

ANNUAL REPORT



भारत 2023 INDIA

वसुधैव कुटुम्बकम्

ONE EARTH • ONE FAMILY • ONE FUTURE



Troop Comforts Limited

A Govt. of India Enterprise | Ministry of Defence

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Welcome to

Troop Comforts Limited

Excellence in Defence Manufacturing

Troop Comforts Limited (TCL) is a 100% Government owned Defence Public Sector undertaking under the Ministry of Defence, Government of India. With 160+ years of legacy, TCL manufactures advanced clothing and equipment for the Indian Armed Forces, MHA, and State Police, enabling them to operate in extreme conditions from -50°C to $+50^{\circ}\text{C}$. Our four manufacturing units across India deliver high-quality, innovative solutions for defence and civil sectors.



160+

160+ Years of Excellence

Evolution of Indian Ordnance Factories

The growth of the Ordnance Factories leading to its present setup has been continuous but in spurts. There were 18 ordnance factories before India became independent in 1947. 21 factories have been established after independence - mostly, in wake of defence preparedness imperatives caused by the three major wars fought by the Indian Armed forces. 40th Factory is under establishment at Nalanda, Bihar. Main events in the evolution of Ordnance Factory can be listed as below:

- 1801** - Establishment of Gun Carriage Agency at Cossipore, Kolkata.
- 1802** - Production started from 18th March 1802 at Cossipore.
- 1906** - The Administration of IOF came under a separate charge as 'IG of Ordnance Factories'.
- 1933** - Charged to 'Director of Ordnance Factories'.
- 1948** - Placed under direct control of the Ministry of Defence.
- 1962** - Dept. of Defence Production was set up at the Ministry of Defence.
- 1979** - Ordnance Factory Board came into existence from 2nd April.
- 2021** - TCL came into existence from 1 Oct, 2021 post corporatisation of OFB



100% Government Owned



4 Manufacturing Units



Established in 2021



-50°C to +50°C Range



OUR EXPERTISE

TCL deals in the manufacturing of various categories of Clothing items and accessories

Extreme Cold Climate Items

Specialized gear designed to withstand extreme cold conditions, protecting our forces in temperatures as low as -50°C .

Mountaineering Equipment

Specialized climbing and mountaineering gear for military operations in challenging terrains.

Tentages & Covers

High-quality tents and protective covers designed for various military applications and environments.

Life Cycle Clothing

Comprehensive range of uniforms and clothing items designed for durability and comfort throughout their service life.

Water Storage Equipment

Durable and portable water storage solutions designed for military deployments and field operations.

General Stores & More

Wide range of essential supplies and equipment for defense services and civil sector needs.



TCL CORE VALUES



CUSTOMER SATISFACTION

We are dedicated to build a long run relationship with our esteemed customers. We strive to understand our customers' needs, undertake requisite research & development initiative to deliver best quality products to fulfill their requirements.



RESEARCH & INNOVATION

We believe in research and innovation and keen to develop new products for our esteemed customers. We are committed to strive to improvement in every aspect involved in our business with a view to achieve excellence and competitiveness.



PEOPLE & TEAM WORK

We value our people and treat each other with dignity and respect. We are striving to Make TCL a dynamic, vibrant & value-based organization with exceptionally skilled, highly motivated & committed human resource to meet the current & future challenges. We believe in the highest levels of integrity and discipline.



QUALITY, TIME AND COST CONSCIOUSNESS

We are dedicated to deliver products that conform highest standard of quality, functionality, durability, reliability and maintainability. We are committed to deliver on time and at competitive price.





Company Vision

"To contribute to an ATMANIRBHAR BHARAT, that is SELF RELIANT in TECHNICAL TEXTILES AND APPARELS for our troops and billion lives."



HR Vision

Make TCL a dynamic, vibrant & value-based organization with exceptionally skilled, highly motivated & committed human resource to meet the current & future challenges.



HR Mission

To continuously innovate, evaluate and realign HR practices with the environment, business strategies/ directions and employee expectations to maintain relevance and to attract, nurture and retain talent.



Align all HR activities with the Organisation's Business Strategies

- ▶ Lead and manage organizational changes
- ▶ Institutionalization of competency-based HR Systems / Processes
- ▶ Building Employee commitment
- ▶ Building Enabling systems

HR STRATEGIES

Manage Attrition and Retention of Key Personnel

- ▶ Suitable reward policy
- ▶ Creation of a performance culture for nurturing key talents
- ▶ Identifying next generation leaders
- ▶ Career development programme
- ▶ Encouragement to exemplary employees

Employee Empowerment

- ▶ Build ownership
- ▶ Recognition of ideas
- ▶ Enabling Managers to take decisions within the policy framework
- ▶ Provide feedback and resolve issue

Develop Leadership Capability

- ▶ Identifying critical leadership competencies Build ownership
- ▶ Creating a context for leadership development
- ▶ Nurture leadership talent
- ▶ Put in place development systems, succession plans, training, programmes and projects, mentoring opportunities and management review teams

Develop Proactive Strategies on Employee Relations

- ▶ Fostering a culture of Discipline & Managing Discipline
- ▶ Proactive Industrial Relations (IR) Management
- ▶ Corporate Social Responsibility

Board of Directors



Shri Vijay Kumar Tiwari
Chairman & Managing Director
Add. Charge 01-12-23 to 30-09-24

Shri V K Tiwari an Indian Ordnance Factories Service (IOFS), 1987 batch officer, took over additional charge of CMD TCL w.e.f. from 01.12.2023 to 30.09.24.

He is Graduate in Mechanical Engineering from NIT Bhopal and Post Graduate Diploma in Computer Applications. With vast experience of BHEL Haridwar, he joined Indian Ordnance Factories Services in March 1988 and held the position as General Manager in High Explosives Factory Khadki and Ordnance Factory Bhandara. Over 35 years of work experience, he worked in the areas of Production, Quality, Maintenance, Information Technology, Production Planning, Purchase division, Engineering division etc.

His vast, rich and varied experience of working at various capacities and corporate level, will enable him in taking short term and long-term strategic decisions for the overall growth of the organization.

Shri Rajesh Gangadhar Chaudhary IOFS, NDC, assumed the role of the first Chairman and Managing Director of Advanced Weapons and Equipment India Limited (AWEIL) a newly formed Defence Public Sector Undertaking carved out of erstwhile Ordnance Factory Board under the Ministry of Defence w.e.f. 01st October 2021. Additionally, he has been entrusted with the position of CMD (Additional Charge) of the Company, taking on this role as an additional responsibility from 01.10.2024 to 15.12.2024. He is M. Tech in Design Engineering and joined Indian Ordnance Factories Services on 30.03.1988 and during his stint of 33 years in many Ordnance Factories, he worked in different fields of Planning, Production (Ammunition & Weapons) and others and also worked as General Manager of two Ordnance factories.



Shri Rajesh G. Chaudhary
Chairman & Managing Director
Add. Charge 01-10-24 to 15-12-24



Dr. Sanjeev Kumar Saxena
Chairman & Managing Director
Add. Charge 16-12-24 to 07-05-25

Dr Sanjeev Kumar Saxena, Chairman & Managing Director (Add. Charge) (16-12-24 to 07-05-25), an officer of the Indian Ordnance Factories Service (IOFS) 1989 batch, took over as Director (Finance) at TCL on 15-09-2021, and later took additional charge of Director Operations on 15-05-2023. He also served as Chief Financial Officer from 01-07-2022. Additionally, he was appointed as Chairman and Managing Director (CMD) in an additional capacity from 16-12-2024 to 07-05-2025. Furthermore, on 01-05-2025, he was promoted by the Ministry of Defence to the position of Additional Director General of Ordnance (C&S). Prior to that, he was heading Materials Management & Indigenization functions at Heavy Vehicle Factory, Avadi, Chennai, under the Ordnance Factory Board. He has 35 years of experience in Defence manufacturing Industry. He also has rich experience at OF Board in Business Strategy, HR, R&D and Quality management functions. In addition, he was the Director at National Academy of Defence Production, Nagpur. Graduated in Mechanical Engineering from GECT, Raipur in 1986, he Post graduated (M. Tech) from IIT, Kanpur in 1988 and Post Graduate Diploma in Management from MDI, Gurgaon in 1998. He has been awarded a Doctorate in Management by BITS, Pilani in 2017.

Board of Directors



Shri Sunil Date

Chairman & Managing Director

With Effect From 08-05-25

Shri Sunil Date, has taken over as Chairman and Managing Director of Troop Comforts Limited on 08.05.2025. Earlier, he had functioned as CMD (Additional Charge), Director Operations and HR of Gliders India Limited. He is BE in Electronics and Telecommunications engineering and was associated with Industrial Systems Group of BHEL for one and a half years before joining the OF organisation. An IOFS officer of 1989 batch, he has held important positions in various Ordnance factories like HAPF, OFIT, OFPM and OFAJ. He has a rich experience of more than 34 years in the fields of Maintenance, Procurement, Quality, R&D and Production in various Ordnance factories. He headed Quality and maintenance divisions in Ordnance factory Ambajhari and has notable contributions in Plant and process modernization, Predictive maintenance Industry 4.0 and quality. He is a qualified Energy Auditor from 2005 exam of BEE and was amongst the top 10 in India. He has also been a member of Energy Management and Energy Saving Sectional Committee of BIS.

Shri Surendra Dhapodkar Director Operation on the Board of TCL appointed on the Board of Company w.e.f. 16-12-2024 to 31-03-2025 as Director Operation. He is a Bachelor of Engineering in Mechanical, and Indian Engineering Service Batch 1990 & was associated with offshore Bombay high field offshore of ONGC (ICP- platform) for 20 month before joining the IOFS. Before joining the first Board of Directors, he has worked as an Additional General Manager in Heavy Vehicle Factory Chennai, First Secretary Technical (Indian Embassy Moscow, Russia), and various positions in OF Kanpur, OF Ambajhari. He has more than 33 years of experience dealing with production, maintenance, Procurement, and project. He has work in a very important prestigious assignment as a First Secretary in the Indian Embassy Moscow to deal with various Russian industries and projects dealt by the Department of Defence Production. He has been awarded Ayudh Bhushan in 2009 for his innovation work in field of maintenance. He has also contributed towards Tank Production technology (T-90, T-72, Arjun) at HVF & ammunition hardware production (Ordnance Factory Ambajhari & Ordnance Factory Kanpur).



Shri Surendra Dhapodkar
Director (Operation)

Add. Charge 16-12-24 to 31-03-25



Shri Rajeev Sharma

Director (Operation)

With Effect From 01-04-25

Shri Rajeev Sharma has a robust technical background, he holds a Bachelor of Engineering degree in Textile from Kanpur University. A distinguished officer of the Indian Ordnance Factories Service (IOFS), Batch of 1999, Shri Sharma brings over 23 years of extensive experience in production, maintenance, procurement, and project management. Before joining the Board of Directors, he served as General Manager (Operations) at TCL Headquarters, where he played a key role in optimizing operational efficiencies and spearheading strategic initiatives. Throughout his career, He has been instrumental in enhancing manufacturing processes, streamlining procurement strategies, and driving innovation in textile and defense production. His expertise in process optimization and supply chain management has significantly contributed to the organization's growth and efficiency.

Board of Directors



Shri Gopal Krishan Sinha
Director (Human Resource)
With Effect From 27-06-25

Dr Gopal Krishna Sinha a seasoned HR professional with a career spanning nearly three decades in BHEL, has assumed charge as Director (HR) with effect from 27-06-2025. He joined BHEL in August, 1995 as an Executive Trainee and steadily rose through the corporate hierarchy to be elevated to the position of Additional General Manager (HR), overseeing the HR function for one of BHEL's strategic business unit "Transmission Business Group", both for its Headquarter situated at Noida and sites spread across the country, prior to taking over the present assignment. He possesses a Bachelor's Degree in Science in 1991 and subsequently completed his post-graduation in Business Administration with a dual specialization in HR and Marketing in 1994 from the University of Lucknow. He has a rich and diversified work experience managing the end to end HR function covering the entire employee life cycle from recruitment till separation in the manufacturing units of BHEL located at Varanasi and Haridwar as well as handling key Corporate HR functions. He also served Delhi Metro Rail Corporation heading the HR function for a regular workforce of around 12500 employees of the Operations and Maintenance wing as well as the Mukhya Rajbhasha Adhikaari before repatriation to BHEL.

Shri Rajeev Prakash has completed B.A. Honors in English from St. Stephen's College, University of Delhi and M.A. in Development Studies from the Institute of Social Studies, Erasmus University. He is a 1995 batch Indian Post & Telecommunication Accounts and Finance Service Officer (IP&TAFS).

He has a vast experience in the field of finance and held various important posts in the Government of India. Prior to joining as Joint Secretary (Naval System) in Department of Defence Production, Ministry of Defence, Govt. of India in June, 2022, he has worked as Deputy Director General (Wireless Planning & Finance), Department of Telecommunication, Ministry of Communication.

Further, he was also a Government Nominee Director in Bharat Broadband Network Limited for more than 2.5 years. He is also Government Nominee Director in Garden Reach Shipbuilders & Engineers Ltd.



Shri Rajeev Prakash
Joint Secretary (Naval System)
Government Nominee Director
Upto 13-07-25



Dr. Garima Bhagat
Joint Secretary (Land System)
Government Nominee Director
With Effect From 14-07-25

Dr. Garima Bhagat is a B.Tech (Gold Medalist), M.Tech, MA (Economics), LLB (Gold Medalist) and a PhD (Distinction) from IIT Delhi. She secured Rank 1 in Higher Secondary Examination (1990) and Rank 1 in Engineering Service Exam, UPSC (1994). She is a 1996 batch Indian Revenue Service Officer (IRS-IT). With over 28 years of public service experience in the Government of India, Dr. Bhagat has accumulated extensive expertise in areas such as taxation, anti-corruption, public procurement, administration and competition law. She has held several significant positions within the Central Board of Direct Taxes (CBDT) and various Ministries of the Government of India. In 2024, Dr. Bhagat was awarded the prestigious national award for 'Meritorious service' by Finance Minister. Dr. Bhagat has also been a regular visiting faculty member at various apex educational and training institutions. She is the author of several research papers in leading international journals as well as 3 books on taxation.

KMP & Senior Corporate Management



Shri Suresh Gupta
CS & KMP upto 31-07-24



Shri Ajeet Pandey
CS & KMP w.e.f. 20-9-24



Shri Pankaj Gupta, ITS
Chief Vigilance Officer (CVO)



Shri Abhijit Banik
GM (TCL TA, Kanpur)



Shri B. S. Ready
GManager, OCFA, Avadi



Shri Amit Singh
GM, OEFHZ, Hazartpur



Shri Anil Ranga
GM, OEFC, Kanpur



Shri Rajesh Verma
GM, OCFS, Shahjahanpur



Shri Srikant S. Doiphode
GM (QA)



Dr. S.R.K. Vidyarthi
GM (Human Resource)



Shri Anil Kumar Yadav
GM (Technical Sanction)



Shri Sumit Patle
Joint GM (Operations)



Shri Abhishek Kumar
DGM (BD & A)



Dr. Pramod Kumar
DGM (Human Resource)



Shri Anand Dubey
DGM (Finance)



Shri Rajeev Arora
WM (Accounts)

Board of Directors & KMP

Chairman & Managing Directors

Dr. Sanjeev Kumar Saxena

(Add. Charge up to 07-05-2025)

Shri Sunil Date (w.e.f. 08-05-2025)

Functional Directors

Shri Sanjeev Kumar Saxena

(Director Finance and CFO)

Shri Surendra Dhapodkar

(Director Operation up to 31-03-2025)

Shri Rajeev Sharma

(Director Operation w.e.f 01-04-2025)

Shri Gopal Krishna Sinha

(Director HR w.e.f. 27-06-2025)

Nominee Director

Shri Rajeev Prakash - upto 13-07-2025

Dr. Garima Bhagat - w.e.f. 14-07-2025

Company Secretary & KMP

Shri Suresh Gupta - upto 31-07-2024

Shri Ajeet Pandey - w.e.f. 20-09-2024

Auditors

Statutory Auditor

M/s S. K. Kapoor & Co.

Chartered Accountants, Kanpur

Secretarial Auditor

Janvi Mordani

Practicing Company Secretary, Kanpur

Cost Auditor

M/s Jay Narain & Co.

Practicing Cost Accountant, Kanpur

Internal Auditor

M/s Maheshwari & Goyal

Practicing Chartered Accountant, Indore (MP)

Bankers

State Bank of India

HDFC Bank

ICICI Bank

Axis Bank

Registered Office

TCL Corporate Bhawan, G.T. Road,

Kanpur-208013 Uttar Pradesh, India

CIN No. U18109UP2021GOI150744

Corporate Information

Senior Corporate Management as on 31.03.2025

Shri Pankaj Gupta, ITS

Chief Vigilance Officer (CVO)

Shri Abhijit Banik

General Manager (TCL Training Academy, Kanpur)

Shri B. S. Ready

General Manager, Ordnance Clothing Factory Avadi (OCFA)

Shri Amit Singh

General Manager, Ord. Equipment Factory, Hazartpur (OEFHZ)

Shri Anil Ranga

General Manager, Ordnance Equipment Factory, Kanpur (OEFC)

Shri Rajesh Verma

General Manager, Ord. Clothing Factory Shahjahanpur (OCFS)

Shri Srikant S. Doiphode

General Manager (QA)

Dr. S.R.K. Vidyarthi

General Manager (Human Resource)

Shri Anil Kumar Yadav

General Manager (Technical Sanction)

Shri Sumit Patle

Joint General Manager (Operations)

Shri Abhishek Kumar

Deputy General Manager (BD & A)

Dr. Pramod Kumar

Deputy General Manager (Human Resource)

Shri Anand Dubey

Deputy General Manager (Finance)

Shri Rajeev Arora

Works Manager (Accounts)

Corporate Officials's



TCL Units & Offices



Ordnance Equipment Factory, Firojabad



Ordnance Clothing Factory, Shahjahanpur



Ordnance Clothing Factory, Avadi



Ordnance Equipment Factory, Kanpur



TCL Head Quarter, Kanpur



TCL Training Academy, Kanpur

Events



The successful demonstration of Logistic Drone having a payload of 40 kg was also made which astounded the Vice Chief of Army Staff. The technical aspects were discussed and TCL efforts to keep up with the current technological era were appreciated



Troop Comforts Limited (TCL) has unveiled its new #ProcurementManual, aligned with MoF guidelines, to enhance business operations and ease of doing business. Released by CMD Sri V.K. Tiwari in the presence of Director Dr. S.K. Saxena and senior officers and the manual aims to streamline procurement processes and to cater business needs of TCL as a Defence unit



Lt. Gen. Amardeep Singh Aujla, MGS along with senior army officers visited Ordnance Equipment Factory, Kanpur on 20.09.2024 where he inspected the Exhibition Hall, Production Shops and Laboratory of OEF Kanpur.

