



LETTER of OFFER

PART I

1.1. Details of the issuer:

- (i) **Name, Address:** Tata Projects Limited, *Corporate Centre, 3rd Floor, Building Block B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai 400009 (earlier office at Mithona Towers-1, 1-7-80 to 87 Prenderghast Road, Secunderabad 500003)*
- (ii) **Line Of Business:** Engineering, Procurement & Construction Company
- (iii) **Chief Executive (Managing Director / President/ CEO /CFO/ Top-Most Executive) - Mr. Vinayak Pai- Managing Director**
- (iv) **Group Affiliation (If any):** Tata Group

PART II

Issue Details		
ISIN	INE725H14DP4	
Proposed Date of Issue	18 th December 2025	
Amount (Rs.)	Rs 200 Crores	
Tenor and Date of Maturity	90 Days and 18 th March 2026	
Proposed to be Listed / Unlisted	Proposed to be Listed	
End Use of CP proposed	Working Capital requirements	
Market Conventions	FIMMDA Conventions	
Credit Rating Details for the Proposed Issue	Credit Rating – 1	Credit Rating – 2
Credit Rating for CP	India Ratings & Research	CRISIL Limited
Rating	IND A1+	CRISIL A1+
Date Of Rating:	27-11-2025	26-11-2025
Validity for issuance	60 Days	60 Days
Validity period for rating:	Throughout the life of commercial paper	Throughout the life of commercial paper
For Amount:	Rs. 2,500 Crores	Rs. 2,500 Crores
Conditions (If Any):	Nil	Nil
Credit Support (If Any)	Nil	Nil
Long term credit rating obtained by the Issuer	IND AA/Stable	Crisil AA/Stable
Unaccepted Credit Rating assigned to the Issuer	-	-
Issuing and Paying Agent Details (Name and Address)	Yes Bank & YES BANK House 3 rd Floor, North wing, Off Western Express Highway, Santacruz East, Mumbai - 400 055	

PART III

A. Issuer Financial Details

CP Borrowing (o/s)	Rs. 2,000 Crores
Date of Board Resolution	7 th June 2024
1. Limit approved by Board	Rs. 2,500 Crores
2. Limit as per CRA	Rs. 2,500 Crores
3. Limit approved by Regulator concerned (if applicable)	NA

TATA PROJECTS LIMITED

Corporate Office Cignus 14th & 15th Floor Plot No. 71A Kailash Nagar Mayur Nagar Passpoli Powai Mumbai 400087 Maharashtra India Tel + (91 22) 69222400 e-mail tplmumbai@tataprojects.com www.tataprojects.com
Registered Office Corporate Centre, 3rd Floor, Building Block B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai 400009 email tataprojects.com www.tataprojects.com CIN U45203MH1979PLC454032





B. Details of CP / NCD and other Debt Instruments outstanding as on date of Letter of Offer CP (Including Liabilities not redeemed on due date)

Details of CPs Outstanding as on Date:

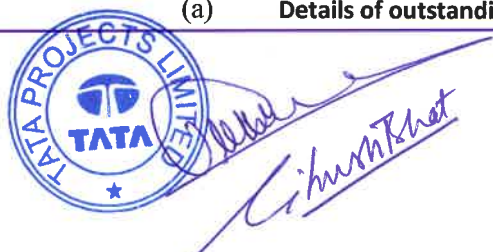
ISIN	CP Maturity Value	CP Value Date	CP Maturity Date	Tenor
INE725H14CQ4	2,000,000,000	23-Jan-25	18-Dec-25	329
INE725H14DG3	2,000,000,000	19-Sep-2025	09-Mar-2026	171
INE725H14DH1	2,000,000,000	08-Oct-2025	06-Jan-2026	90
INE725H14DI9	2,000,000,000	17-Oct-2025	15-Jan-2026	90
INE725H14DJ7	2,000,000,000	30-Oct-2025	28-Jan-2026	90
INE725H14DK5	2,000,000,000	11-Nov-25	11-Sep-26	304
INE725H14DL3	2,000,000,000	12-Nov-25	08-Sep-26	300
INE725H14DM1	2,000,000,000	17-Nov-25	16-Feb-2026	91
INE725H14DN9	2,000,000,000	24-Nov-25	23-Feb-2026	91
INE725H14DO7	2,000,000,000	12-Dec-25	12-Mar-26	90

