of business relationships with one or more of these key suppliers could adversely affect our ability to maintain inventory levels, fulfill customer demand, and operate efficiently.
- Any disruptions to the supply, or increases in the pricing, of the raw materials and finished products that we procure, may adversely affect the supply and pricing of our products and, in turn, adversely affect our business, cash flows, financial condition and results of operations.
- We generate our major portion of revenue from our operations from one state of the country. Any adverse developments affecting our operations in this state could have an adverse impact on our revenue and results of operations.
- Our business is exposed to risks associated with international trade, foreign exchange fluctuations and cross border operations.

- Our manufacturing facilities are located only in the state of Uttar Pradesh. Any adverse developments affecting our operations in Uttar Pradesh could have an adverse impact on our revenue and results of operations.
- Under-utilization of our manufacturing capacities may have an adverse effect on our business, future prospects and future financial performance. Moreover, information relating to capacity utilization of our production facility included in this Red Herring Prospectus is based on certain assumptions and has been subjected to rounding off and future production and capacity utilization may vary.
- Our inability to collect receivables from our customers, or any default in payment by them, could adversely affect our profitability, cash flows, and financial condition.
- Our Registered Office, manufacturing units, godowns and warehouses from where we operate are not owned by us.
- We have not yet placed orders in relation to the capital expenditure to be incurred for the proposed purchase of equipment/ machineries. Any delays or cost escalations in the proposed purchase of plant and machinery for our Company could affect the implementation schedule and deployment of the Net Proceeds.

For Additional Details please refer to chapter titled “*Risk factors*” beginning on page no 24 of RHP

Average cost of acquisition of Equity Shares held by Individual Promoters is:

Name of the Promoters	No. of Shares held	Average Cost of Acquisition per Share (in Rs.)
Mr. Pradeep Agarwal	29,00,818	9.26
Mr. Priyanshu Agarwal	1,146,765	14.71
Mr. Ayush Agarwal	1,058,181	6.17

2. Details of suitable ratios of the company and its peer group for the latest full financial year:

Name of Company	Current Market price (₹)	Face Value	EPS		PE	RONW (%)	Book Value (₹)	Revenue from Operations (₹ in lakhs)
			Basic	Diluted				
S. K. Offset Limited.	[•]*	10/-	13.99	13.99	[•]^	37.82%	36.50	6,667.29/-

*CMP of our company is considered as Issue Price. ^to be included post finalization of the Issue Price

Note: There are presently no listed Companies in India that are engaged in a business that is directly comparable to the business carried on by our Company, in terms of nature of operations, product offerings, and business model. Accordingly, a meaningful industry comparison with respect to our Company, including comparison of key performance indicators, is not feasible and has therefore not been provided in this Issue Document.

Note:

- The P/E ratio has been computed by dividing Market Price with EPS.
- The EPS, NAV, RoNW and total Income of our Company are taken as per Restated Financial Statement for the Year March 31, 2026.
- RoNW has been computed as net profit after tax divided by closing net worth.
- Net worth has been computed in the manner as specifies in Regulation 2(1)(hh) of SEBI (ICDR) Regulations, 2018.
- The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is [•] times the face value of equity share.

3. Weighted Average Return on Net Worth for the last 3 Fys:

As per restated financial statements:

Financial Years Ended on	Consolidated	
	RONW(%)	Weighted
For the period ended March 31, 2024	15.74%	1
For the period ended March 31, 2025	21.44%	2
For the period ended March 31, 2026	37.82%	3
Weighted Average		28.68%

Note:

- Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated / Net worth as restated as at year end.
- Weighted average = Aggregate of year-wise weighted NW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.
- Net worth is the paid-up share capital of the Company and other equity, excluding revaluation reserves if any, as per Restated Financial Information.
- Weighted average cost of acquisition of all the shares transacted in the three years, 18 months and one year preceding the date of the Red Herring Prospectus:

Period	Weighted Average Cost of Acquisition (in Rs.)	Cap Price (₹ 125) is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price – Highest Price (in Rs.)
Last one year	120.25	1.04	0-481
Last 18 months & Last 3 years	34.19	3.66	0-481

5. Disclosures as per clause (9)(K)(4) of Part A to Schedule VI, as applicable.

a. The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities)

There has been no issuance of Equity Shares other than Equity Shares issued pursuant to a bonus issue on March 03, 2026 and Equity Shares issued pursuant to a Conversion to Equity from Loan dated December 08, 2025, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days (“Primary Issue”).

Date of Issue	Nature of Allotment	Category	No of equity shares acquired	Face value (₹)	Issue Price (₹)	Nature of Consideration paid (₹)	Total Consideration (₹ in lakhs)
December 08, 2025	Conversion to Equity from Loan	Equity Shares	1,05,930	10	481.00	Consideration other than cash	509.52
Weighted average cost of acquisition (WACA) Primary issuances (in ₹ per Equity Share)							120.25

b. Price per share of our Company based on secondary sale or acquisition of shares (equity Shares):

There have been no secondary sale/ acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transaction”).

c. Weighted average cost of acquisition, floor price and cap price:

Type of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor price* (i.e. ₹ 119)	Cap price* (i.e. ₹ 125)
Weighted average cost of acquisition of primary issuance as per paragraph (a) above	120.25	0.99 Times	1.04 Times
Weighted average cost of acquisition for secondary transaction as per paragraph (b) above	NA	NA	NA
Weighted average cost of acquisition for last five primary or secondary transaction as per paragraph 1 above	NA	NA	NA

As certified by AG RAAND CO., Chartered accountants, Peer Review Auditor of our Company, by way of their certificate dated September 04, 2026

The Weighted average cost of acquisition of Equity Shares for the Promoters is as follows:

Name of Promoter	No. of shares held as on date of this certificate	Number of equity shares acquired in last one year	Weighted Average Price of Equity Shares Acquired in last one year (in ₹)
Mr. Pradeep Agarwal	29,00,818*	22,20,738	5.21
Mr. Priyanshu Agarwal	11,46,765**	8,15,011	6.25
Mr. Ayush Agarwal	10,58,181***	9,03,595	17.42

* Out of 29,00,818 equity shares, 22,20,738 equity shares were acquired by way of bonus allotment

** Out of 11,46,765 equity shares, 8,15,011 equity shares were acquired by way of bonus allotment

*** Out of 10,58,181 equity shares, 9,03,595 equity shares were acquired by way of bonus allotment

As certified by AG RAAND CO., Chartered accountants, Peer Review Auditor of our Company, by way of their certificate dated September 04, 2026

ADDITIONAL INFORMATION FOR INVESTORS

- Details of proposed /undertaken pre-issue placements from the DRHP filing date: Our company has not undertaken any Pre-IPO Placements from the DRHP filing date.
- Transaction of shares aggregating up to 1% or more of the paid-up equity share capital of the company by promoter(s) and promoter group(s) from the RHP filing date: Not Applicable
- Pre-Issue and Post-Issue Shareholding of Promoter / Promoter Group and Additional Top 10 Shareholders of the Company:

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