Events



A training session on AI applications in textile Industry was also conducted by Prof. K.S. Venkatesh from IIT Kanpur. This aligns with TCL's ongoing commitment to innovation and integrating cutting-edge technologies into their product lines. #AI #TextileTech #TCLFoundationDay



The third foundation day of Troop Comforts Limited was celebrated at the corporate headquarters with great enthusiasm. The event commenced with the hoisting of the TCL flag by Dr. S. K. Saxena, Director of Operations and Finance



A high delegation from the Guyana led by Brigadier General Omar Khan Chief of Staff, Guyana Defence Forces visited Kanpur; wherein, Delegation of TCL under the leadership of Mr Abhishek Kumar, DGM/M&E displays the prowess of state of the art products in the premises of AWEIL

Events



Sh. B. S. Chandael, Second-In-Command (TPT), HQ DG BSF, New Delhi visited TCL HQ on 13.12.2024. Shri Rajeev Sharma, GM/Ops welcomed, briefed various products and R&D efforts of TCL. Shri Chandael appreciated TCL range of products & sue for development of products for BSF also.



TCL successfully participated in the 5th MET 2024 and 15th HTS 2024 exhibitions from 4-6 Sep in Mumbai. Senior officers, Sh. Birendra Singh (Jt. GM/OEFC) and Sh. Abhishek Kumar (Dy. GM/TCLHQ), led the team in showcasing TCL's advanced defense and security solutions. #MET2024 #HTS2024



Shri Baliram Shinde, Chief Manager at Mazagon Dock Ltd., visited TCL's stall at MET+HTS 2024. As a token of appreciation a memento was presented to him by Shri Birendra Singh, Jt. GM/OEFC. He expressed interest in TCL Range of products. #MET2024 #HTS2024

Events



The CHAD Defence delegation, led by General of Division Tahir Ibrahim Djouma, representative of the Minister of the Armed Forces, visited Kanpur along with official from DDP, MOD. During the visit, the TCL delegation headed by Mr. Abhishek Kumar, DGM/Business Development,



TCL participated in LAAD 2025 held in Rio de Janeiro, Brazil from 01–04 April. Sh Suresh K Reddy, Indian Ambassador to Brazil, inaugurated the India Pavilion & received a memento from Sh Abhishek Kumar, DGM. He interacted with exhibitors & appreciated TCL products



TCLHQ Sports Carnival 2025 was successfully held on 05 February 2025, with the theme "Victory Starts With Unity".

TCL CONTRIBUTION OF DEFENCE PUBLIC SECTOR TOWARDS CSR : BUILDING A SASHAKT BHARAT

TCL has embraced the policy of Corporate Social Responsibility (CSR), based on the principle of integrating social and environmental concerns into business operations, with a focus on supporting underserved communities. CSR at TCL extends beyond the pursuit of profit to include sustainable practices that benefit society, such as environmental stewardship, philanthropy, ethical labor standards, and community engagement.

TCL has allocated funds for Corporate Social Responsibility (CSR) activities in the past two financial years, specifically 2022-2023 and 2023-2024. These expenditures have been focused on the theme of Health and Nutrition, as stipulated by the Department of Public Enterprises in their circular (F. No. 8/2/2018-Dir (CSR)) dated April 24, 2024. This CSR investment aligns with the requirements outlined in Section 135 of the Companies Act 2013.

M/s. ALIMCO, TCL successfully facilitated the distribution of various assistive devices to 127 Divyangjan (differently-abled individuals). A total of 389 items, including 55 motorized tricycles, 82 knee braces, 38 lumbar support belts, 52 digital BTE hearing aids, 44 adjustable crutches, and 28 walking sticks, were distributed, significantly enhancing the mobility and well-being of the beneficiaries.

As part of its CSR initiative, TCL partnered with Unnati Foundation to sponsor the training of 963 students through the transformative "UNXT" program

TCL's generous support to ISKCON (International Society for Krishna Consciousness) bolsters its health and nutrition programs, aimed at enhancing the well-being of underserved communities. Through its global initiatives, including the "Food for Life" program.

TCL also support to The Kanpur Parivartan Forum who has been driving social welfare initiatives, such as waste management, increasing green cover through sustainable plantations, and organizing the "Roti Bank" to provide meals for the underprivileged with the theme "Koi Bhookha Na Soye."

During the FY 24-25, TCL has voluntarily spent on CSR of Rs. 5 Lakh for Health and Nutrition through Organic Farming through Kanpur Parivartan Forum.



Our Products

BALLISTIC PROTECTION GEARS



Vest-bullet resistant Vest
-Threat Level- IIIA



Bullet resistant jacket
for canine



Bullet resistant jacket -BRJ



Bullet resistant jacket
-NIJ Threat Level IV



Bullet resistant jacket
-bhabha kavach Threat Level- III+



Bomb suppression blanket



Bomb Disposal Suit



Ballistic-Helmet



Ballistic-Briefcase

SUPPLY DROP EQUIPMENT



Platform cargo aerial
delivery for AN- 32



Skid Board for
MI - 8 Helicopter



Cargo Aerial Delivery
Supply Drop Parachute

Our Products

BOOT ,GLOVES ,SADDLERY EQUIPMENT



Saddlery Equipment



Shoes oxford



Modular gloves



Gloves leather whitelined



Industrial safety shoes



Gloves Outer
Gloves Inner (GOGI)



Desert combat boot



Boot multipurpose



Boot high ankle
rubber pu sole



Boot high ankle direct
vulcanized sole



Anti skid shoe working



Boot Crampon

Our Products

EXTREME COLD CLIMATE CLOTHING ECC



Cap balaclava
-og-improved



Coat extreme
cold climate



Jacket extreme
cold climate-two layer



Overall winter for
afv crews



Trousers extreme
cold climate



Light Weight
Sleeping Bag - 200 C

GENERAL STORES



Tactical knee & elbow pad



Rucksack 70 ltrs



Back kit universal MK-II



Duffle trolley bag



Airborne rucksack 70 ltrs



Rucksack 90 ltrs

Our Products

LIFE CYCLE CLOTHING



Jacket & Trouser
Combat P.c.



Coat Combat
Disruptive



Coat Comabt-lighter
Pattern



Advanced Combat
Uniform

SPECIAL CLOTHING & MOUNTAINEERING EQ.



Jacket & trouser
wind cheater



LEVEL-I
Extreme cold weather
clothing system-ecwcs-himveer7 layer system



Jacket & trouser
wind cheater



Cap glacier
improved version

TENTAGES WATER STORAGE EQUIP. COVER



Tent extendable frame
supported-tefs



Tent extendable frame
supported fire retardant



Medical tent
white anti-microbial

Our Products

WATER STORAGE EQUIPMENT



Chagul Universal



Water Tank 230 Litre



Water Tank 6140 Litre

OTHER PRODUCTS



Canopy Top



Surveillance Drone



Fr Overall



Duffle Trolley Bag



Multiple Element Net



Jacket/trouser
Wind Cheater



Mattress Ecc3



Shirt Angoladrab
& Trouserserge



JERSEY V NECK DARK
OG 64'S GRADE WOOL

Chairman's Speech



Dear Shareholders,

It is both an honour and a privilege to welcome you all to the 4th Annual General Meeting of Troop Comforts Limited. At the very outset, on behalf of the Board of Directors, I wish to extend our heartfelt gratitude for your continued trust, encouragement, and steadfast support to the Company. As the New Chairman of this venerable institution, it gives me great pleasure to address this gathering today. I take immense pride in being part of the remarkable transformation of our Ordnance Factories into seven new Defence Public Sector Undertakings (DPSUs), with TCL emerging as a key entity among them. With the collective efforts of my esteemed fellow Board Members and the unwavering commitment of our dedicated employees, we are now fully equipped to navigate the challenges ahead and forge a path towards enduring growth.

I wish to formally acknowledge the leadership and vision of CMD Shri V.K. Tiwari, IOFS, and Dr. Sanjeev Kumar Saxena, IOFS, for their work with your company during the financial year 2024-2025.

I would like to take this opportunity to share the key highlights of TCL and provide insight into our future outlook.

Financial Performance

In the Financial year 2024-25, the company has recorded a revenue of Rs.553.81 Crore, in contrast to Rs. 280.36 Crore in the preceding financial year 2023-24, which is a 97.54 % hike. Additionally, the net loss was reduced to Rs.132.96 Crore from Rs.303.07 Crore in the previous year 23-24, indicating enhanced fixed cost absorption and increased operational scale. The Company's revenue from operations has increased during the current financial year, driven by a more robust order book compared to previous years. This growth can be primarily attributed to TCL's commitment to supply its diversified product range to the Indian Army, which constitutes its principal customer and others. In the financial year 2024-25, the demand from the Indian Army exhibited a marked improvement. Furthermore, with the proactive support of the Ministry of Defence

(MoD) and the Department of Defence Production (DDP), the Company secured significant orders in the last quarter of FY 2024-25, effectively mitigating the overall impact on revenue.

Operational Performance

Since commencing operations as a Defence Public Sector Undertaking (DPSU), TCL has focused on developing technologically advanced products and diversifying its offerings to maintain a robust order book. Our emphasis on R&D has led to the successful indigenization of several key items required by Indian Army, including:

- ECWCS (Extreme Cold Weather Clothing System)
- Boot Crampon
- Modular Gloves (HIMCLOS) and
- High Altitude Mountaineering Equipment

Apart from the above, Indian Army, has shown confidence in TCL by engaging TCL in the Product Improvement of various existing products such as:

- Track Suit
- Net Mosquito with Insect Repellent properties
- Smock Denison for Paratroopers
- Light Weight Combat Boot and
- Drill Shoe



TCL is also developing customized products such as Boot Ankle Black and Strolley Bag required by Indian Navy as well as Coat Combat Digital Print for IAF, which are under development stage.

Way Ahead

TCL is committed to develop technologically advanced niche products through in-house R&D, Make-II, and IDEX initiatives. We are exploring new business opportunities in import-substitute items for the Indian Army and aim to expand our product profile to align with customer requirements. In our diversification efforts, we are establishing manufacturing capabilities for:

- Vehicle Armouring
- Lightweight Ballistic Helmets
- Boot Multipurpose under Indigenization
- MSCN (Multi Spectral Camouflage Nets)
- Anti G suit
- Bomb disposal suit

Moreover, we are focusing on maximizing renewable energy sources, particularly solar energy, to power our production activities. TCL is in the process of establishing rooftop solar power plants across all units to meet 50% of our energy requirements through solar, contributing to India's energy surplus.

Order Book Position

The current order book position of Troop Comforts Limited stands at Rs.1,146 crore for the financial year 2025-26. Owing to the tireless efforts of our dedicated team, and the steadfast support from the Ministry of Defence (MoD) and Department of Defence Production (DDP), we anticipate an additional nearly Rs. 600 crore worth of orders to be finalised in the near future. Furthermore, we are actively pursuing opportunities through competitive bidding to secure further orders and strengthen our market position both in the domestic as well as global markets.

Capex and Modernisation

TCL is prioritizing the modernization of its existing manufacturing facilities to enhance its production capabilities. As part of its capital expenditure (CAPEX) and modernization initiatives, the company has already invested Rs. 30.32 crore upto August 2025 towards upgrading infrastructure and plans for future

investments to the tune of Rs. 194 Crore are at different stages of approval.

Export Focus Area

TCL is determined to expand its global footprint by exporting in-house designed products tailored to the global market's needs. We are actively analyzing and pursuing export opportunities in regions like South East Asia, the Middle East, Africa, and South America. In the Financial year 2024-25, TCL exported Combat Military Uniform to the Suriname Army, having value as Rs. 1.88 cr under Defence diplomacy fund. The item supplied by TCL has been immensely appreciated by the government of Suriname. Further in the current financial year, TCL has completed production of one export contract for 10 Brake parachutes of SU-30 for Malaysia. Our strategies for promoting exports include brand building and visibility through participation in national and international defense exhibitions.

Corporate Governance

TCL maintains the highest standards of ethics and transparency in all business activities. We comply with Corporate Governance guidelines issued by the Department of Public Enterprises (DPE) and have received an "Excellent" grading in our self-evaluation for the Financial Year 2024-25. In conclusion, I extend my heartfelt gratitude to the Ministry of Defence, government authorities, and our esteemed shareholders for their ongoing support. I also acknowledge the dedication of our Board Members, senior management, allied establishment, and all employees who contribute to our shared vision. Together, with the continued encouragement of all stakeholders, TCL is poised for accelerated growth.

Jai Hind

For and on behalf of the Board of Directors
Sd/-

Sunil Date

Chairman & Managing Director
DIN: 09282249

Date: 03-09-2024

Place: Kanpur, U.P.

Directors' Report



To

The Members,

The Board of Directors is pleased to present the 4th Annual Report detailing the business and operational activities of the Company, accompanied by the Audited Financial Statement for the Financial year ended March 31, 2025.

BUSINESS REVIEW

During the year under review, our Company has had the opportunity to gain Additional experience operating as a corporate entity, following our establishment as a new DPSU in accordance with the Union Cabinet Notification No. CG-DL-E-01102021-230101 dated October 1, 2021. We have made noteworthy progress in developing the expertise required to function effectively in this capacity. Our focus has been on making thoughtful decisions and establishing sound policies, while continually prioritizing our business operations.

Following the corporatization process, the Company faced various challenges that were effectively addressed from time to time. In the financial year 2024-25, we observed a notable enhancement in demand from the Indian Army. Moreover, with the valuable support of the Ministry of Defence (MoD) and the Department of Defence Production (DDP), the Company successfully secured significant orders in the last quarter of FY 2024-25, helping to alleviate the overall impact on revenue.

The Board of Directors and management of the Company are dedicated to restoring synergy and leveraging the assets and financial support provided by the Government of India. We strive to foster collaboration for the greater good of our stakeholders while making a positive contribution to the Indian economy.

TCL is mainly engaged in manufacturing of Life Cycle Clothing (LCC) of Armed Services, Extreme Cold Climate Items (ECC), Special Clothing & Mountaineering Equipment (SCME), Protective Gears, Supply Drop Equipment (SDE), Water Storage Equipment, Covers, Tents, Leather Items, Ballistic Protective Gears, Vehicle Armoring, Surveillance & Logistic Drones, Arrestor Barrier, General Stores etc. for both Defense Services and Civil Sector.

PERFORMANCE HIGHLIGHTS AND FINANCIAL RESULTS

Revenue From Operations :

Your company has achieved revenue of Operations Rs. 553.81 Crore in FY 2024-25 in comparison to the previous financial FY 2023-24 Rs. 280.36 Crore.

The company has observed a positive increase in revenue from operations during the current financial year, which can be attributed to a strengthened order book compared to previous years. This growth is largely a result of TCL's ongoing commitment to providing a diverse range of products for the Indian Army, its primary customer, as well as a variety of other valued clients.

FINANCIAL PERFORMANCE

(₹ in Crore)

Particular	FY2024-25	FY2023-24
Revenue from Operations	553.81	280.37
Other Income	79.55	63.12
Gross Income	633.36	343.49
Earnings Before Interest, Taxes & Depreciation	(165.35)	(386.79)
Less: Finance Costs	-	-
Less: Depreciation	20.25	19.70
Profit Before Exceptional Items and Tax	(185.60)	(406.49)
Less: Exceptional Items	-	-
Profit Before Tax	(185.60)	(406.49)
Less: Tax Expense	-52.64	-103.42
Profit After Tax	(132.96)	(303.07)
Other Comprehensive Income (net of tax)	-	-
Total Comprehensive Income	-	-
Profit & Loss Appropriation Account	(132.96)	(303.07)
Amount available for appropriation (including Opening Balance)	(267.74)	35.33
Less: Final Dividend paid for the previous year	-	-
Less: Interim Dividend paid	-	-
Less: Dividend Distribution Tax paid	-	-
Less: Amount transferred to Reserves	-	-
Balance	(400.71)	(267.74)

The company attained a gross income of ₹ 633.36 crore for the financial year 2024-25, in contrast to ₹ 343.49 crore reported in the preceding financial year (2023-24). The reported profit before tax (PBT) for FY 2024-25 was ₹ (185.60) crore, marking an improvement from a loss of ₹ (406.49) crore in FY 2023-24. Furthermore, the overall loss for the year was significantly reduced from ₹ (303.07) crore in the previous financial year to ₹ (132.96) crore in FY 2024-25.

DIVIDEND AND RESERVE

- In order to preserve the Company's resources for future business assignments, your Company decided not to declare a dividend during the year under review and also transferred to reserve was not applicable.

SHARE CAPITAL

Paid-up Capital :

The paid-up capital of the Company as on 31st March, 2025 was ₹ 4,933.43 Cr. However, TCL has issued equity shares of worth ₹ 84 Crore to the Government of India on rights basis during the FY 2024-25. The capital structure of TCL as follows ;

Particulars	Par Value (In Rs. `)	Total Value (` in Crore)
Authorized Share Capital as at 01.04.2024	10	5,000.00
Add: Increase during the year		5,000.00
Closing Authorized Share capital as at 31.03.2025	10	10,000.00

Particulars	Par Value (In Rs. `)	Total Value (` in Crore)
Equity Share Capital as at 01.04.2024	10	4,849.43
Add: Increase during the year	10	84.00
Closing Equity Share capital as at 31.03.2025	10	4,933.43

Reserve : Other Equity representing reserves and P&L Account balance stood at ₹ (248.56) Cr. as at the end of the year.