Details of Other Debt Instruments Outstanding: Non-Convertible Debentures as on date:

ISIN	ISSUE DATE	AMOUNT (Rs. In Crs)	MATURITY DATE	AMOUNT O/S
INE725H08121	24-May-23	250	27-Apr-26	250
INE725H08147	9-Aug-23	250	7-Aug-26	250
INE725H08154	9-Aug-23	250	6-Feb-26	250
INE725H08170	19-Dec-23	250	18-Dec-26	250
INE725H08162	19-Dec-23	250	20-Nov-26	250
INE725H08188	24-Jan-24	250	24-Jun-27	250
INE725H08196	6-Jun-24	250	28-Apr-27	250
INE725H08204	22-Jul-24	250	22-Jul-27	250
INE725H08212	9-Oct-24	500	8-Oct-27	500
INE725H08220	6-Dec-24	250	6-Dec-27	250
INE725H08238	10-Jan-25	250	7-Jan-28	250
INE725H08246	7-Feb-25	500	7-Feb-31	500
INE725H08253	3-Dec-25	250	1-Dec-28	250

Bank fund-based from banks/Financial institutions, if any as on 30.09.2025:

(a) **Details of outstanding loan facilities:**



TATA PROJECTS LIMITED

Corporate Office Cignus 14th & 15th Floor Plot No. 71A Kailash Nagar Mayur Nagar Passpoli Powai Mumbai 400087 Maharashtra India Tel + (91 22) 69222400 e-mail tplmumbai@tataprojects.com www.tataprojects.com

Registered Office Corporate Centre, 3rd Floor, Building Block B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai 400009 email tataprojects.com www.tataprojects.com CIN U45203MH1979PLC454032



(Amounts below mentioned in Rs. Crores)							
Name of Lender	Type of facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date/Schedule	Security	Credit Rating	Asset Classification
State Bank of India	Working Capital Demand Commercial Loan/CC	912	566	Working Capital Facility	First pari passu charge on entire chargeable current assets excluding project specific receivables, fixed assets, and entire current assets exclusively charged to financing lenders	IND AA/Outlook Stable/IND A1+	Standard
Bank of Baroda	Working Capital Demand Loan	200	150				
Indian Overseas Bank	Working Capital Demand Loan/CC	100	0				
Union Bank of India (e-Corporation Bank)	Working Capital Demand Loan	100	60				
Canara Bank Limited	Cash Credit	50	0				
Industrial Bank	Cash Credit	125	75				
Axis Bank	Cash Credit/WCDL	50	50				
ICICI Bank Limited	WCDL	99	0				
Indian Bank	Working Capital Demand Loan/CC	100	95				

(b) Details of outstanding unsecured loan facilities:



TATA PROJECTS LIMITED

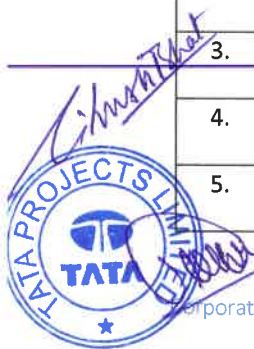
Corporate Office: Cignus 14th & 15th Floor Plot No. 71A Kailash Nagar Mayur Nagar Passpoli Powai Mumbai 400087 Maharashtra India Tel + (91 22) 69222400 e-mail tplmumbai@tataprojects.com www.tataprojects.com
 Registered Office: Corporate Centre, 3rd Floor, Building Block B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai 400009 email tataprojects.com www.tataprojects.com CIN U45203MH1979PLC454032



(Amounts below mentioned in Rs. Crore)					
Name of Lender	Type of Facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date/ Schedule	Credit rating, if applicable
Federal Bank	Working Capital Demand Loan	350	250	Working Capital Facility	IND AA/Outlook Stable/ IND A1+
Union Bank	Working Capital Demand Loan	250	200	-	IND AA/Outlook Stable/ IND A1+
Bandhan Bank	Working Capital Demand Loan	100	25	-	IND AA/Outlook Stable/ IND A1+
Kotak Mahindra Bank	Working Capital Demand Loan	200	100	Working Capital Facility	IND AA/Outlook Stable/ IND A1+
Yes Bank	Working Capital Demand Loan	265	0	-	IND AA/Outlook Stable/ IND A1+
IDBI Bank	Working Capital Demand Loan	100	100	Working Capital Facility	IND AA/Outlook Stable/ IND A1+