OPERATIONAL PERFORMANCE

During the year under review, TCL carried out the business activities of manufacturing and supply of Clothing items and accessories required by the Indian Armed Forces, Paramilitary Forces & State Police Forces. During the reported financial year i.e. 2024-25, following strategies have been executed for sustainability along with continual growth:

- Development of Import Substitute solutions under ATMANIRBHAR BHARAT, MAKE-IN-INDIA such as boot Crampon.
- Development of niche technologies i.e. Ballistic Protective Gears such as Bomb Disposal Suit & Various Break Parachutes & Vehicle Armoring facilities.
- Business Partnership with OEM's for co-development and co-production activities.
- Launching of selected range of products for commercial Civil Market under "TROOPS" brand logo through TCL retail outlets and e-commerce platforms.
- Penetrating Export Market for selected TCL range of products.

- Securing and execution of an export order of Rs. 1.88 cr. for "Combat Military Uniform" supplied to Suriname Army under defence diplomatic fund. Receipt of another export order of SU-30 Brake Parachute from Malaysia.
- Commencement of sale of selected range of products for commercial civil market under "TROOPS" Brand from TCL retail outlets.

Apart from above strategies, TCL also filed 11 IPR's in the Industrial designing of products. As thrust in R&D initiative and providing import substitute solutions to Indian Army, TCL has developed indigenized version of following items which were being imported by the Indian Army.

- Boot Crampon
- Modular Gloves (Gloves HIMCLOS)

Both the above items have been found suitable in User trial and evaluation done by the Army HQ.

ORDER BOOK POSITION

In line with the DDP decision of 08.01.2024, Orders of worth Rs. 1206 Cr. were received in the last quarter of FY. 2023-24, which was scheduled to be supplied in the next FY. 2024-25. Summarized the order book position of TCL for FY. 2024-25 and subsequent years was as under:

Amount in Crore (including GST)

Financial Year 2024-25 (As on 01.04.2024)	Financial Year 2025-26 (As on 01.04.2025)
1330.00	1249.00

During the FY. 2024-25, further orders of Rs. 615 cr. have been received by TCL from different customers.

FUTURE PROSPECTS

- The Board of Directors of your Company along with the employees of all level are striving their best to drive the Company towards increased turnover and profitability. For this the Company is in active contact with its customers i.e. Services, Paramilitary forces and State Police forces also, Ministry of Defense to secure the orders. TCL is also focusing on new emerging business opportunities in the Import substitute items of the Indian Army and niche products like Anti G-Suit, Light Weight Ballistic Helmets/ Bullet Resistant Jackets, Medical Textiles etc. The Company endeavors to grow in each of its vertical by expanding its product profile, aligning with customer requirements and diversification of customers.

The Company is also participating in the various RFPs issued by the Indian Army, Indian Air force, Indian Navy and other customers for securing the orders through competitive bidding. As a result, the Company has secured various orders from Indian Army, Indian Air force, Indian Navy and other MHA forces and State Police forces, in the FY. 2024-25.

For wider visibility of TCL products for young generations, TCL retail outlets in different geographical locations across India have been opened in FY.2023-24 and revenue recognition in terms of Sale of products through these outlets has also been achieved in the FY. 2024-25, which is expected to increase in the upcoming years.

EXPORT INITIATIVES

- During the year under review, your Company in its strategy of expanding its customer base in the overseas market, has taken several initiatives to secure the export orders and making its global footprints by exporting the customized requirements of the international market. The Company is getting the export leads from South East Asia, Middle East, Africa, Nepal, Israel, Suriname etc. Strategies adopted to promote and enhance the Company's export business include brand building & visibility through presentations, participation in exhibitions, regular interaction with Defense Attaches, offering of TCL products under Defence Diplomatic Fund/Gratis basis, Channel Partners also.

In its export initiatives, TCL executed its first export order of Snow Boots from Nepal Armed Police Force in the FY. 2023-24. Subsequently, in the FY. 2024-25, TCL has also executed an export order of Rs. 1.88 cr to Suriname Army for Combat Military Uniform. Another export order of SU-30 Brake Parachute to Malaysia is also under execution.

INDIGENISATION AND MAKE IN INDIA INITIATIVES

- The Company has adopted the 'Make in India' initiatives launched by the Government of India and successfully implemented the 'Make in India and Indigenization policies promulgated by the Government from time to time. The Company has been consistently progressing towards achieving self-reliance through determined efforts to increase indigenization in key areas of Troop Comforts items.

As a part of the Government's efforts to achieve self-reliance in Defense production, presently all the products of TCL range are manufactured with indigenized materials.

PROCUREMENT

E-procurement :

- Your Company is continuously endeavoring to maximize the procurement of materials and services through GeM portal in line with the MoD guidelines. During FY 2024-25, 85%-90% the procurement has been done through Gem portal.

Procurement through Government e-Marketplace (GeM) :

- GeM portal is a fair, transparent and robust digital platform, enabling to achieve maximum advantage through competitive bids by reaching to lakhs of vendors registered on the platform. All the units under TCL are already registered with GeM portal for procurement of goods and services, including capital items, office equipment etc.

Preference to Start-ups :

- With a view to encourage Start-ups, the Company is following the Govt. guidelines with respect to prior experience and turnover, without compromising technical specification and quality standards.

PROCUREMENT FROM MICRO AND SMALL ENTERPRISES (MSES)

- The Company has also been providing thrust on enhancing procurements from MSEs. During FY 2023-24, around 60% of the indigenous procurement (excluding BNE items) has been done from MSE sector, as against the revised mandatory target of 25%. The Company has reserved 358 items reserved by the Government of India and instituted liberalized payment terms in order to enhance their liquidity to tackle multiple long-term projects smoothly.

The Company is registered with registered Public Procurement Policy Monitoring Portal MSME Sambandh' and adopted Trade Receivable Electronic Discounting System (TReDs), a payment system introduced by the Government of India to ensure timely payment to MSEs immediately after the acceptance of their bills on a discounting system.

VENDOR DEVELOPMENT MEETS

- To strengthen the procurement cycle, vendors from various sections, especially from MSE and SC/ST sectors in line with the Government of India policies, your Company has participated in several meets, webinars and programmes organized by Confederation of Indian Industry (CII), Society of Indian Defense Manufacturers (SIDM) etc. during the year.

As a part of vendor development program, the Company organized vendor meets during the year viz. Hybrid Vendor Meet during Vigilance Awareness week as well as during the Quality Month for guiding, training and sensitizing TCL vendors for the policies and procedures of TCL. On line Vendors registration portal develop by TCL is fully functional for the on Boards and registration of Vendors.

INTEGRITY PACT

- The Company has adopted Integrity Pact for procurement transactions/contracts above Rs 50 Lakh, in line with the directives of MoD and Central Vigilance Commission. The Pact essentially envisages an agreement between the prospective vendors/bidders and the buyer (TCL), committing the persons/officials of both sides, not to resort to any corrupt practices in any aspect/stage of the contract. Only those vendors/bidders, who commit themselves to the Pact, would be considered competent to participate in the bidding process.

Presently, Shri A. K. Akhaya, are the Independent External Monitor (IEM) for monitoring, implementation of Integrity Pact in the Company. During the year 2024-25, no complaints were received by the IEM from any of the Company's vendors.



RESEARCH & DEVELOPMENT (R&D)/TECHNOLOGY ABSORPTION

- Post Corporatization, TCL is moving ahead in the development of technologically advanced products through In-house R&D/ Make-II & IDEX routes. During the reported financial year 2024-25, indigenized version of following SCME (Special Clothing & Mountaineering Equipment) items of Indian Army have been developed:

- Boot Crampon under RFI have been found suitable in User trial and evaluation.
- Modular Gloves (Gloves HIMCLOS) have been found suitable in User trial and evaluation.
- Rock Piton as High-Altitude Mountaineering Equipment under RFI. Samples are under user trial and evaluation.

In addition to above indigenization efforts made by TCL, manufacturing capability for the following items have also been created in TCL:

- Brake Parachutes for SU-30 & Hawk.
- Gaganyaan Parachute system

Apart from the above-mentioned items, development of several other futuristic items such as Anti G Suit, Light Weight Ballistic Helmets, High Altitude Parachute Penetration System, Multi Spectral Camouflage Nets (MSCN) are under different stages of development.

All the four units of TCL have dedicated infrastructure for the designing and development of products through In-house R&D efforts.

During the reported year, the Total R&D expenditure was Rs. 4.93 Crore. However, Rs. 3.68 Crore was incurred by the Company under the R&D head against the revenue from operations of Rs. 553.81 Cr.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

- Government Company engaged in producing defence equipment are exempted to furnish the information with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

CONTRIBUTION TO DIO/IDEX

- In order to foster innovation and technology development in Defense and Aerospace, "Innovations for Defense Excellence" (IDEX) has been launched by the Government of India. In line with MoD guidelines, Company identified one area such as "Designing of Thermal Agile mannequin to measure comfort parameters in simulated high-altitude areas" for promotion of innovation and technology development for Defense Excellence. Contract was signed with IDEX winner and it is under phase wise execution as per problem definition statement.

INTELLECTUAL PROPERTY RIGHTS (IPR)

- The Company already constituted Intellectual Property Rights (IPR) cell to promote invention, innovation and IPR awareness. Increased thrust was given towards generation of in-house IPR, supported by Mission Raksha Gyan Shakti, an initiative of MoD. During the year, TCL filed IPR applications and – IPR have been granted.

ARTIFICIAL INTELLIGENCE INITIATIVES

- In line with MoD's thrust towards adoption and deployment of artificial intelligence ('AI') technology. The Company is exploring to enable AI based systems to build a vibrant AI ecosystem in the Troop Comforts range of items as well as processes.

STARTUP INDIA

- Startup India initiative of the Government of India aims to build a strong ecosystem for nurturing innovations and startups in the country to drive sustainable economic growth and generate large scale employment opportunities. In order to support the Government initiative and emergent magnitude of startups, startups such as BoN V, and have been promoted for providing the valuable contributions in the manufacturing of defense items.

QUALITY ASSURANCE AND QUALITY MANAGEMENT

- The Company is committed to maintain the quality in each and every product intended for Indian Armed forces and other stake holders with utmost customer satisfaction. All the TCL manufacturing units are certified for Integrated Management System on ISO 9001:2015 for Quality Management System, ISO 14001:2015 for Environment Management System and ISO 45001:2018 for Occupational Health & Safety Management System by respective certification bodies. The certification is for Design, manufacture of various Troop Comforts Items. In line with MoD directives, independent QA post headed by SAG level officer and assisted by QCO of factories is functioning who in turn is directly reporting to CMD in all the QA related matters. All the units of TCL have skilled & experienced QC team, who is continually engaged right from the inspection of incoming raw materials to the stage inspection as well as final inspection of the products, manufactured by TCL units. For upgrading the skill of manpower, time to time customized training sessions including on-job training are organized in adopting updated inspection methodologies and best garment industry practices to ensure the consistency & reliability of quality products. The Company has emphasized on defect avoidance through awareness training, self-inspection and root cause analysis to identify appropriate corrective and preventive measures for achieving continual improvement, which in turn has led to cost reduction and reduction in rework of Troop Comforts Items.

All the manufacturing units of TCL have NABL accredited In-house Laboratories for testing of quality parameters in each and every raw material sourced through trade and other sources to ensure that raw materials conforming to specified quality as per the Military Grade specifications, are being used in the manufacturing of end products.

The ISO implementation teams in each unit of TCL, coordinates in execution of risk management policy of its unit. Risks are discussed at different levels of management. High risk issues deliberated in the Performance Review Meetings of each unit are taken up for further deliberations and future action by the Board of Directors. During the reported financial year 2024-25, updated Quality Management System plan has been adopted by the manufacturing units of TCL.

NATIONAL RECOGNITION / AWARDS

- To promote the TCL range of products and newly developed Import substitute items, TCL has participated in the following exhibitions:
Material Engineering, Equipment, Technology & Heat Treatment Show (MET & HTS) Exhibition organized by ASM International, India Chapter & TAFCON in Sep'2024. Techkriti'2025 organized by IIT Kanpur in Mar'2025. During the reported financial year 2024-25, TCL also showcased its product range and segment to various foreign dignitaries such as Israel, Republic of Chad, Guyana, Democratic Republic of Congo etc.

HUMAN RESOURCE Manpower

- The total manpower strength as on 31st March, 2025 is 4726 including 50 Group A officers, 1997 Group B officers and 2679 Group C employees. Additionally, the manpower strength also includes 08 executives on fixed term basis.
The position regarding representation of SCs/ STs/OBCs/PwBDs (i.e. Persons with Benchmark Disabilities) and women employees in various categories as on April 01, 2024 and March 31, 2025 is given in **Annexure 'A'**. The details of recruitment of SCs/STs/OBCs/PwBDs and women personnel are given in **Annexure 'B'**.
The reservation of 4% for recruitment of PwBDs has been provided in Group 'A', 'B', 'C' and 'D' categories in compliance with the 'Persons with Disabilities (Equal Opportunities, Protection of Rights and Full Participation) Act, 1995' and the 'Rights of Persons with Disabilities Act, 2016'.

INDUSTRIAL RELATIONS :

- Industrial Relations are remained harmonious throughout the Financial Year 24-25. Works Committee elections were held in a smooth manner without any incidents. Works Committee Meeting were also held regularly. JCM meetings under the chairmanship of DDG/DFU were also held. Overall industrial relations between the Management and Union/Association continued to be peaceful and the workmen union/ association co-operated with the management to work towards the common objective of the Company. At the Apex Level, CPCT (Corporate Productivity Council of TCL) Meetings were held at the Corporate Office to address various issues of employees and to take policy decisions and for ensuring co-ordination of relations between top management and its employees.
The CPCT meeting is Scheduled once in a four months period. Further Local Productivity Council Meetings were also held at factory level for healthy industrial relations.

DEVELOPMENT OF HUMAN RESOURCES :

- The Company has kept "Learning and Development" in its priority list of activities as it believes that the key to survival, sustainability and growth in any competitive sector lies in continuous learning and development of the Human Resource. Learning and Development is the most important factor that contributes to increasing the efficiency, improving the product quality, adopting new technology, catalyzing innovation, controlling cost and staying ahead of the competition in long run.

In line with this, on job training has also been given to tailors in Production shops with the examiners for new garments.

Trainings regarding Tally, Innovation in Textile, Parachute Technology, Effective Leadership, Preparation of Leadership Cards, Coat ECC Improve Version, Office Procedure, Igot, Karmyogi Karyashala, CCS Conduct Rules, LIMBS, Gem, Vigilance, ITI Act., Marketing & Export were also conducted which trained 1006 employees.

ONLINE TRAINING PROGRAMMES

- Various Online trainings were conducted in all the units in approximately 26 subjects which included Export Management, Managerial Accounting, Cost Record Keeping and Cost Audit, Short Term Training Programme for IOFS, Financial reporting and governance, Cyber Security, Workshop on GeM etc. Apart from the above, all the employees are encouraged to complete training courses on iGOT, SWAYAM and other online platform for fulfilling Govt. of India Initiative.

TECHNICAL TRAINING PROGRAMMES

- Technical Training programmes aimed at improving the productivity and upgrading the skill sets of employees including in-house training programme on various subjects were organised. Re-skilling trainings are also conducted in all the production units of TCL. Variety of other trainings are also conducted which includes Line System Awareness, SQC & SPC etc.

APPRENTICE TRAINING

- In line with Skill India Mission of the Government, the units of TCL engaged 147 apprentices which includes both ITI and Non- ITI candidates. TCL units have been participating in Apprentice Mela for engagement of apprentices. Units have been directed that the engagement of apprentices may be retained at 2.5% of the total strength of the factory.

All the units under TCL have their own training department to provide by them training to apprentices. They also provide on-job training to trade apprentices engaged.

WOMEN EMPOWERMENT

- At TCL, Women employees are treated at par with male employees and a safe working environment for them is ensured. Women Empowerment seminar, debates and other activities were conducted on 8th March 2025 on the occasion of International Women's Day.

WELFARE, HEALTH AND SAFETY

- TCL values its human resources the most. It continues to accord importance to welfare measures of employees. Compliance of statutory welfare provisions like providing canteen facility, employee rest room, first aid appliances, crèche, ambulance etc are followed meticulously. The Company also provides welfare and safety items on as required basis.

Annual Medical Examination for all employees as well as half-yearly medical examination for employees working in hazardous operations was conducted in different units and PPEs were distributed in the related shop/section as per requirement. Aadhaar updation camp, PLI Special camp were conducted with the help of the Postal Department, Union Bank of India had also conducted a camp to redress the grievances of the employees holding SB a/c in UBI and an awareness programme on Organ Donation was also conducted at OCF Avadi.

HEALTH :



The Company gives a high level of importance to the health of the employees and relentless efforts have been put in to safeguard the health of workforce, by providing continuous medical care. Vaccination Drives were also conducted.



SAFETY :

- The Company continues to accord utmost importance to safety while carrying out various jobs and continuously strives to achieve the objective of "zero accidents". The Company has a dedicated Safety cell at its establishments with qualified and trained personnel. The Safety Cells have been carrying out regular safety audits and safety inspections and have also brought safety awareness through different activities such as conducting safety training programmes, fire fighting training programmes etc.

INDUSTRIAL SECURITY

- Regular Quarterly Security Conference was held in which factory and industrial security issues were discussed. Vehicle passes for employees/visitors/vendors entering the factory are regularly checked and issued. All the CCTV inside the factory is kept functional at all times. Monthly mock drills were regularly conducted various Production & Maintenance shops, Admin block, Stores section & common areas of factories.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

- The Company does not have any subsidiary, Associate and joint venture Company during the current financial year

THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013,

An Internal Complaint committee on prevention of Sexual Harassment of Women at the workplace has been formed in the factories. The Internal Committee is chaired by a senior woman executive and has an external member who is a person familiar with issues relating to sexual harassment. No case was reported during the period from 01.04.2024 to 31.03.2025.

SWACHH BHARAT ABHIYAN

The Company continues to provide its wholehearted support to the Government's "Swachh Bharat Campaign" and has accelerated the activities at various levels, including all the units as well as Corporate Headquarters of the Company. During the Financial Year 2024-25, 'Swachhata hi sewa' was organised in different units as well as Corporate Headquarters of the Company under which various activities were undertaken including oath. Swachhata Pakhwada was also been celebrated from 01.09.2024 to 15.09.2025 in all our units of the TCL. Various activities like cleaning drive inside factories as well as Estate, painting competitions, mini marathon were organised. Banners / Posters were displayed at prominent locations in the factories as well as their respective estates for creating awareness among employees regarding swachhata. Tree plantation, Seminars to create awareness among the people for reducing single use of plastic and collection of plastic waste in factories premises as well as in estate areas were also conducted. Spraying of mosquito repellent and fogging were also done in all our units and their respective estates.

RAJBHASHA

TCL is committed to adhere to the official Language Policy of the Govt. of India and the instructions issued by the Department of Official Language, Ministry of Home Affairs from time to time and made concerted efforts for promotion and implementation of official language.

A Hindi word is written on Comnet/Board every day as "Aaj ka Shabd" for enhancing the vocabulary of the employees in TCLHQ and its units. Meetings of Official Language Implementation Committee is organised in Hqrs. and all the factories.

To provide practice to officers and employees to do official work in Hindi, Workshops were organised in TCL Hq. and Factories, in which officers/staff were trained. Hindi Fortnight/Pakhawada celebrated/organised in TCL Hq. and all the units of TCL. Various competitions like Noting and Drafting, Hindi Quiz, Hindi Antakshri, Hindi Drama, Essay Writing, Chitra Dekho-Kahani Likho, Slogan Writing and Drishyavarnan were held. Cash Awards and certificates were distributed to prize winners.

CMD/TCL is the Chairman of Town Official language implementation committee (TOLIC), Office-1, KANPUR. TCL Corporate Hqrs. is Secretariat of TOLIC. TOLIC meeting was organised twice in the year.



VISIT OF THE PARLIAMENTARY COMMITTEE, ANY OTHER DIGNITARIES.

- During the FY 2024-2025, there was no visit of the Parliamentary Committee or any other dignitaries at any TCL Units.

IMPLEMENTATION OF RTI ACT, 2005

- The company confers special emphasis on implementation of Right to Information Act, 2005 in letter and spirit. The applications received from the citizen of India as well as transferred applications from MoD, DoO(C&S) Kolkata & DoO(C&S) New Delhi, under Section 6(3) of the RTI Act were responded to within the prescribed statutory requirement. At all units RTI Cell (under the CPIO/ APIO) is functioning within the factory for disposal of applications, appeals received in the factory and attending CIC hearings. It is ensured that the RTI applications are disposed of within stipulated time.

No. of RTI applications

received during FY 2024-25, No. of disposal and No. of RTI app pending as on 31-03-2025

Total of No. of Compliant received during the year		Total of No. of complaint resolved during the year		Total of No. of complaint pending at the end of the year	
RTI Application	RTI Appeal	RTI Application	RTI Appeal	RTI Application	RTI Appeal
525	76	507	75	18	1

VIGILANCE ACTIVITIES

- Preventive Vigilance and Systemic Improvements have been the thrust areas of Vigilance Department to ensure transparency, fairness and probity in all transactions and processes of the Company.

Vigilance Awareness Week was celebrated in all the units of TCL.

- Units have informed that Preventive Vigilance data/ documents, as and when required by Dir/Vigilance have been forwarded on time. Reports were also updated/forwarded within time, Complaints received were handled as per CVC guidelines. Vigilance Awareness Week was conducted from 31st Oct to 05th Nov 2024, Integrity Pledge was taken and various activities/ events organized within the organisation (Signature Campaign, Essay Writing, Debate, Slogan Writing and Quiz were conducted in the factory as well as in school.

WHISTLE BLOWER POLICY

- TCL believes in the conduct of affairs in a fair and transparent manner by adopting the highest standard of professionalism, honesty, integrity and ethical behaviour. TCL had formulated a Whistle Blower Policy with a view to provide a mechanism for employees of the company to approach the chairman of the TCL. No complaints have been received during 2024-25 from any unit of TCL in this context.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

- The Management Discussion & Analysis Report as required under the DPE Guidelines on Corporate Governance for CPSEs is placed at Annexure 'C' to this Report.

CORPORATE GOVERNANCE

- Your Company is committed to maintain the highest standards of corporate governance in all spheres of business activities carried out by the Company and continues to lay strong emphasis on transparency, accountability and integrity. A detailed Report on Corporate Governance as per the Guidelines on Corporate Governance for CPSEs 2010 issued by DPE vide OM No. 18(8)/2005- GM dated 14.05.2010 along with Compliance Certificate from the Practicing Company Secretary is placed at Annexure 'D' hereto. As per the Self-evaluation Annual Grading Report on Corporate Governance for FY 2024-25, the Company is excellent grade.

In compliance of clause 8.2 of provision of Chapter 8 of Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSE), 2010 a certificate from practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated in Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSE), 2010 is placed at Annexure- E.

COMPLIANCE OF SECRETARIAL STANDARDS

- The Company has complied with the Secretarial Standards 1 & 2 relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively issued by the Institute of Company Secretaries of India. Due to non-appointment of Independent Director(s) by on the Company 's Board, the provisions w.r.t. minimum number of meetings of Audit Committee, Meeting of Independent Directors and Nomination & Remuneration Committee at the last Annual General Meeting could not be complied with.

CORPORATE SOCIAL RESPONSIBILITY & SUSTAINABILITY

- Troop Comforts Limited ("the Company") is dedicated to conducting its business in an ethical manner and contributing to the sustainable development of society and the environment. Our commitment to Corporate Social Responsibility (CSR) aligns with the principles outlined in Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility) Rules, 2014, and Schedule VII of the Companies Act, 2013, including any subsequent amendments or enactments. We also adhere to the Guidelines on Corporate Social Responsibility and Sustainability for Central Public Sector Enterprises issued by the Department of Public Enterprises, Government of India ("DPE Guidelines, 2014").

Our CSR & Sustainability Policy is available on the Company's website at www.troopcomfortslimited.co.in. Detailed information on our commitment to sustainable development and CSR initiatives can be found in the Corporate Governance Report. The CSR Report outlining our CSR activities for the financial year is provided in Annexure-F.

This year, our CSR efforts have focused exclusively on health and nutrition, aligning with the Government's theme to combat malnutrition. The Company has dedicated its resources and support wholeheartedly to this vital area.

TCL has allocated funds for Corporate Social Responsibility (CSR) activities in the past two financial years, specifically 2022-2023 and 2023-2024. These expenditures have been focused on the theme of Health and Nutrition, as stipulated by the Department of Public Enterprises in their circular (F. No. 8/2/2018-Dir (CSR)) dated April 24, 2024. This CSR investment aligns with the requirements outlined in Section 135 of the Companies Act 2013.

During the preceding financial year, 2023-2024, TCL has reported a loss and the provisions specified in Section 135 regarding mandatory CSR expenditures are not mandatory to the Company. However, it is good practice for a company like TCL to continue contributing to CSR as a responsible company.

Though not mandatorily required, TCL has undertaken a CSR Programme under Health and Nutrition Theme in line with Schedule VII of Section 135 of the Act, "Activities relating to Eradicating hunger & Skill Development". TCL Board has approved one (1) thematic programme on "promoting Organic farming" during FY 2024-25. An amount of Rs. 5.00 Lacs has been incurred during FY 2024-25. The broad details of this programme is as hereunder:

Implementing Agencies	Amount Allocated as CSR Budget	Focus Theme
Kanpur Parivartan Forum (CSR Reg. CSR00006345)	Rs. 5.00 Lacs	Health & Nutrition through Organic Farming

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

- There were no related party transactions entered during the financial year 2024-25. There were no materially significant related party transactions entered into by the Company, which may have a potential conflict of interest of the Company. Hence, the disclosure of Related Party Transactions in Form AOC-2 as required under Section 134(3)(h) of the Companies Act, 2013 is not required to be attached with the Directors' Report.

COPY OF ANNUAL RETURN

- In accordance with the provisions of Section 92(3) and 134(3) of the Companies Act, 2013, a copy of the Annual Return for the year ended 31 Mar 2025 is placed on the Company's website, which can be accessed through www.troopcomfortslimited.co.in under Corporate Governance.

PARTICULARS OF EMPLOYEES

- In accordance with Gazette Notification No. 463(E) dated 05 Jun 2015 issued by the Ministry of Corporate Affairs, Government of India, Government Companies are exempted from Section 197 of the Companies Act, 2013 and rules thereof.

BOARD OF DIRECTORS

- As on 31st March, 2025, the Board of Directors of the Company comprising of two Whole Time Functional Directors including the Chairman & Managing Director and One Government Nominee Director.

CHANGE IN THE BOARD OF DIRECTORS

The following appointments/cessations on the Board of your Company were affected as the directives of the Hon'ble President of India :

1. Mr. Vijay Kumar Tiwari, Chairman and Managing Director (additional in charge) of the Company, ceased to be CMD with effect from 30.09.2024 due to superannuation.;
2. Shri Rajesh Gangadhar Choudhary was appointed as Chairman and Managing Director (additional in charge) of the Company w.e.f. 01-10-2024 by the Board vide MoD ID No. PC-1 to 1(5)/2021/OF/DP(Plg.-V) Vol. IV dated September 30, 2024, issued by the Department of Defence Production, Ministry of Defence, Government of India.
3. Dr. Sanjeev Kumar Saxena (Director Finance & CFO) has been appointed as the Chairman and Managing Director (in an additional capacity) of the Company, w.e.f. 16-12-2024 as per Ministry of Defence ID No. PC-1 to 1(5)/2021/OF/DP(M&P) Pt. IV, dated December 16, 2024, issued by the Department of Defence Production, Ministry of Defence, Government of India. This appointment follows the cessation of Shri Rajesh Gangadhar Choudhary from his role as Chairman and Managing Director (in an additional capacity), w.e.f. December 15, 2024, due to his new appointment as Director General of Ordnance (Coordination & Services), as stated in DDP order no. 7(2)/2024-DoD (C&S) dated September 23, 2024.
4. Shri Surendra Dhapodkar, was given the additional charge of Director (Operations) of TCL, was appointed by the Board w.e.f. 16.12. 2024 to 31.03.2025 & MOD ID NO. . PC-1 to 1(5)/2021/OF/DP(M&P) Pt. IV dated 16.12.2024 issued by the Department of Defence Production, Ministry of Defence, Government of India. This appointment follows the cessation of Dr. Sanjeev Kumar Saxena from his role as Director (Operations) (in an additional capacity) w.e.f. 15.12.2024.
5. Shri Rajeev Sharma (GM Operation) was appointed as Director (Operation) of the Company w.e.f. 01.04.2025 by the Board as per Ministry of Defence letter having ID No. 1(5)/2023BOD(PESB)/TCL DIR(OPS)/DP(M&P) dated March 21, 2025, was enclosed as Annexure-E, and he will take charge of Director Operation on a permanent basis w.e.f. April 01. 2025, vide letter having MoD ID No. - 1(08)/2025-DoO(C&S) NDO, GOI MoF dated March 28, 2025, issued by the Department of Defence Production, Ministry of Defence, Government of India. This appointment follows the cessation of Shri Surendra Dhapodkar from his role as Director (Operations) (in an additional capacity).
6. Shri Sunil Date was appointed as Chairman and Managing Director of the Company w.e.f. 08.05.2025 by the Board as per MoD letter having ID No. No. 1(5) /2023 /BOD (PESB) / TCL CMD/DP (M&P) dated April 23, 2025 & DDP order MoD ID No.1(10)/2025 – DoO(C&S), ND, GOI dated May 06, 2025, issued by the Department of Defence Production, Ministry of Defence, Government of India. This appointment follows the cessation of Dr. Sanjeev Kumar Saxena from his role as Chairman and Managing Director (in an additional capacity) w.e.f. 07.05.2025.
7. Shri Gopal Krishna Sinha was appointed as Director (Human Resources) of the Company w.e.f. 27.06.2025 by the Board as per MoD ID No. No. 1(5) /2023 /BOD (PESB) /TCL/DIR (HR)/ DP(M&P) dated May 14, 2025, issued by the Department of Defence Production, Ministry of Defence, Government of India.

CHANGE IN KMP

- During the FY 2024-25, due to resignation of Shri Suresh Gupta, Company Secretary and KMP of the company w.e.f. 31.07.2025, Shri Ajeet Pandey was appointed as a Company Secretary and KMP of the company w.e.f. 20.09.2024 by the Board in its meeting dated 24.09.2024

DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTOR

- TCL was incorporated on 16th August, 2021 and commenced its business operations w.e.f. 01st October, 2021. There were no Independent Directors appointed since its Incorporation. Hence, no declaration of independence by Independent Director was provided as per the provisions of Section 149(6) of the Companies Act, 2013.

MEETINGS OF THE BOARD

- During the financial year 2024-25, eight (08) Meetings of the Board of Directors were held. For further details, please refer to the Report on Corporate Governance placed at 'Annexure D' to this Report.

REMUNERATION POLICY AND EVALUATION OF BOARD'S PERFORMANCE

- In the term of Ministry of Corporate Affairs Notification No. GSR 463(E) dated 5th June, 2015, Government Companies are not required frame a Policy on Directors' appointment and remuneration under section 178(3) of the Companies Act, 2013.
Your Company being a Government Company under administrative control of Ministry of Defence, the appointment, tenure and remuneration of Directors of the Company are decided by the Government of India. Article 86 and 88 of the Articles of Association of the Company state that the President will appoint Directors and determine their remuneration.
Government Nominee Director is not paid sitting fees or any other remuneration. Since the Board level appointments are made by the Government of India, the evaluation of performance of such appointees is also done by the Government of India as per its own evaluation methodology. For further details, please refer to Report on Corporate Governance placed at '**Annexure D**' to this Report.

AUDIT COMMITTEE

- For details regarding functioning Audit Committee during FY 2024-25. Please refer Report on Corporate Governance placed at '**Annexure-D**' to this report.

DIRECTORS' RESPONSIBILITY STATEMENT

- To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors in terms of Section 134 of the Companies Act, 2013 state that:
 - a) in the preparation of the annual accounts for the year ended 31 Mar 2025, the applicable accounting standards had been followed along with proper explanations relating to material departures, if any;
 - b) they had selected such accounting policies and applied consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of 31st March, 2025.
 - c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 - d) they had prepared the annual accounts on a going concern basis;
 - e) the Company had put in place adequate internal financial controls with reference to financial statements; and they had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively

RISK MANAGEMENT

- Company has formulated Risk Management Policy with intent to identify, evaluate, prioritize and mitigate existing as well as potential risk related to business of the Company.
The main objective of Risk Management Policy is as follows:
 - i. To ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business.
 - ii. An effective Risk Management Policy is the key to sustained operations there by protecting the shareholder value, improving governance process, achieving strategic objective and being well prepared for adverse situation or unplanned circumstances, if they were to occur in the business activities.
 - iii. To facilitate a common understanding of risk at early stage for effective mitigation to meet company's business goals.
 - iv. The Mitigation measures identified shall be embedded suitably into business process of the Company.

INTERNAL FINANCIAL CONTROLS

- Your Company has robust design, implementation and maintenance of adequate internal financial controls commensurate with the size, scale and complexity of Company's operations. The framework has been designed to provide reasonable assurance with respect to recording and providing reliable data and operational information, prevention and detection of frauds and errors, complying with applicable laws, safeguarding assets from loss, misuse and physical impairment and executing transaction with proper authorization and ensuring the compliances of applicable policies. The Company has laid down procedures and policies to guide business & operations along with comprehensive Delegation of Financial Powers (DFP) for the smooth functioning and decision making.

STATUTORY AUDITORS

- C&AG of India appointed M/s S. K. Kapoor & Co. (CR0029), located at 16/275 Jeevan Vikas Bhawan, Phool Bagh, The Mall, Kanpur, as the Statutory Auditors of the Company for the Financial Year 2024-25 under Section 139(5) of the Companies Act, 2013 for conducting audit of accounts for the year ended March 31, 2025. Auditors' Report on the Financial Statements of the Company for the year ended March 31, 2025 is appended to this Report. The qualifications or adverse remarks on the Company's Financial Statements and their reply is hereby annexed as Annexure G after Independent Audit Report. There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Companies Act, 2013 and the rules made thereunder. The comments of the C&AG under section 143(6) of the Companies Act, 2013, on the financial statements of the Company for FY 2024-25 are placed next to the Statutory Auditor Report

COST AUDITORS

- Your company is required to maintain cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013. M/s. Chakraborty Kapoor & Co. LLP (LLPIN: AAC-5442), Cost Accountants based in New Delhi, has been appointed as the Cost Auditors for the financial year 2024-25 in accordance with Section 148 of the Companies Act, 2013, as well as the Companies (Cost Records and Audit) Rules, 2014. However, M/s. Chakraborty Kapoor & Co. LLP (LLPIN: AAC-5442) has submitted its resignation. Consequently, due to a casual vacancy, the board appointed Jay Narain & Co. (Cost Accountants, FRN: 004576), located at F-536 Delta-1, Greater Noida, UP- 201308, as the new Cost Auditors during its meeting dated March 4, 2025, to conduct the audit of the cost records maintained by the company for the financial year 2024-25.

INTERNAL AUDITORS

- In terms of Section 138 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your company appointed M/s Maheswari & Goyal, Chartered Accountants, Indore, as Internal Auditors of the Company for the FY 2024-25 by the Board dated 22.07.2024.

SECRETARIAL AUDIT

- In terms of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, , your company appointed Janvi Mordani, Company Secretaries, Kanpur as Secretarial Auditors of the Company for the FY 2024-25. The Secretarial Audit Report forms part of the Annual Report as Annexure 'H'. The management's reply to the observation on Secretarial Auditor are more specifically covered in the Annexure 'I'.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

- In terms of Gazette Notification No. GSR 463(E) dated 05 Jun 2015 issued by Ministry of Corporate Affairs, Government of India, the Company being a Government Company engaged in Defence production is exempted from the provisions of Section 186 of the Companies Act, 2013.

GENERAL

- Your directors state that no disclosure or reporting is required in respect of the following items as there were no transaction on these items during the year under review:
 - a) Details relating to deposits covered under Chapter V of the Companies Act, 2013.
 - b) There has been no change in the nature of business of the Company.
 - c) No significant and material order were passed by the regulators or courts or tribunals impacting the going concern status and Company and Company's operations in future.
 - d) There has been no material changes and commitments affecting the financial position of the Company between the end of the financial year.