Shareholding of the issuer's promoters

Sr. No.	Name and category of Shareholder	Category	Total No. of Equity Shares	No. of Shares in Demat form	Total shareholding as % of total no of equity shares
1.	Tata Sons Private Limited	Equity Shareholder	30,07,45,180	30,07,45,180	73.25
2.	The Tata Power Company Limited	Equity Shareholder	7,92,78,886	7,92,78,886	19.31
3.	Tata Chemicals Limited	Equity Shareholder	1,58,55,777	1,58,55,777	3.86
4.	Voltas Limited	Equity Shareholder	1,10,62,170	1,10,62,170	2.69
5.	Tata Industries Limited	Equity Shareholder	36,45,000	36,45,000	0.89



TATA PROJECTS LIMITED

Corporate Office Cignus 14th & 15th Floor Plot No. 71A Kailash Nagar Mayur Nagar Passpoli Powai Mumbai 400087 Maharashtra India Tel + (91 22) 69222400 e-mail tpmumbai@tataprojects.com www.tataprojects.com
 Registered Office Corporate Centre, 3rd Floor, Building Block B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai 400009 email tataprojects.com www.tataprojects.com CIN U45203MH1979PLC454032



6.	Tata Sons jointly with Nikhil Kumar	Equity Shareholder	1	1	0.00
7.	Tata Sons jointly with Zenobia Bhathena	Equity Shareholder	1	1	0.00
			41,05,87,015	41,05,87,015	100

The details of the shares pledged by the promoters, if any- No

Financial Summary (Standalone basis Rs. in lacs)

Parameter	Financial Year 2024-25	Financial Year 2023-24	Financial Year 2022-23	Financial Year 2021-22
Equity	3,51,084.54	289,275.41	2,80,135.77	2,02,882.77
Net worth	3,24,032.65	2,48,952.03	2,39,812.39	1,79,596.81
Investment in subsidiaries/ affiliates	30,449.34	32,184.10	11,255.67	12,460.17
Total debt outstanding	-315,638.63	-300,079.92	- 2,33,732.12	- 2,31,584.59
-Short term debt (less than 1 year) (current)	-328,595.21	-209,998.74	- 1,03,205.03	- 1,02,326.10
- Other debt (Non-Current)				
Gross income	16,48,677.90	1,759,605.22	16,83,215.09	13,53,115.74
Operating profit (PBITD)	8,950.38	94,425.6	(32,646.15)	(8,147.71)
Gross profit (PBTD)	(69,196.21)	37,156.35	(79,169.90)	(55,298.54)
Net profit (post tax)	(75,066.33)	13,909.87	(85,991.31)	(63,138.18)

Details of statutory auditor and changes thereof in the last three financial years.

Name	Address	Date of appointment/ resignation	Date of Cessation (in case of resignation)	Remarks (viz. reasons for change etc)
Price Waterhouse & Co. Chartered Accountants LLP	Unit - 2B, 8th Floor, Octave Block, Block E1, Parcel - 4, Salapurua Sattva Knowledge City, Raidurg, Hyderabad, Telangana – 500081	Appointed w.e.f. June 23, 2017	-	Completion of Term of 5 Years in 43rd AGM
Price Waterhouse & Co. Chartered Accountants LLP	Unit - 2B, 8th Floor, Octave Block, Block E1, Parcel - 4, Salapurua Sattva Knowledge City, Raidurg, Hyderabad, Telangana – 500081	Re-appointed w.e.f. August 05, 2022	-	Re-appointed to hold office until the conclusion of the 48th AGM

Details of default in repayment of CP, NCD or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year.

- Technical delay in servicing of interest due on Jan01, 2021 on short term loan availed from Kotak Mahindra Bank. The company had sufficient funds but the payment failed due to technical reasons and the same was made good on Jan 04, 2021.
- Technical delay in remittance of CP redemption before 2 PM on Feb 22, 2021 (redemption date) due to erroneous funding to a different account of Tata Projects maintained with IPA and the same was remitted on the redemption date.
- There have been no defaults or delays in servicing of debt in the past 3 financial years including the current financial year except technical delays as mentioned above and banking related technical delay which have been promptly regularized by the Company.