ACKNOWLEDGEMENT

- The Board of Directors extend their heartfelt gratitude for the unwavering support and assistance received from various Government agencies, especially the Ministry of Defence, Department of Defence Production, the Integrated Headquarters (Navy)/MoD, Army, Navy, Airforce's Government of Uttar Pradesh and Tamil Nadu. The Directors are also express their sincere appreciation to the Customers, Vendors, Bankers, C&AG, Board, advisors, consultants Statutory/Internal Auditor, ND CD, DO (C&S), Department of Public Enterprises and stakeholders associated with the Company for their continuous support and guidance throughout the year. The Directors would like to express their sincere appreciation for the significant contribution provided by all the employees of the Company and the Union. The Directors look forward to their continued support and participation to propel the Company to greater heights in the coming years.

For and on behalf of the Board of Directors
Troop Comforts Limited
CIN: U18109UP2021GOI150744

Dr. Sanjeev Kumar Saxena
Director (Finance) & CFO
DIN:09315421

Place: Kanpur
Date: 03/09/2025

Sunil Date
Chairman & Managing Director
DIN:09282249

STATEMENT SHOWING THE POSITION REGARDING REPRESENTATION OF SCHEDULED

CASTES/ SCHEDULED TRIBES/OTHER BACKWARD CLASSES/PERSONS WITH BENCHMARK DISABILITIES AND WOMEN EMPLOYEES IN THE
VARIOUS CATEGORIES OF POSTS AS ON 01.04-2024 AND 31.03.2025

	As On 01.04.2023						As On 31.03.2024								
Classification Of Posts	Total Stren -gth	No. Of Employees Belonging To Scheduled Castes	No. Of Employees Belonging To Scheduled Tribes	No. Of Employees Belonging To Other Backward Classes	No. Of Employees Belonging To Persons With Benchmark Disabilities Category	Women Employees*		Total Strength	No. Of Employees Belonging To Scheduled Castes	No. Of Employees Belonging To Scheduled Tribes	No. Of Employees Belonging To Other Backward Classes	No. Of Employees Belonging To Persons With Benchmark Disabilities Category	Women Employees		
						No.	%						No.		
Permanent															
Group 'A'	54	9	3	17	3	4	7.407	50	8	3	18	2	4	8	
Group 'B'	1994	446	68	213	60	200	10.03	1997	451	72	229	68	227	11.367	
Group 'C'	3003	834	36	622	65	785	26.14	2679	763	29	604	59	745	27.808	
Group 'D'	0	0	0	0	0	0	0	0	0	0	0	0	0	0	

As per directions from Ministry of Defence, Deptt. of Defence Production and Supplies, New Delhi, vide their letter No.39(6)/99/D(B&C) dated 27.08.1999, to include information on employment of women, based on the recommendations of National Commission for Women.

ANNEXURE 'B' TO DIRECTORS' REPORT STATEMENT SHOWING THE PARTICULARS OF RECRUITMENT MADE 01.04.2024 to 31.03.2025, THE NUMBER FILLED BY MEMBERS OF SCs, STs, OBCs, PwBDs AND WOMEN PERSONNEL, REASONS FOR SHORTFALL AND STEPS TAKEN TO IMPROVE THE POSITION

CLASSIFI CATION OF POSTS	TOTAL NO. OF VACANCIES FILLED DURING THE YEAR	SCHEDULED CASTES FILLED		SCHEDULED TRIBES		OTHER BACKWARD CLASSES		PERSONS WITH BENCHMARK DISABILITIES		WOMEN PERSONNEL RECRUITED*	REASONS FOR SHORTFALL AND STEPS TAKEN TO IMPROVE THE POSITION
		VACANCIES RESERVED	VACANCIES FILLE D#	VACANCIES RESERVED	VACANCIES FILLE D#	VACANCIES RESERVED	VACANCIES FILLE D#	VACANCIES RESERVED	VACANCIES FILLE D#		
Permanent											
GROUP 'A' (including Fixed Term Officers)											
GROUP 'B'											
GROUP 'C' (including Fixed Term Employees, ITI and Diploma Trainees)											
GROUP 'D' (including Fixed Term Employees)											

TCL is in the process of finalizing its final organizational structure. Currently all employees are government Termemployees on deemed deputation.

* As per directions from Ministry of Defence, Deptt. of Defence Production and Supplies, New Delhi, vide their letter No.39(6)/99/D(B&C) dated 27.08.1999, to include information on employment of women, based on the recommendations of National Commission for Women.
including previous year vacancies

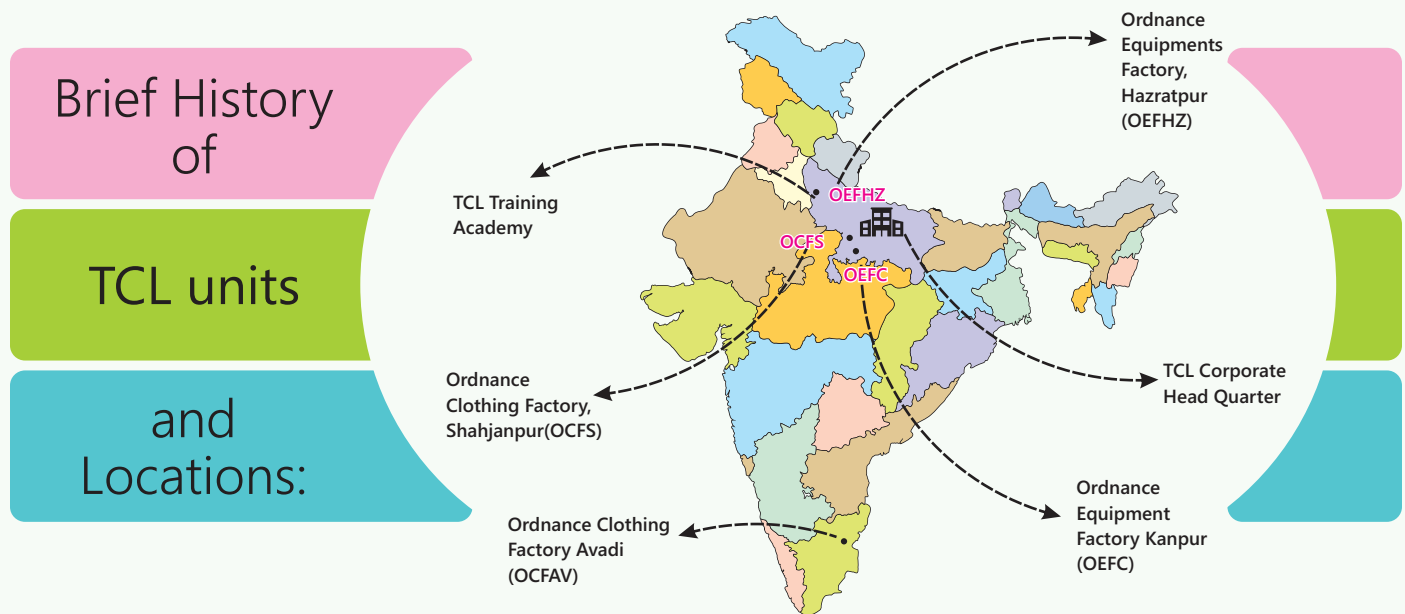
Annexure-'C' to Directors Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**ORGANISATION STRUCTURE**

Troop Comforts Limited (TCL) is a Defence Public Sector Undertaking (PSU) under the Department of Defence Production, Ministry of Defence, Government of India. It officially began its operations as a Defence PSU on October 1, 2021, under the Companies Act, 2013, with the Government of India holding 100% of its equity shares.

TCL oversees four manufacturing units—OEF Kanpur, OCF Shahjahanpur, OCF Avadi, and OEF

Hazratpur—and also operates a training institute, TCLTA. With over 160 years of experience and a robust infrastructure, TCL caters to the Indian Army, Indian Air Force (IAF), Indian Navy, and Ministry of Home Affairs (MHA) forces, providing troop comfort items. The company specializes in life cycle clothing, special clothing for cold climates, mountaineering equipment, ballistic protection gear, tentage, water storage items, and general stores. Its product solutions are designed to withstand a wide range of ambient temperatures, from +50°C in deserts to -50°C in glacial conditions.



Established in 1859.
Named as Harness &
Saddlery Factory in
1880

**Ordnance Equipment
Factory Kanpur
(OEFK)**



**Ordnance Equipment
Factory, Hazratpur
(OEFHZ)**

OFB took over the
factory in 1983

Established on 10th
November 1961

**Ordnance Clothing
Factory, Avadi
(OCFAV)**



**TCL Training
Academy**

Established on 1st
April 1996

Established in 1914

**Ordnance Clothing
Factory, Shahjahanpur
(OCFS)**



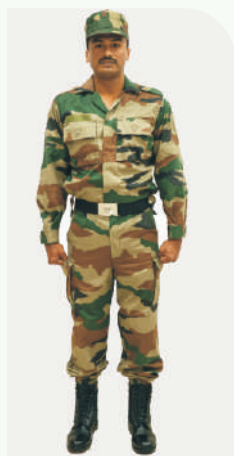
Ordnance Equipment Factory Kanpur (OEFK)	Ordnance Clothing Factory, Shahjahanpur (OCFS)	Ordnance Equipment Factory, Hazratpur (OEFHZ)	Ordnance Clothing Factory, Avadi (OCFAV)
Established in 1859	Established in 1914	OFB took over the factory in 1983	Established On 10th November 1961
Named as Harness & Saddlery Factory in 1880 1969 – Factory rechristened as ORDNANCE EQUIPMENT FACTORY KANPUR Product range: Boot High Ankle, Tentages, Bag Sleeping, Mattress, Water Storage items, Gloves, Infantry Combat Kit Core-Competency: Heavy Textile items, Equipment, Boots, Saddlery items & General Stores	Product Range: Coat / Trousers ECC , Coat Combat, Blanket, Overalls, Bag Kit, Cap Glacier, Trousers /Jacket Wind Cheater Core-Competency: High Altitude Clothing, Winter items & Uniform	Production of Tentages and various Equipment's started since 1984 Product Range: Arrester Barrier, Special Parachutes, Tents, Supply Drop Equipment Core-Competency: Supply Drop Equipment Special Parachutes, Arrester Barrier	Product Range: Combat Uniforms, Overalls, BR Jacket/ Vest/Helmet Core-Competency: Ballistic Protection Gears & Camouflage Uniforms

PRODUCTS AND SERVICES

Its 04 dedicated manufacturing units deals in the manufacturing of Life Cycle Clothing (LCC), Extreme Cold Climate Items (ECC), Special Clothing & Mountaineering Equipment (SCME), Supply Drop Equipment (SDE), Water Storage Equipment, Covers, Tentages, Leather Items, Arrester Barrier, General Stores, Ballistic Protective Gears for Indian Defence forces, MHA and State Police force also. Manufacturing units have also ventured into commercial civil market through its retail outlets and e-commerce platforms.



Life Cycle Clothing	Ballistic Protective Gear	Extreme Cold Climate and Special Clothing & Mountaineering Equipment	Arrester Barrier/ Supply Drop Equipment's	Tents & accessories	General Stores
Coat Combat Disruptive/ Digital Pattern	Bullet Resistant Jacket of various NIJ threat Level	Extreme Cold Weather Clothing System (ECWCS)	MENA 30 & 40	TEFS 4M with Mild Steel Joints & Flooring with FMUB	Blankets
Overall Combination	Bullet Resistant Vest of various NIJ threat Level	Coat ECC/Trousers ECC	ECAD Parachute 8.5 M Complete with Pack	TEFS 2M with Mild Steel Joints & Flooring with FMUB	Various Boots, Safety Shoe,
Digital Combat Uniform as set of Jacket, Trouser & Cap	Ballistic Helmet of NIJ level IIIA Bomb Disposal Suit Bomb Suppression Blanket Vehicle Armouring	Gloves ECC	Set Harness Webbing type SOM strap 6.10 M	Tent Arctic (Large, Medium, Small)	Safety Equipment Mattress ECC
Infantry Combat Kit (ICK) items comprising of Pack, Haversack, Pouches, Frog Bayonet, Waist Belt		Cap Glacier & Cap Balaclava	ECAD Parachute 8.5 M cotton line static 6.1M		
Ceremonial Uniforms		Trouser/Jacket Wind Cheater Bag Sleeping for different temperature	PCAD for AN-32 Skid Board MI-8.		



SWOT ANALYSIS STRENGTHS

STRENGTHS

Extensive Experience :

Over 160 years of expertise in producing troop comfort items for diverse environments, from desert to glacial regions as Govt. entity.

R&D Capabilities :

Dedicated R&D setup in each manufacturing unit, leading to the development of import substitute items and upgraded products for the Indian Army.

Skilled Workforce :

Highly trained workforce capable of adopting new technologies and continuous upskilling through on-the-job and specialized training.

Advanced IT

Infrastructure:

Implementation of e-procurement and IT advancements, including cybersecurity measures, to safeguard against cyber threats.

Certifications :

Manufacturing units are ISO 9001:2015, 14001:2015, and 45001:2018 certified. In-house NABL Accredited Testing Laboratory in each TCL manufacturing units for ascertaining quality of each incoming raw materials.

Effective Management:

Cohesive communication network and strong industrial relations.



WEAKNESSES

High Overheads :

Overhead costs contribute significantly to the overall cost of production.

Product Obsolescence :

Many of TCL's current product offerings are becoming outdated.

Lack of Brand

Recognition :

TCL has limited brand visibility in the commercial civil market.

Marketing Deficiencies :

Absence of a professional marketing and promotional channel.



OPPORTUNITIES

Import Substitutes :

TCL can provide indigenous alternatives to imported products currently used by the Indian Army.

Export Expansion:

Potential for expanding exports to friendly foreign countries, with Government of India support.

Ballistic Protection Gear:

Increasing demand for ballistic protection gear presents new development opportunities.

Brand Building :

Possibilities to enhance TCL's brand image through digital marketing, especially in the civil market under the "TROOPS" brand.

Cost Reduction :

Switching to an assembly line manufacturing system could lower production



THREATS

Market Competition :

Increasing availability of troop comfort items in the open market, leading to stiff competition.

Price Wars :

Rising price competition from competitors, both organized and unorganized sectors.



RISKS AND CONCERNS

Customer Dependence :

TCL relies heavily on a few customers, with the Indian Army accounting for over 90% of its orders.

IT Infrastructure :

The need for upgrading IT infrastructure, including software and ERP systems, to align with technological advancements.

Supply Chain Risks :

Uncertainty in the supply chain of raw materials from the suppliers and subcontractors could impact timely delivery and production.

Cost Competitiveness :

Increased competition, particularly from the unorganized sector, poses a challenge to maintaining cost competitiveness.

MAJOR INITIATIVES UNDERTAKEN AND PLANNED TO ENSURE SUSTAINED PERFORMANCE AND GROWTH

Troop Comforts Limited (TCL) has implemented several initiatives to ensure sustained performance and growth across its operations:

1. **Product Diversification :** TCL is focused on developing niche products within specified timeframes, particularly emphasizing import substitution solutions for the Indian Army.
2. **Customer Diversification :** The company has expanded its customer base by securing orders from new clients, including Chennai Petroleum Corporation Ltd., DGRE, Northern Railway, and the Nepal Armed Police Force, Kerala Police, Uttarakhand Police, Puducherry Police,
3. **Modernization :** TCL is modernizing its production facilities to meet the standards of leading global manufacturers of clothing and accessories.
4. **Export Market Penetration :** TCL is actively entering the export market with selective product ranges and custom designs to meet international requirements.
5. **Retail Expansion :** The company has introduced premium military-grade products in the commercial market through retail outlets and e-commerce platforms under its "TROOPS" brand logo.
6. **ERP System Upgrade :** TCL has initiated the process of procuring a new ERP system to enhance operational efficiency.
7. **Marketing & Business Development :**
 - TCL has participated in international defense exhibitions such as Eurosatory 2024.
 - Material Engineering, Equipment, Technology and heat Treatment Show (MET & HTS) Exhibition.
 - Channel partners have been appointed to help penetrate markets in Nepal, Peru, Latin America, North America, and Africa.
 - TCL is expecting further export orders from Nepal & Suriname, Vietnam.

Additionally, TCL is continuously & aggressively participating in the bidding for RFPs of Indian Army, Indian Air Force, and MHA forces, focusing on providing import substitute solutions to the Indian Army. The company is developing new products and components to align with evolving market demands. With a strong order book for FY 2025-26 and anticipated orders from services in line with the Department of Defence Production (DDP) directives dated January 8, 2024, the company's future outlook appears promising and encouraging.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

The details regarding Internal control system and its adequacy are more specifically covered in the Directors' Report.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Performance Highlights of the Company during the year ended 31st March 2025 are as follows: (₹ In Crore)

Particular	2024-25	2023-24
Revenue from Operations	553.81	280.37
Add: Other Income	79.55	63.12
Gross Income	633.36	343.49
Earnings Before Interest, Taxes & Depreciation	-165.35	(386.79)
Less: Finance Costs	-	-
Less: Depreciation	20.25	19.70
Profit Before Exceptional Items and Tax	(185.60)	(406.49)
Less: Exceptional Items	-	-
Profit Before Tax	(185.60)	(406.49)
Less: Tax Expense	52.64	-103.42
Profit After Tax	(132.96)	(303.07)
Other Comprehensive Income (net of tax)	-	-
Inventory	202.97	71.35
Trade Receivables	228.50	13.78
Earnings Per Share (EPS)(in Rs.)	(0.27)	(0.63)
Dividend (%) -	-	-

SEGMENT-WISE PERFORMANCE

The Ministry of Corporate Affairs, Government of India vide Notification No. S.O. 802(E) dated 23 Feb 2018 has exempted companies engaged in defence production from disclosure requirements with regard to the Accounting Standard on segment reporting. Hence, the segment-wise/ product-wise performance is not appended to this Report.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

The details regarding Human Resource Development, Industrial Relations and Manpower Strength are more specifically covered in the Directors' Report.