TATA PROJECTS LIMITED

Corporate Office Cignus 14th & 15th Floor Plot No. 71A Kailash Nagar Mayur Nagar Passpoli Powai Mumbai 400087 Maharashtra India Tel + (91 22) 69222400 e-mail tpmumbai@tataprojects.com www.tataprojects.com

Registered Office Corporate Centre, 3rd Floor, Building Block B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai 400009 email tataprojects.com www.tataprojects.com CIN U45203MH1979PLC454032



Details of any other material event / development having implications for the financials / credit quality resulting in material liability, corporate restructuring event or such other matters affecting the issue or investor's decision -

There are no material event/development involving the Issuer whose outcome having implications for the financials / credit quality.

Material Litigation if any:

There are no litigations involving the Issuer whose outcome will have a material adverse effect, significant impact on the operations, financial statements/ results. However, refer Annexure I, which has details of major litigation.

Regulatory Strictures, if any: Nil

An Issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities: NA

For Tata Projects Limited

Authorized Signatory

Date :17 th December 25		
		
Name	Mr. Vighnesh Suresh Bhat	Mr. Vibhor Modi
Designation	AGM – Finance & Accounts	AGM – Finance & Accounts

TATA PROJECTS LIMITED

Corporate Office Cignus 14th & 15th Floor Plot No. 71A Kailash Nagar Mayur Nagar Passpoli Powai Mumbai 400087 Maharashtra
India Tel + (91 22) 69222400 e-mail tpmumbai@tataprojects.com www.tataprojects.com
Registered Office Corporate Centre, 3rd Floor, Building Block B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai
400009 email tataprojects.com www.tataprojects.com CIN U45203MH1979PLC454032

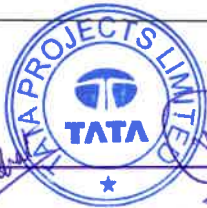


Annexure I

As disclosed in each of the annual financial statements commencing from the year ended March 31, 2023, in relation to certain projects in the north-eastern region for which Tata Projects Limited (“TPL”/ “Company”) is one of the EPC Contractors, one public sector undertaking (“PSU”) official was taken into custody by a law enforcement agency. The Law Enforcement Agency took four officials of TPL and an ex-employee of TPL into custody. Subsequently, the PSU official and TPL officials were released on bail. The Law Enforcement Agency has filed final chargesheet before Panchkula Court in the first week of January 2023, naming the PSU official, TPL officials and officials of other companies. Subsequently, the law enforcement agency filed a Supplementary Final Report dated December 21, 2024, in the Panchkula Court on February 17, 2025, wherein TPL has been arraigned. On July 1, 2025, TPL filed a discharge application under Section 227 of the Code of Criminal Procedure, 1973 before the Special Judge, CBI Court, Panchkula. TPL continues to adhere to strong norms in all its business transactions/dealings and has zero tolerance of any compromise in this regard. The operations of the Company were not impacted in any manner during the period gone by (including its ongoing EPC contracts with the PSU undertaking).

Other major pending litigations are as under:

Filed By	Respondent	Brief Facts & Current Status (Summaries)	Amounts or Claims
TPL (Tata Aldesa JV)	DFCCIL	Company had executed work of Design and Construction of Civil, Structures and Track Works for Double Line Railway sum basisfor Bhaupur — Khurja section of Eastern Dedicated Freight Corridor. Company has made claim against DFCC for prolongation and variation of the project which was on account of DFCC. Arbitration tribunal gave award Rs 936 Cr. in favour of TPL. TPL has received Rs 628 Cr against submission of Bank Guarantee. DFCC has challenged this award under court and matter is currently pending.	1,048



TATA PROJECTS LIMITED

Corporate Office Cignus 14th & 15th Floor Plot No. 71A Kailash Nagar Mayur Nagar Passpoli Powai Mumbai 400087 Maharashtra
India Tel + (91 22) 69222400 e-mail tplmumbai@tataprojects.com www.tataprojects.com
Registered Office Corporate Centre, 3rd Floor, Building Block B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai
400009 email tataprojects.com www.tataprojects.com CIN U45203MH1979PLC454032



Filed By	Respondent	Brief Facts & Current Status (Summaries)	Amounts or Claims
TPL (Tata Aldesa JV)	DFCCIL	<p>Company had executed work of Design and Construction of Civil, Structures and Track Works for Double Line Railway sum basis for Bhaupur — Khurja section of Eastern Dedicated Freight Corridor. Matter is currently pending. Company has made a claim against DFCC regarding abrupt change in minimum wages due to legislative change. Arbitral tribunal requested the Claimant and Respondent to jointly propose a consultant to submit report to tribunal for consideration.</p> <p>On submission of report by consultant tribunal passed favourable award of 109 cr; Till date company have received Rs 36.4 Cr against submission of BG. DFCC has challenged this award under court and matter is currently pending</p>	280
TPL	DFCCIL	<p>Company had execution of works of Design and Construction of Civil, Structures and Track Works for Railway on Design Build Lump-Sum Basis. Company has filed various claims over the course of the contract for prolongation, minimum wages and variations amounting Rs. 545 Crores. Matter is currently pending with arbitration tribunal, and hearing is under progress.</p>	545



TATA PROJECTS LIMITED

Corporate Office Cignus 14th & 15th Floor Plot No. 71A Kailash Nagar Mayur Nagar Passpoli Powai Mumbai 400087 Maharashtra India Tel + (91 22) 69222400 e-mail tplmumbai@tataprojects.com www.tataprojects.com
Registered Office Corporate Centre, 3rd Floor, Building Block B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai 400009 email tataprojects.com www.tataprojects.com CIN U45203MH1979PLC454032



Filed By	Respondent	Brief Facts & Current Status (Summaries)	Amounts or Claims
TPL	NMDC	<p>Company had execution of Installation of Blast Furnace (Package No.5) for 3.0 Million Tons Per Annum Integrated Steel Plant.</p> <p>Claim 1: Company has filed claim of Rs. 496 crs for prolongation upto 2019. However, arbitrator has rejected the claim. The Company has filed a Sec 34 application which is pending with Telangana High Court.</p> <p>Claim 2: for INR 354 Cr has been filed by Company with NMDC. Claims pertain to the prolongation between 2019 to 2023 & price variation between 2014 and 2022. Tribunal for the same is the process of being constituted, this would be ICC Arbitration and Matter is currently pending.</p>	358
TPL	CHiPS	<p>Company had execution of Master System Integrator (MSI) for BharatNet Phase-II Project in Chhattisgarh.</p> <p>Company has issued a notice of dispute as per Contract, requesting CHiPS for an amicable settlement of the ongoing dispute total claims raised are approx. 1180 crs. Due to inaction on part of CHiPS, Company issued notice for EOT, Pending receivables & Prolongation costs. CHiPS has</p> <p>failed to nominate its arbitrator hence Company has filed Sec 11 application for appointment of arbitrators.</p>	1,180

TATA PROJECTS LIMITED




Filed By	Respondent	Brief Facts & Current Status (Summaries)	Amounts or Claims
		CHiPS has encashed company's BG on 20th May, accordingly Company is in the process of filing Sec 9 at Commercial Court for deposit of this amount in court till final resolution and Matter is currently pending.	
TPL	NHAI	Company had execution of Six Lanning of Chittorgarh Udaipur Section of NH76. Company has filed various claims over the course of the contract for prolongation and variations amounting Rs. 310 Crores. Claim for extended period is under arbitration. Matter is currently pending.	310
Tecpro Systems Limited	TPL	Tecpro Systems was engaged by TPL as a subcontractor for Krishnapatnam Stage-II project but failed to complete the scope and abandoned the site. TPL engaged other vendors to finish the work and encashed Tecpro's BGs. Tecpro invoked arbitration; A ward pronounced by the Arbitral Tribunal. The claimant was awarded Rs.5.3 cr towards BG encashment and retention payments.	181
RS Pabbla Constructions Pvt Lmt (Talcher)	TPL	RS Pabbla was awarded Project for the Flue Gas De-Sulphurization (FGD) project at NTPC-Tamil Nadu Energy Co. Ltd., Vallur.	104