ENVIRONMENTAL PROTECTION AND CONSERVATION

The company is recognized as one of the least polluting in its sector, demonstrating a strong commitment to environmental improvement, conservation, and protection. Special attention is given to the planting and preservation of trees. Both the

company headquarters and its various units maintain significant forest cover, contributing to a greener environment.

On important occasions such as Republic Day, Independence Day, and Environment Day, the company actively organizes tree-planting initiatives. The factory premises and residential colonies for employees are also well-covered with greenery, reflecting the company's dedication to maintaining an eco-friendly environment for its workforce and operations.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

Relevant Information in this regard is disclosed in the Directors' Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR) AND SUSTAINABILITY

Relevant Information in this regard is disclosed in the Directors' Report.

CORPORATE GOVERNANCE REPORT

The Report on Corporate Governance along with Compliance Certificate from the Practicing Company Secretary, Secretarial Auditor of the Company, as per the Guidelines on Corporate Governance for CPSEs 2010 issued by the Department of Public Enterprises, Govt. of India ('DPE Guidelines'), vide DPE's OM No.18(8)/2005-GM dated 14 May 2010, is given below:

PHILOSOPHY ON CORPORATE GOVERNANCE

1. Your company's commitment to maintaining the highest ethical standards in business activities is commendable. Emphasizing principles such as honesty, integrity, and accountability reflects a strong dedication to good corporate governance. Prioritizing transparency, avoiding conflicts of interest, and adhering to corporate values and social responsibilities are essential components of a robust governance framework. This approach not only fosters trust and credibility with stakeholders but also sets a positive example in the industry.
2. The Company is dedicated to upholding the principles of Corporate Governance both in practice and in spirit. As part of its new mission, the Company aims to enhance its capacities and capabilities to compete on a global scale. It plans to achieve this vision by focusing on key areas such as value creation, safety, environmental stewardship, and people development. This comprehensive approach is designed to ensure sustainable growth and competitiveness while maintaining high ethical standards.

BOARD OF DIRECTORS

The Board of Directors, led by the Chairman & Managing Director, plays a crucial role in steering the Company towards its goals while aligning with stakeholders' interests. By overseeing the Company's overall functioning, the Board provides strategic direction and ensures accountability for achieving these objectives. Their involvement is key to upholding high standards of Corporate Governance, as they are responsible for making strategic decisions and ensuring that the Company adheres to ethical practices and meets its growth targets.

Composition of Board of Directors

Troop Comforts Limited, being a 100% government-owned entity under the administrative control of the Department of Defense Production, Ministry of Defense, follows specific governance guidelines. The composition of the Board adheres to the Companies Act, 2013, and the Department of Public Enterprises (DPE) Guidelines. As per the Articles of Association, the President of India has the authority to appoint Directors. As of March 31, 2025, the Board consists of one Whole-Time Director and Chairman & Managing Director (in an additional charge capacity) and a Government Nominee Director. The Board's diverse composition reflects a blend of experience, qualifications, and skills that align with the Company's strategic goals, corporate ethics, values, and culture.



Details of the Members of the Board of Directors of TCL as on March 31, 2025 are given below : -

Sl. No.	Name of Director & Designation	Director Identification Number (DIN)	No. of Other Directorship held	No. of Committee Membership in other Companies	
				As Chairman	As Member
1..	Shri Vijay Kumar Tiwari IOFS, Chairman & Managing Director (Additional Charge) up to 30.09.2024	09282247	01(Gliders India Limited Chairman & Managing Director)	-	-
2.	Shri Rajesh Choudhary, IOFS, Chairman & Managing Director (Additional Charge) [01/10/2024 to 15.12.2024]	09282229	01 (Advanced Weapons and Equipment India Limited & Indo Russian Rifles Private Limited		
3.	Dr. Sanjeev Kumar Saxena, OFS, Director (Finance) & Chief Financial Officer [Additional charge of Chairman & Managing Director. [16/12/2024 to 07/05/2025]	09315421	-	-	
4	Shri Surendra Dhapodkar, IOFS, Director (Operation) [Additional charge of Director Operations [16/12/2024 to 31.03.2025]	09315421	01 (Gliders India Ltd, Director) (Finance)		
Government Nominee Director :					
5.	Shri Rajeev Prakash Joint Secretary (Naval System), Ministry of Defence (Nominated (14.09.2022 to 13.07.2025)	08590061	One (Garden Reach Shipbuilders & Engineering Limited Bharat Electronics Ltd., Hindustan Shipyard Ltd., and Mazagon Dock Shipbuilders Limited	-	One

As per the Department of Public Enterprises (DPE) guidelines, Troop Comforts Limited (TCL) is required to have two Part-Time Non-Official (Independent) Directors on its Board. At the beginning of the financial year, there were two vacancies for these Independent Director positions. The Board is actively pursuing these appointments with the administrative ministry, the Ministry of Defence (MoD), and the process is currently under consideration.

Shri Vijay Kumar Tiwari, the Chairman & Managing Director (CMD) of TCL, retired on September 30, 2024. Consequently, the position of CMD has been vacant since October 1, 2024. To address this, the Hon'ble Raksha Mantri has approved that Shri Rajesh Choudhary, CMD of Advanced Weapons And Equipment India Limited, was assumed the additional charge of CMD of TCL from October 1, 2024, to 15.12.2024 due to his appointment as Director General Ordnance (Coordination & Services) vide DDP order no. 7(2)/2024-DoD (C&S) dated 23.09.2024 and letter having no. MoD ID No. PC to 1(5)/ 2021/OF/DP/(M&P) Pt. IV dated 10.12.2024. Thereafter, the Hon'ble Raksha Mantri has approved with letter no. PC-1 to 1(5)/2021/OF/DP(M&P) Pt. IV dated 16.12.2024 appointment of Dr. Sanjeev Kumar Saxena as Chairman & Managing Director (additional charge) of the Company w.e.f. 16.12.2024 to 31.03.2025 or till the appointment of regular incumbent through PESB procedure or until further orders, whichever is earliest.

Additionally, the Hon'ble President of India, through the Department of Defence Production, has approved the additional charge of Director (Operations) to Shri Surendra Dhapodkar, Director (Finance), Gliders India Limited (GIL), as an additional Charge (in the capacity of Director Operations) of Troop Comforts Limited of the Company w.e.f. 16.12.2024 to 31.03.2025 or till the appointment of regular incumbent through PESB procedure or until further orders whichever is earliest.

Brief resume of newly appointed Director Appointment during FY 2024-25

1. Shri V K Tiwari an Indian Ordnance Factories Service (IOFS), 1987 batch officer, took over additional charge of CMD TCL w.e.f. from 01.12.2023 to 30.09.2024. He is also holding the Charge of Chairman & Managing Director of Gliders India Limited since 1st October 2021 to 30.09.2025

He is Graduate in Mechanical Engineering from NIT Bhopal and Post Graduate Diploma in Computer Applications. With vast experience of BHEL Haridwar, he joined Indian Ordnance Factories Services in March 1988 and held the position as General Manager in High Explosives Factory Khadki and Ordnance Factory Bhandara. Over 35 years of work experience, he worked in the areas of Production, Quality, Maintenance, Information Technology, Production Planning, Purchase division, Engineering division etc.

His vast, rich and varied experience of working at various capacities and corporate level, will enable him in taking short term and long-term strategic decisions for the overall growth of the organization.

2. Shri Rajesh Gangadhar Choudhary, IOFS, ndc, assumed the role of the first Chairman and Managing Director of Advanced Weapons and Equipment India Limited (AWEIL) a newly formed Defence Public Sector Undertaking carved out of erstwhile Ordnance Factory Board under the Ministry of Defence w.e.f. 01st October 2021. Additionally, he has been entrusted with the position of CMD (Additional Charge) of the Company, taking on this role as an additional responsibility from 01.10.2024 to 15.12.2024.

He is M. Tech in Design Engineering and joined Indian Ordnance Factories Services on 30.03.1988 and during his stint of 33 years in many Ordnance Factories, he worked in different fields of Planning, Production (Ammunition &

Weapons) and others and also worked as General Manager of two Ordnance factories. Shri Rajesh Choudhary has held the office of Director (Operations) at TCL in an additional capacity from December 16, 2024, to March 31, 2025. Dr Sanjeev Kumar Saxena, Director (Finance) is appointed as additional charge of Director (Operations) of Troop Comforts Limited with effect from 15th May, 2023 until the appointment of regular incumbent. He is an Indian Ordnance Factories Service (IOFS), 1989 batch officer, took over as Director (Finance) of TCL with effect from September 15th 2021. Prior to that he was heading Materials Management & Indigenization functions at Heavy Vehicle Factory, Avadi, Chennai, under Ordnance Factory Board. He has 31 years of experience in Defence manufacturing. He also has rich experience at Ordnance Factory Board in Business Strategy, HR, R&D and Quality management functions. In addition, he was Director at National Academy of Defence Production, Nagpur. Graduated in Mechanical Engineering from GECT, Raipur in 1986, he Post graduated (M. Tech) from IIT, Kanpur in 1988 and Post Graduate Diploma in Management from MDI, Gurgaon in 1998. He has been awarded Doctorate in Management by BITS, Pilani in 2017.

3. Dr. Sanjeev Kumar Saxena Chairman & Managing Director (Add. Charge) (16-12-24 to 07-05-25) Dr. Sanjeev Kumar Saxena, an officer of the Indian Ordnance Factories Service (IOFS) 1989 batch, took over as Director (Finance) at TCL on September 15, 2021, and later took additional charge of Director Operations on May 15, 2023. He also served as Chief Financial Officer (CFO) from July 1, 2022. Additionally, he was appointed as Chairman and Managing Director (CMD) in an additional capacity from December 16, 2024 to May 7, 2025. Furthermore, on May 1, 2025, he was promoted by the Ministry of Defence to the position of Additional Director General of Ordnance (C&S). Prior to that, he was heading Materials Management & Indigenization functions at Heavy Vehicle Factory, Avadi, Chennai, under the Ordnance Factory Board. He has 35 years of experience in Defence manufacturing Industry. He also has rich experience at OF Board in Business Strategy, HR, R&D and Quality management functions. In addition, he was the Director at National Academy of Defence Production, Nagpur. Graduated in Mechanical Engineering from GECT, Raipur in 1986, he Post graduated (M. Tech) from IIT, Kanpur in 1988 and Post Graduate Diploma in Management from MDI, Gurgaon in 1998. He has been awarded a Doctorate in Management by BITS, Pilani in 2017.

4. Shri Surendra Dhapodkar from his role as Director (Operations) (in an additional capacity W.e.f. 16.12.2024 to 31.03.2025), Shri Surendra Dhapodkar, Director Finance & CFO on the Board of Gliders India appointed on the Board of Gliders India Limited w.e.f. 14.08.2021 as a First Director. He is a Bachelor of Engineering in Mechanical, and Indian Engineering Service Batch 1990 & was associated with offshore Bombay high field offshore of ONGC (ICP- platform) for 20 month before joining the IOFS. Before joining the first Board of Directors, he has worked as an Additional General Manager in Heavy Vehicle Factory Chennai, First Secretary Technical (Indian Embassy Moscow, Russia), and various positions in OF Kanpur, OF Ambajhari. He has more than 33 years of experience dealing with production, maintenance, Procurement, and project. He has work in a very important prestigious assignment as a First Secretary in the Indian Embassy Moscow to deal with various Russian industries and projects dealt by the Department of Defence Production. He has been awarded Ayudh Bhushan in 2009 for his innovation work in field of maintenance. He has also contributed towards Tank Production technology (T-90, T-72, Arjun) at HVF & ammunition hardware production (Ordnance Factory Ambajhari & Ordnance Factory Kanpur).

Appointment after closure of FY 2024-25:

Following Board members appointed after the closure of FY 2024-25:

- Shri Rajeev Sharma** has been appointed as the Director (Operation) of the Company w.e.f. 01.04.2025 by the Board as per Ministry of Defence letter having MoD ID No. 1(5)/2023BOD(PESB)/TCL DIR(OPS)/DP(M&P) dated March 21, 2025, was enclosed as Annexure-E, and he will take charge of Director Operation on a permanent basis w.e.f. April 01, 2025, vide letter having MoD ID No. -1(08)/2025-DoO(C&S) NDO, GOI MoF dated March 28, 2025, issued by the Department of Defence Production, Ministry of Defence, Government of India. This appointment follows the cessation of Shri Surendra Dhapodkar from his role as Director (Operations) (in an additional capacity).
- Shri Sunil Date** was appointed as Chairman and Managing Director of the Company w.e.f. 08.05.2025 by the Board as per vide letter having MoD ID No. No. 1(5) /2023 /BOD (PESB) / TCL CMD/DP (M&P) dated April 23, 2025 & DDP order MoD ID No.1(10)/2025 – DoO(C&S), ND, GOI dated May 06, 2025, issued by the Department of Defence Production, Ministry of Defence, Government of India. This appointment follows the cessation of Dr. Sanjeev Kumar Saxena from his role as Chairman and Managing Director (in an additional capacity) w.e.f. 07.05.2025.
- Shri Gopal Krishna Sinha** was appointed as Director (Human Resources) of the Company w.e.f. 27.06.2025 by the Board as per vide MoD ID No. No. 1 (5) /2023 /BOD (PESB) /TCL/DIR (HR)/ DP(M&P) dated May 14, 2025, issued by the Department of Defence Production, Ministry of Defence, Government of India.
- Dr. Garima Bhagat** was appointed as Government Nominee Director of the Company w.e.f. 14.07.2025 by the Board as per the letter MoD ID No. 8 (32)/ 2019- D (Coord/DDP) dated 14.07.2025, issued by the Department of Defence Production, Ministry of Defence, Government of India.

Directors' Shareholding

None of the Directors of the Company held any shares of the Company as on 31st March, 2025.

Meetings of the Board and Attendance

The Board of Directors of Troop Comforts Limited meets regularly to review various aspects of the Company's performance and governance, including operational and financial performance, order position, policy formulation, strategy development, internal control systems, and regulatory compliance. During the financial year ending March 31, 2025, the Board convened on nine occasions :

- | | |
|-----------------------|----------------------|
| 1. June 11, 2024 | 5. October 07, 2024 |
| 2. July 22, 2024 | 6. December 20, 2024 |
| 3. September 17, 2024 | 7. January 07, 2025 |
| 4. September 24, 2024 | 8. March 04, 2025 |

The intervals between these meetings adhered to the time frames prescribed under the Companies Act, 2013, and DPE Guidelines.

The attendance details of Directors at these Board Meetings, as well as at the Annual General Meetings held during the financial year 2024-25, are provided below:

SI. No.	Name of Director & Designation	No. of Board Meetings held during respective tenure of Director	No. of Board Meeting attended	Attendance at 3rd Annual General Meeting held on 25.09.2024	Attendance at 3rd Extra Ordinary Gen. Meeting held on 20.05.2024
Serving Directors					
1.	Shri V. K. Tiwari Chairman & Managing Director (Additional in charge up to (30/09/2024)	4	4	Yes	Yes
2.	Shri Rajesh Choudhary Chairman & Managing Director (Additional in charge w.e.f. to 2024 to 15.12.2024)	1	0	NA	NA
3.	Dr. Sanjeev Kumar Saxena CMD, Director (Finance) & CFO	8	8	Yes	Yes
4.	Shri Surendra Dhapodkar Director (Operations)	2	2	NA	NA
5.	Shri Rajeev Prakash JS (NS) Government Nominee Director	8	4	Yes	Yes

*During the Financial year 2024-25, there is one Extra-Ordinary General Meeting was held on 20.05.2024.

The Board meetings at Troop Comforts Limited are conducted with a structured agenda to ensure efficient and informed decision-making. Here's how the process is managed:

- Agenda and Documents :** The agenda papers, along with relevant supporting documents, are circulated to Board Members in advance, in accordance with the Companies Act, 2013. This allows Directors ample time to review the material and prepare for a structured discussion.
- Informed Decision-Making :** By receiving these documents beforehand, Board Members can make well-informed decisions and engage in thorough discussions during the meetings.
- Raising Issues :** Directors may bring up important issues for Board consideration with the permission of the Chairman. This ensures that pressing matters can be addressed in a timely manner.
- Senior Management Input :** If required, senior management is invited to provide additional insights and information on the items under discussion, enhancing the quality of deliberations.
- Presentations :** Presentations are made during meetings as needed to support the discussions and provide Directors with clear and concise information.

6. **Video-Conferencing** : To facilitate participation, Directors are provided with video- conferencing facilities, allowing them to attend meetings remotely if necessary.
7. **Shorter Notice Meetings** : In cases of urgency, meetings can be convened on shorter notice, as permitted under the Companies Act, 2013, ensuring that critical issues are addressed promptly.

This structured approach helps in maintaining effective governance and ensures that all relevant information is considered in decision-making processes.

Committee of the Board

TCL is required to constitute Audit Committee and Nomination & Remuneration Committee as per provisions of Companies Act, 2013 and Guidelines on Corporate Governance for CPSE, 2010. However, due to non-appointment of Independent Director by Ministry of Defence (MoD), above mentioned committee could not be constituted. TCL Board pursuing with its administrative Ministry of Defence (MoD) for appointment of Independent Directors, which is under consideration.

Appointment and Remuneration of Directors

As a Central Government Public Enterprise, the appointment of the Chairman & Managing Director (CMD) and other Functional Directors at Troop Comforts Limited (TCL) is made by the Government of India. Their tenure, remuneration, and other terms and conditions are specified in their respective appointment letters or orders.

For the financial year ending March 31, 2025, the details of remuneration paid to the CMD, Functional Directors, and Key Managerial Personnel (KMP) are outlined as follows :

Sl. No.	Name of Director & KMP	Salary	Perquisite as per IT Rules	Contribution to GPF/NPS/ DSOPF	Total
1.	Dr. Sanjeev Kumar Saxena Director CMD (Finance) & CFO	51.59	0	0	51.59
2.	Shri Suresh Kumar Gupta Company Secretary	4.16	0	0	4.16
3.	Shri Ajeet Pandey Company Secretary	8.03	0	0	8.03

Government Nominee Director is appointed by the President of India and he is not paid any remuneration or sitting fee & other Functional Director were appointed as additional Charge.

There is no Part-Time Non-official (Independent) Director appointed by the President of India during the financial year 2024-25.

The Company does not pay any commission to its directors nor issued stock options to its directors.

Evaluation Criteria

Since the Board level appointments are made by the President of India, evaluation of performance of Directors is also done by the Government of India.

COMMITTEE OF SUTAINABLE DEVELOPMENTS AND CORPORATE SOCIAL RESPONSIBILITY (SD & CSR COMMITTEE)

Troop Comforts Limited (TCL) has a strong commitment to Corporate Social Responsibility (CSR), aiming to benefit society, the environment, and the economy through its business activities. TCL ensures that all its CSR efforts follow the requirements of the Companies Act, 2013, and other relevant CSR rules and guidelines. Key Points:

- 1. CSR Compliance :** TCL follows the legal requirement to spend at least 2% of its net profits on CSR activities. For FY 2023-24, this amount was ₹58.23 lakhs, and for FY 2024-25, though not mandatorily required, TCL undertook a CSR Programme under the Health and Nutrition Theme in line with Schedule VII of Section 135 of the Act, specifically "Activities relating to Eradicating hunger & Skill Development". An amount of Rs. 5.00 Lacs has been incurred on "promoting Organic farming" during FY 2024-25.
- 2. CSR Committee :** The law requires TCL to have a CSR Committee with three directors, including one independent director. However, due to a vacancy in the position of the independent director, the company's Board of Directors is temporarily managing the CSR responsibilities until a new independent director is appointed.
- 3. CSR Projects :** TCL undertook a CSR Programme under the Health and Nutrition Theme in line with Schedule VII of Section 135 of the Act, specifically "Activities relating to Eradicating hunger & Skill Development". The TCL Board has approved one (1) thematic programme on "promoting Organic farming" of Kanpur Parivartan Forum during FY 2024-25. Amount Allocated as CSR Budget of Rs. 5 lakhs on the Focus Theme Health & Nutrition through Organic Farming.
- 4. Project Selection Process :** The Board considered how well each proposal aligned with the theme of "Health and Nutrition," the potential impact, and the experience of the implementing agencies. The final decision was made to ensure maximum benefit from the CSR initiatives.

In short, TCL ensures its CSR activities follow the law and are focused on creating positive social and environmental impacts while being transparent and thoughtful in how it selects and allocates resources to CSR projects.

MEETING OF INDEPENDENT DIRECTORS

There is no Part-Time Non-official (Independent) Director appointed by the President of India during the financial year 2024-25. Hence, no meeting of Independent Directors was held during FY 2024-25.

GENERAL BODY MEETING

*The details of the previous General Meeting ('AGM & EGM') held during the previous years as follows:

Year	Location	Date and Time	Remark
2024-25	Registered office of the Company i.e. TCL Corporate Bhawan, GT Road, Kanpur, Uttar Pradesh-208013, IN	20/05/2024 10:40 A.M.	3rd Extraordinary General Meeting
2024-25	Registered office of the Company i.e. TCL Corporate Bhawan, GT Road, Kanpur, Uttar Pradesh-208013, IN	25/09/2024 12:30 A.M.	3rd Annual General Meeting



TRAINING OF BOARD MEMBERS

Troop Comforts Limited (TCL) has a formal policy for the training and development of its Board members, including Independent Directors. This policy ensures that:

1. Familiarization Program:

When new members join the Board, they undergo an induction program. This helps them become familiar with the company's business model, current operations, corporate plan, and future outlook. It ensures that new members can quickly understand the key aspects of TCL's business.

2. Ongoing Education :

TCL also provides continuous education and development for all Board members. This includes updates and training on:

- Industry trends: Keeping board members informed about the latest developments in the sectors relevant to TCL.
- Financial literacy: Enhancing their understanding of financial management and risk.
- Corporate governance: Sharing best practices to uphold the highest governance standards.

Through these efforts, TCL ensures its Board members are equipped with the knowledge and skills to make informed decisions and provide effective oversight of the company's operations.

CODE OF BUSINESS CONDUCT AND ETHICS

The Company has formulated and adopted a code of Business conduct and ethics.

WHISTLE BLOWER POLICY

Relevant Information in this regard is disclosed in the Directors' Report.

AUDIT QUALIFICATION

The details regarding qualification, observation and remark of Statutory Auditor are more specifically covered in the Independent Audit Report.

RISK MANAGEMENT

Relevant Information in this regard is disclosed in the Directors' Report.

SHAREHOLDING PATTERN

Details of shareholders of the Company:

Sl. No.	Category of Shareholder	No. of Shares held	Number of Shares held (amount in crore)	% of Shares held to Total Paid-up Capital
1.	Government of India President of India & Government nominee Shareholders	4,933,427,668	4,933.43	100.00%
	Total	4,933,427,668	4,933.43	100.00%

DEMATERIALISATION OF SHARES AND SHARES TRANSFERS SYSTEM

The shares are held in Physical form, are transferable on the order of MoD, DDP, Government of India.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

As per Section 124 of the Companies Act, any unpaid or unclaimed dividend that remains unresolved for seven years must be transferred to the Investor Education and Protection Fund (IEPF), established by the Central Government under Section 125(1) of the Act. For the financial year 2024-25, the Board of Directors did not propose to declare any dividend, and therefore, no amount related to dividends was transferred to the IEPF.

Additionally, under section 124(6), shares for which dividends have not been paid or claimed for seven consecutive years must also be transferred to the IEPF. For FY 2024-25, TCL confirmed that no shares were liable for transfer to the IEPF.

Further, Section 125 of the Act provides that no shareholder whose dividend/shares have been transferred, if any, to the IEPF shall be entitled to claim it back from IEPF on complying with the procedures laid down in this behalf.

MEANS OF COMMUNICATION

Troop Comforts Limited (TCL) maintains a comprehensive website, available in both English and Hindi, at www.troopcomfortslimited.co.in, which provides detailed information on the company's business operations, products, services, management, recruitment, vendor registration, tenders, e-procurement, vigilance, RTI (Right to Information), and other updates.

Key Features of the Website:

The 'About' tab contains important corporate documents such as annual reports, notices, and announcements.

Annual General Meeting (AGM) Notices and Reports:

TCL circulates the Annual General Meeting Notice and Annual Report (which includes Financial Statements and the Auditors' Report) to shareholders and others who are entitled to receive them.-

Green Initiative:

To promote sustainability, TCL encourages shareholders to receive these documents via email if they have registered their email addresses with the company. Those who opt out of physical copies will receive the Annual Report electronically.

- Once the Annual Report has been presented before both houses of Parliament, it is made available on the company's website for public access.

Declaration

As provided under the Guidelines on Corporate Governance for CPSEs 2010 issued by the Government of India, it is hereby declared that all Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management Personnel of Troop Comforts Limited for the year ended 31st March, 2025.

For and on behalf of the Board of Directors

Dr. Sanjeev Kumar Saxena

Director (Finance) & CFO

DIN:09315421

Sunil Date

Chairman & Managing Director

DIN:09282249

Place: Kanpur

Date: 03/09/2025

Janvi Mordani

Company Secretaries

23/C, Officer's Colony

Sarvodaya Nagar, Kanpur-208 005

Ph. : +91-9005640109

E-mail : janvimordani@gmail.com



PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members,
Troop Comforts Limited
TCL Corporate Bhawan, G.T. Road Kanpur 208013
Sir(s),

I have examined the compliance of the conditions of Corporate Governance by Troop Comforts Limited for the year ended March 31, 2025, as stipulated in the guidelines on corporate governance for Central Public Sector Enterprises (CPSEs), 2010 issued by Department of Public Enterprises (DPE).

The Compliance of conditions of the Corporate Governance is the responsibility of the management. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me and representations given by management, I certify that the Company has complied with aforesaid guidelines on corporate governance, subject to the following observations:

- i. During the Audit Period, the non-functional Directors were less than 50% of the total Board Strength as required in clause 3.1.2 of the DPE Guidelines, 2010;
- ii. During the Audit Period the Company does not have Independent Directors as required in clause 3.1.4 of the DPE Guidelines, 2010;
- iii. The Company has not constituted Audit Committee and Nomination & Remuneration Committee as required in clause 4 & 5 of the DPE Guidelines, 2010;

Provided however that as per the Articles of Association of the Company, the power to appoint Directors vests with the President of India.

I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Janvi Mordani**

Company Secretaries

Sd/-

CP No. 10094

Date: 04.09.2025

Place: Kanpur

Peer Review Certificate Number 5513/2024

UDIN: A028157G001174467

Annexure- 'F' to Directors' Report

Annual Report on Corporate Social Responsibility (CSR) activities for FY 2023-24

1. Brief outline on CSR Policy of the Company

Troop Comforts Limited (TCL) is committed to ethical business practices and aims to contribute to the sustainable development of society and the planet. The company works towards enhancing the quality of life for both the community and society at large.

Key Commitments:

1. **Sustainability Focus :** TCL operates in an economically, socially, and environmentally sustainable manner, recognizing and addressing the interests of its stakeholders.
2. **Legal and Regulatory Compliance :** The company's Corporate Social Responsibility (CSR) initiatives align with Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility) Rules, 2014, Schedule VII of the Companies Act, and any future amendments. TCL also adheres to the **Guidelines on Corporate Social Responsibility and Sustainability for Central Public Sector Enterprises** issued by the Department of Public Enterprises (DPE) in 2014.

Through these commitments, TCL ensures its operations contribute positively to society and the environment, while complying with relevant laws and regulations.

2. Composition of Committee on Sustainability Development and Corporate Social Responsibility (CSR Committee)

Since, there was no Independent Directors on the Board of the Company, Sustainability Development and Corporate Social Responsibility (CSR Committee) was not functional.

3. CSR policy and CSR Projects approved by the Board are disclosed on the website of the Company i.e. www.troopcomfortslimited.co.in
4. Details of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014, if applicable- **Not Applicable for FY 2024-25**
5.
 - (a) Average net profit of the Company as per sub-section (5) of section 135: ? **(11604.13) Lakh**
 - (b) Two percent of average net profit of the Company as per sub-section (5) of Section 135: ? **(232.08) Lakh**
 - (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil**
 - (d) Amount required to be set off for the financial year, if any: **Nil**
 - (e) Total CSR obligation for the financial year (5a+5b-5c): ? **0**
6.
 - (a) Amount spent on CSR Projects (both Ongoing project and other than Ongoing Project): ? **5 Lakh**
 - (b) Amount spent in Administrative overheads: **Nil**
 - (c) Amount spent on Impact Assessment, if applicable: **NA**
 - (d) Total Amount spent for the Financial Year 2024-25 [(a)+(b)+(c)]: ? **5 Lakh**
 - (e) CSR amount spent or unspent for the FY 2024-25: ? **5 Lakh**

Total Amount	Amount Unspent (Rs. in lakh)				
Spent for the Financial Year 2024-25 (Rs. in lakh)	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135		
	Amount	Date of	Name of	Amount	Date of
5	0	transfer	the Fund	0	transfer
		Not Applicable			Not Applicable

(f) Excess amount for set-off, if any

Sl. No.	Particular	Amount (in Lakh)
(1)	(2)	(3)
(i)	Two percent of average net profit of the Company as per sub-section (5) of Section 135:	(232.08)
(ii)	Total Amount spent for the Financial Year 2024-25	5
(iii)	Excess amount spent for Financial Year [(ii)-(i)]	5
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	5

7. Details of unspent Corporate Social responsibility amount for the preceding Financial Years:

1	2	3	4	5	6	7	8
SI. No	Preceding during the Financial Year(s)	Amount transferred to any fund specified under Schedule VII as per	Balance Amount transferred to Unspent CSR Account as per	Amount Spent in the Financial Year (in Rs\lakh)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub section (5)	Amount remaining to be spent in succeeding Financial	Deficiency, if any
		second proviso to sub-section (5) of Section 135	sub-section (6) of Section 135		of section 135, if any	Years (in Rs)	
					Amount (in Rs.)	Date of transfer	
1	FY- 2022-23	0	0	45.72	0	0	0
1	FY- 2023-24	0	0	58.22	0	0	0

During the Financial year 2022-23 average net profit of Company under Sub Section (5) of Section 135 is 2285.91 Lakh. Hence 45.72 Lakh i.e., 2 % of average net profit was spent by the Company on CSR activates.

*During the Financial year 2023-24 average net profit of Company under Sub Section (5) of Section 135 is 2911.055 Lakh. Hence 58.22 Lakh i.e., 2 % of average net profit was spent by the Company on CSR activates.

8. Whether any capital Assets have been created or acquired through Corporate Social Responsibility amount spent in Financial Year : No
9. If Yes, enter the number of Capital assets created/ acquired:- NA
10. Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **Not Applicable**

Sl. No.	Short particulars of property or assets (including complete address and location of the property)	Pin code of the property or asset(s)	Date of Creation	Amount of CSR spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable

For and on behalf of the Board of Directors

Dr. Sanjeev Kumar Saxena

Director (Finance) & CFO

DIN:09315421

Sunil Date

Chairman & Managing Director

DIN:09282249

Place: Kanpur

Date: 03/09/2025

Janvi Mordani

Company Secretaries

23/C, Officer's Colony

Sarvodaya Nagar, Kanpur-208 005

Ph. : +91-9005640109

E-mail : janvimordani@gmail.com



Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025

Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

TROOP COMFORTS LIMITED

Kanpur

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TROOP COMFORTS LIMITED (CIN: U18109UP2021GOI150744)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minutes, forms and returns filed and other records maintained by the company for the financial year ended on 31st March, 2024 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder; (Not applicable to the Company during Audit Period)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (Not applicable for Government Company)
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during Audit Period)
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable as the company is an unlisted Company.
- (vi) Other applicable Laws:
 - (a) The Income Tax Act, 1961;
 - (b) The Goods and service Tax Act, 2017;

- (c) The Maternity Benefit Act, 1961;
- (d) The Payment of Bonus Act, 1965;
- (e) The Payment of Gratuity Act, 1972;
- (f) Environmental Laws like The Water (Prevention and Control of Pollution) Act, 1974, The Environment (Protection) Act, 1986;
- (g) Factories Act, 1948
- (h) DPE Guidelines on Corporate Governance for Central Public Sector Enterprises, 2010.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement/Listing Regulation, (Not applicable to the Company during Audit Period as the Company is an unlisted Company);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations;

- i. *That the Company issued shares to its existing shareholders through right issue, with the share allotted to shareholders on 22.07.2024, but the amount was received prior to the offer letter issue date;*
- ii. *Copy of the NOC with fire department were not available for inspection for all the establishments of the Company, however, management of the Company confirm that they have their in-house fire department;*
- iii. *Copy of title deeds were not available for inspection, only handing takeover correspondences are available in records;*
- iv. *During the year under audit, Mr Ravi Kumar, chargeman id:- 898143 in Hazratpur Factory a unit of the Company was arrested by Anti-Terrorist Squad (ATS) on 13.03.2025, under Section 48 of Bhartiya Nanya Sanhita (BNS), 2023 and Section 3, 4 and 5 of Official Secrets Act, 1923 for disclosing information to other country. He is under continuous suspension w.e.f 15.03.2025;*
- v. *During the Audit Period, the non-functional Directors were less than 50% of the total Board Strength as required in clause 3.1.2 of the DPE Guidelines, 2010;*
- vi. *During the Audit Period the Company does not have Independent Directors as required in clause 3.1.4 of the DPE Guidelines, 2010;*
- vii. *The company was required to appoint women director but failed to do so;*
- viii. *The Company has not constituted Audit Committee and Nomination & Remuneration Committee as required in clause 4 & 5 of the DPE Guidelines, 2010. Provided however that, as per the Articles of Association of the Company, the power to appoint Directors vests with the President of India;*

For the compliances of Labour Laws & other General Laws, my examination and reporting is based on the documents, records and files as produced and shown to me and the information and explanations as provided to me, by the officers and management of the Company and to the best of my judgment and understanding of the applicability of the different enactments upon the Company, in my opinion there are adequate systems and processes exist in the Company to monitor and ensure compliance with applicable General laws and Labour Laws.

I further report that

The Board of Directors of the Company was not duly constituted. The changes in the composition of the Board of Directors that took place during the period under review are carried out in compliance with the provisions of the Act.



Adequate notice is given to all directors to convene the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Decisions were passed with unanimous majority and recorded as part of the minutes.

I further report that

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines to the extent applicable.

For JANVI MORDANI

Date: 04.09.2025

Place: Kanpur

Sd/-

Janvi Mordani.

Proprietor

CP No. 10094

Company Secretaries

Peer Review Certificate Number 5513/2024

UDIN: A028157G001168659

Annexure I of Director report

The details of Management reply on qualification, observation and remark of Secretarial Auditor as follows :

Secretarial Auditor Comments	Management Reply
<i>That the Company issued shares to its existing shareholders through right issue, with the share allotted to shareholders on 22.07.2024, but the amount was received prior to the issue date.</i>	Ministry of Defence based on their policy/Budget approved by Hon'ble Raksha Mantri transferred funds. Later it was communicated that Equity to be issued to President of India through JS(LS).
<i>Copy of the NOC with fire department were not available for inspection for all the establishments of the Company, however, management of the Company confirm that they have their in-house fire department;</i>	That the Company has in house fire department fully equipped and staffed to handle any fire safety requirements within the premises. Regarding the registration of the establishment with the local fire department, we will ensure compliance with any specific registration requirements or procedures, if applicable.
<i>Copy of title deeds were not available for inspection, only handing takeover correspondences are available in records;</i>	We would like to confirm that the title deed for the land is in the name of Ministry of Defence and the mutation of the land in favour of the company is currently under process.
<i>During the year under audit, Mr Ravindra Kumar Chargeman I'd no. 898143 in Hazratpur Factory a unit of the Company was arrested by Anti-Terrorist Squad (ATS) on 13.03.2025 under Section 48 of Bhartiya Nanya Sanhita (BNS), 2023 and Section 3, 4 and 5 of Official Secrets Act, 1923 for disclosing information to other country. He is under continuous suspension w.e.f. 15.03.2025;</i>	We would like to confirm that Mr Ravindra Kumar Chargeman I'd no. 898143 in Hazratpur Factory a unit of the Company was arrested by Anti-Terrorist Squad (ATS) on 13.03.2025 under Section 48 of Bhartiya Nanya Sanhita (BNS), 2023 and Section 3, 4 and 5 of Official Secrets Act, 1923 for disclosing information to other country. He is under continuous suspension w.e.f. 15.03.2025 by the Company.
<i>During the Audit Period, the non-functional Directors were less than 50% of the total Board Strength as required in clause 3.1.2 of the DPE Guidelines, 2010;</i> <i>During the Audit Period the Company does not have Independent Directors as required in clause 3.1.4 of the DPE Guidelines, 2010;</i> <i>The company was required to appoint women director but failed to do so;</i>	Troop Comforts Limited is a public sector undertaking with 100% equity shares held by Government of India. As per Article of Association of the Company, the power to appoint Director(s) vests with Hon'ble President of India. That the management discussed the same with Ministry and the appointment is currently underway.
<i>The Company has not constituted audit Committee and Nomination & Remuneration Committee as required in clause 4 & 5 of the DPE Guidelines, 2010;</i>	It is pertinent to note that the power to appoint directors to the board is vested with the Hon'ble President of India. The process for appointing independent directors to the company's board is currently underway. As per the provisions of the Companies Act, 2013, a majority of the members of audit Committee and Nomination & Remuneration Committee must be independent directors. Given that the company currently does not have independent directors on its board, it has not yet constituted the Audit Committee and the Nomination & Remuneration Committee as required under Clause 4 & 5 of the DPE Guidelines, 2010. Once the appointment of independent directors is completed, the company will take immediate steps to form these committees in compliance with the applicable rules and guidelines.