TATA PROJECTS LIMITED



Filed By	Respondent	Brief Facts & Current Status (Summaries)	Amounts or Claims
		<p>RS Pabla Construction is Subcontract by TPL but terminated due to non-performance and Statutory non compliances.</p> <p>RS Pabla initialled the arbitration claim 104 Cr while TPL counterclaim of Rs. 21 cr. Tribunal constituted; evidence stage ongoing.</p>	
Emerald Industries Limited	Tata Aldesa JV	Tata Aldesa JV issued three POs for ballast supply for DFCCIL. Emerald Industries sent a legal notice claiming Rs.41.37 Cr which was subsequently settled for Rs.13.11 Cr out of which Rs.10.50 Cr paid. Later on, Emerald issued another notice for claiming Rs.22.25 Cr towards excise duty reimbursement and other expenses. Arbitration initiated and Matter is currently pending.	65
ISGEC Heavy Engineering Ltd	TPL	TPL awarded PO & WO to ISGEC for supply and erection works of the Coal Handling Plant (CHP) Package for 1x800 MW unit at SDSTPS Stage-II. ISGEC invoked arbitration claiming Rs.49.61 Cr towards retention and prolongation costs. After failure of amicable settlement discussions, ISGEC filed petition for appointment of arbitrator.	50
Devi Engineering	TPL	TPL issued Work Orders to M/s Devi Engineering for Hindupur Substation works.	44
		Devi Engineering filed an MSME case before MSEFC Vizag citing delay in payments. The matter has	

G. Mani Mohan


TATA PROJECTS LIMITED



Filed By	Respondent	Brief Facts & Current Status (Summaries)	Amounts or Claims
		been referred to Arbitration. Notice intimating the matter being referred to Arbitration is awaited.	
3 Ciircles OPC Pvt. Ltd.	TPL + MCET	TPL issued three Work Orders for Civil, MEP, and Facade works to 3C. Following a Section 11 application by 3C before Bombay High Court regarding alleged unpaid dues, disputes will now be adjudicated by a Sole Arbitrator.	40
Three Circles	Tata Projects Limited	Three Circle engaged to crush boulders supplied by TPL to produce Ballast and Blanket material related to CTP 11. TPL acknowledged that the Three Circles was entitled to payment for work executed and idling charges, subject to contractual terms. However, the allegations regarding short supply of boulders and delay in lifting finished material are disputed. TPL issued subsequent contracts to address specific operational requirements, including idling charges and additional work. A separate Work Order was also issued for procurement of additional land, with TPL agreeing to compensate the Three Circles through land rent. Three Circles raised demand notices, claiming amounts of Rs. 24.62 crore and Rs. 38.88 crore respectively, along with interest. TPL disputes the quantum and basis of these claims. Three Circles unilaterally terminated the said Contracts. TPL maintains that the termination was	39



TATA PROJECTS LIMITED



Filed By	Respondent	Brief Facts & Current Status (Summaries)	Amounts or Claims
		<p>unjustified and not in accordance with the terms of the agreement.</p> <p>Three Circles invoked arbitration. TPL objected to the initiation of arbitration proceedings.</p> <p>Following disagreement on the appointment of the Sole Arbitrator.</p>	
3 Ciircles OPC Pvt. Ltd.	TPL + MCET	<p>Maneckji Cooper School - TPL engaged 3C as sub-contractor under three work orders for Civil (CSA), Facade, and MEP works.</p> <p>3C abandoned works and demanded exorbitant sums on a cost-plus basis (contrary to item-rate contract). TPL issued Notice of Default and Termination Notice. 3C allegedly failed to pay its own sub-contractors, who approached TPL for dues.</p> <p>3C filed application before Bombay High Court seeking appointment of Sole Arbitrator to adjudicate disputes with TPL and MCET under the work orders.</p>	33

G. M. M. Patil

TATA PROJECTS LIMITED

Corporate Office Cignus 14th & 15th Floor Plot No. 71A Kailash Nagar Mayur Nagar Passpoli Powai Mumbai 400087 Maharashtra India Tel + (91 22) 69222400 e-mail tplmumbai@tataprojects.com www.tataprojects.com
Registered Office Corporate Centre, 3rd Floor, Building Block B, 34 Sant Tukaram Road, Carnac Bunder, Mumbai 400009 email tataprojects.com www.tataprojects.com CIN U45203MH1979PLC454032