INDEPENDENT AUDITOR'S REPORT

To,
The Members of Troop Comforts Ltd
Revised Report on the Audit of the Ind AS Financial Statements

Reason for Revision :

We are issuing this revised report to comply with the observations raised by the Controller and Auditor General of India, in respect of para 1 of "Basis for Qualified Opinion" of our report dated 10/07/2025. This report supersedes our Independent Auditor's Report dated 10/07/2025.

Original Audit Report dated 10/07/2025 with UDIN NO: 25073124BMNYS8842 stands superseded.

Qualified Opinion

We have audited the accompanying Ind AS Financial Statements of **Troop Comforts Ltd.** (hereinafter referred to as "the Company"), which comprise the Balance sheet as at March 31, 2025, the statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows for the period then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.



In our opinion and to the best of our information and according to the explanations given to us, ***except for the effects of the matter described in the Basis for Qualified Opinion Para of our report***, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2025, and total comprehensive income (comprising of Profit and Other Comprehensive Income), changes in equity and its cash flows for the year then ended.



Basis for Qualified Opinion :

Attention is drawn to following paras:

- 1- In the financial statements the area of land measuring 894.39 acres has been considered for valuation at Rs 399106.77 lakhs as per valuation report dated 14/01/2022 whereas land transferred to the company by the Directorate of Ordnance (C & S), MOD, was 853.10 acres. The actual land in the possession of the Company is 862.18 acres. Thus, the company is in possession of more land measuring 9.08 acres as compared to the land transferred and accounting of land has been done for 32.21 acres of land which is not in the possession of the company. *In view of pending dispute between the land in possession and land considered for valuation and accounting, the final impact on the financial statements in equity and value of land cannot be quantified at this stage.*

**2- Physical Verification of Fixed Assets :**

- a) During the year management carried out detailed physical verification of property plant and equipment in which following discrepancies were noted and adjusted in financial statements during current year based on the valuation of assets done by a valuer: -

S.No	Detail of Assets	Addition Qty	Value (Rs in Lakhs)	Deletion Qty	Value (Rs in Lakhs)	Remarks
1.	Building	2	55.46	1	57.52	Two buildings were not taken in the books in Shahjahanpur; One building at Hazratpur was deleted as the same belongs to Hospital
2	Plant and Machinery	938	54.33	1	24.26	938 Items were found which were not recorded in the books at the time of Incorporation and one item recorded at the time of incorporation which was not in existence has been deleted.
3	Intangible Assets	1	0.6			Firewall acquired in 19/05/2021 was not recorded now recorded
4	Office Equipment	328	3.94			328 Items of office equipment existing were not recorded now recorded
5	Furniture and Fixtures	376	4.68			Unrecorded items of Furniture and Fixtures have now been recorded
6	Computers and Servers	1148	26.66			Unrecorded items of Computers and servers have now been recorded
	Total	2793	145.67	2	81.78	

*The above adjustments of additions and deletions in the financial statement is not in accordance with Ind AS-8 as the material discrepancies on physical verification has been adjusted during the year instead of Restatement as per Ind AS-8 **"Accounting Policies, Changes in Accounting Estimates and Errors"***

- b) *The above Additions includes 84 items of Plant and Machinery valued at Rs 9.36 lakhs and 151 items of Computers and Servers valued at Rs 3.49lakhs in respect of OCF Avadi units which are not in working conditions as per the Fixed Asset Register provided by the management. These assets have not been discarded / scrapped as required by **Ind AS 16 Derecognition para 67(b)** which requires that **"the carrying amount of an item of PPE shall be derecognized when no future economic benefits are expected from its use or disposal"***

3- Intangible Assets under development

During the last financial year 2023-24 the company accounted for Intangible Assets under development amounting to Rs 115.66 lakhs, based on opinion of unit management. During current year Based on study at head office level it was observed that certain expenses amounting to Rs 79.81 lakhs were not in the nature of intangible assets, hence the same has been expensed off during the current year as research expense (Refer note 5 "Intangible Assets Under Development")

The adjustment is not as per Ind As-8 **"Accounting Policies, Changes in Accounting Estimates and Errors"** which requires material prior period years to be restated as per the provisions of Ind AS-8.

4- Valuation of Inventory

(i)Fixed Overhead Allocation :

- a) As per para 10 of Ind AS 2 "The cost of inventories shall comprise all cost of purchase, cost of conversion and other cost incurred in bringing the inventories to the present location and condition. As per para 12 of Ind AS 2, cost of conversion includes systematic allocation of Fixed Overheads that are incurred in converting material in finished goods. Fixed production overheads are those indirect costs of production that remain relatively constant regardless of the volume of production, such as depreciation and maintenance of factory buildings, equipment and right-of-use assets used in the production process, and the cost of factory management and administration.

It has been observed that the company has considered all the indirect expenses incurred in the units as part of Factory Overhead for valuation of inventories which is not in accordance with the requirement of Ind AS 2 "Inventories"

The impact of the above non-compliance of Ind AS -2 cannot be quantified by us in absence of the desired information at this stage in respect of current year's valuation of inventory of finished goods and semi-finished goods and on Statement of Profit and Loss. Impact of the above deficiency in respect of earlier years also could not be quantified in financial statement of earlier years in absence of related data.

b) As per para 13 of Ind AS 2, the allocation of fixed production overheads to the costs of conversion is based on the normal capacity of the production facilities. Normal capacity is the production expected to be achieved on average over a number of periods or seasons under normal circumstances, taking into account the loss of capacity resulting from planned maintenance. The actual level of production may be used if it approximates normal capacity. The amount of fixed overhead allocated to each unit of production is not increased as a consequence of low production or idle plant. Unallocated overheads are recognized as an expense in the period in which they are incurred. In periods of abnormally high production, the amount of fixed

overhead allocated to each unit of production is decreased so that inventories are not measured above cost.

It has been observed that during the year the company has corrected its policy of fixed cost allocation from "total cost allocation method" to "normal or actual production capacity whichever is higher" The correction of deficiency in method of valuation as stated above has been given for the current year valuation of Finished and Semi Finished Goods. As the correction of deficiencies has been done from current year, the impact of previous year's deficiencies could not be quantified and reported at this stage in absence of required information.

(ii) Valuation of Raw Material and Stores

Upto the last year the policy of valuation of Raw Material, Stores in hand was to value the same at the lower of weighted average moving rate and last paid rate (LPR) which was not in accordance with Ind AS -2 "Inventories" During the year the same has been corrected to value the same as per Ind AS -2 as stated in "Accounting Policy".

The correction of error during the year has resulted in increase in value of Raw Material and Stores by Rs 12.44 lakhs in comparison to method which was applied upto last year. The impact of the change has not been implemented for earlier valuations hence the same cannot be quantified at this stage.

(iii) Valuation of Semifinished Goods

Upto the last year in the valuation of inventory of semi-finished goods, the cost of Semi-Finished goods was determined by considering material cost @ lower of weighted average cost or Last Purchase Rate hence the same was not compared with Net Realizable Value. The method was not in accordance with Ind AS-2. During the year, the error has been corrected to comply with the provisions of Ind AS-2.

The impact of correction of deficiency in valuation of semi-finished goods has resulted in reduction in value by Rs 4235.83 lakhs in comparison to the method applied upto last year. Impact of wrong method in previous years financial statements could not be quantified in absence of requisite data presently not available. However, the management has opined that the impact of the same will not be material.

(iv)

The company had a system of fixed cost allocation to finished and semifinished goods based on the data available in PPC Package which is maintained on payment basis. Thus, all the provisions of expenses which were made in previous years were not considered for fixed cost allocation for valuation of inventory and the method of valuation of inventory was not in accordance with Ind AS -2 "Inventories" The company has not changed the method and continued to follow the same during the current year as well.

The impact of taking overheads as per PPC package instead of financial records for allocation of fixed overhead in valuation of finished and semi-finished goods could not be quantified in absence of desired data for earlier years as well as for current year.

5- Confirmation of Balances

The company has communicated with Trade Receivables, Trade Payable, Advance to Customers and Advances from Customers on negative confirmation basis as per details given hereunder.

Particulars	Total No of accounts	Balance as per books	Balances Rs in Lakhs					
			Confirmation sent		Confirmation received		Balance as per Book	Difference
			No of Accounts	Balance as per books	No of Accounts	Balance as per books		
1	2	3	4	5	6	7	8	(7-8)
Trade receivable	140	22931.52	140	22931.52	NIL	NIL	NIL	NA
Trade Payable	488	3233.29	488	3233.29	12	521.42	405.51	115.91
Advance from customers	48	55895.17	48	55895.17	NIL	NIL	NIL	NA
Advance to Suppliers	117	120.57	117	120.57	2	53.77	52.61	1.16

It has been observed that only few parties have responded to the above confirmation requests. The company does not have any system of reconciliation of balances with DPSUs and other private parties having substantial transactions and material outstanding. In our opinion the company should introduce the system of periodical reconciliation for the DPSUs and other parties having substantial transactions and material outstanding.

We have also sought confirmation from selected parties in compliance with SA-505 but very few parties replied to our communication which were showing differences and the same are subject to reconciliation and consequential adjustments. In our opinion the company should introduce the system of periodical reconciliation for the DPSUs and other parties having substantial transactions and material outstanding.

6-Adjustment of OCI Balance Rs 2695.77 lakhs

During the FY 2022-23 the company accounted for variation in sales prices due to profit escalation as directed by Ministry of Defence in "Other Comprehensive Income (net of Tax)" as against "Income of Current year 2022-23" as per Ind AS 115 "Revenue from Contracts with Customers"

As per the provisions of Ind AS, only (i) Gain or loss arising on Exchange Difference as per Ind AS 21 "Effect of Changes in Foreign Exchange Rates"; (ii) Gain or loss arising on Debts instruments routed through OCI; (iii) Share of OCI in Associates and JVs relating to reclassification to P & L and (iv) Effective Position of gain / loss of cash flow hedge are reclassified to Profit and Loss Account.

The adjustment was not in accordance with the provisions of Ind AS -1 "Presentation of Financial Statements" as the same was not permitted as given in aforesaid para.

During the year the company transferred the balance appearing in "Other Comprehensive Income" to "Retained Earning" appearing in "Other Equity"

The Correction of error during the year 2024-25 without restatement of prior period error is not in accordance with Ind AS-8 "Accounting Policies, change in accounting estimates and Errors"

7-Funds received from Govt of India

Other Financial Liabilities amounting to Rs 23708.00 (Note no 17) includes Rs 23112.00 lakhs (balance o/s as on date) out of Rs 23712.00 received from Govt of India Ministry of Defence to pay off the liability towards Cantonment Charges which relates to period prior to incorporation of the company. This money received was in the nature of "Government Funds Received in Trust" which was to be utilized by the company to pay off any liability arising out of claim by the Cantonment Board Kanpur. As referred to in note number 9(c) forming part of financial statements, the company is keeping the money received in pooled account as Fixed Deposits since beginning and crediting the interest earned as "Interest Income of the Company" in note 22 (a) forming part of Financial Statements **(amount not ascertained for current year as well as for earlier years)** instead of crediting the same to the "Government Funds Received in Trust" as there was no specific direction of Government to use the income by the company itself. Year wise interest income received on the above said funds could not be quantified in view of the details of the same not being provided by the company.

The company is showing the bank balance as its own balance in the financial statements under the head "Cash and Cash Equivalent" sub para (iii) under the head "Bank Deposits Maturity Less than 3 Months" as against under

the head "Others (with specification" as a separate line item) so as to clarify the nature / owner of such funds. The company is showing the funds as a liability under the head "Other Financial Liabilities" in Note 17 forming part of financial statements which is also incorrect as the same is not company's liability rather it is Govt's Liability hence the same needs to be disclosed as a separate line item on the face of the Balance Sheet below Equity as "Government Funds Received in Trust".

Money received from the Govt of India to pay the liabilities relating to period prior to incorporation is not a financial liability as per Ind AS 109, as the company has no contractual liability with any party as per Ind AS. The wrong disclosure of the Govt Funds has resulted in overstatement of Cash and Cash Equivalent and Other Financial Liability by the figures stated above as per the Schedule III division II of the Companies Act, 2013, which specifies the format and requirements for preparing financial statements for companies that are required to comply with Indian Accounting Standards (Ind AS).

8-Statutory Compliances (i) MSMED ACT

As per the MSMED Act, there is a provision for timely payment to MSMEs by buyers. Specifically, Section 15 of the MSMED Act deals with the obligation of buyers to make payment to MSME suppliers within a certain period. According to this provision, buyers are required to make payment for the goods or services supplied by MSMEs within 45 days from the date of acceptance or the deemed acceptance of the goods or services. As per section 16 of the MSMED Act, where any buyer fails to make payment of the amount to the supplier as required under section 15 of MSMED Act, the buyer shall, notwithstanding anything contained in any agreement between the buyer and supplier or any law for the time being in force, be liable to pay compound interest with monthly rests to the supplier on the amount due, at 3

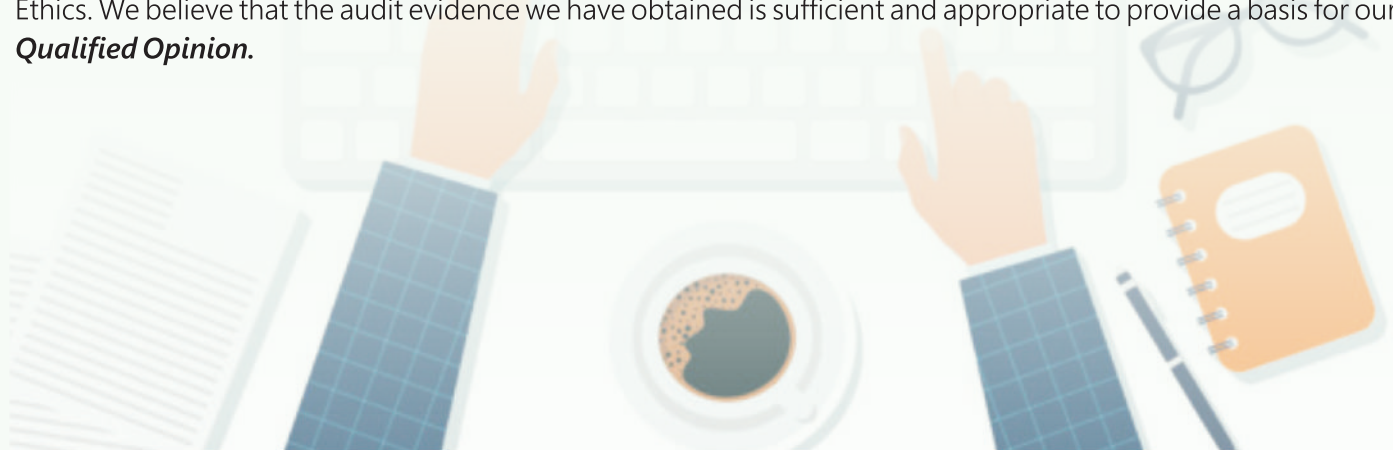
times of the bank rate notified by the Reserve Bank of India.

It has been observed that the company has been following different methods for accounting of Purchases in different units. Some units have recorded purchases on payment basis rather than on the basis of Receipt Vouchers (RV). *Recording of purchases on payment basis in respect of some units which was subsequently corrected as per accrual principle at the year end, has resulted in wrong calculation of number of days for which the dues were outstanding to MSMEs, hence the non-compliance with the provisions of MSMED Act as referred to in para above could not be quantified in absence of related data.*

9-Non compliance with Disclosure Requirements as per Ind AS :

No disclosure of "Revenue recognized in reporting period that was included in the contract liability balance at the beginning of the period as per para 116(b) of Ind AS 115 "Revenue from contract with Customers"

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our **Qualified Opinion.**



Information Other than the Financial Statements and Auditor's Report Thereon

The company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report and the Corporate Governance Report (but does not include the Ind AS financial statements and our auditor's report thereon). The other reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the Financial Statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

When we read the 'Other reports', if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions, if required. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

The audited Ind AS financial statements of the Company for the year ended 31 March 2024 included in these financial statements, have been audited by the Predecessor Statutory Auditors whose audit report dated 22nd July, 2024 expressed **modified opinion** on those audited financial statements. Material reasons for modified opinion were as under: -

- (i) *Differences in area of land transferred to TCL, Actual Land in possession of TCL and the area of land considered for valuation by the valuer.*
- (ii) *Adjustments for addition and deletion of Property Plant & Equipment on accounting of differences in physical verification and non-deletion of land in respect of building not belonging to the company.*
- (iii) *Impact of financial assets not taken correctly at the time of incorporation.*
- (iv) *Balance in Trade receivables & payable and Advance given and received and other personal accounts were subject to confirmation and reconciliation.*
- (v) *Absence of proper records of legal cases and their impact on financial statements if any.*

Report on Other Legal and Regulatory Requirements :

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. We are enclosing our report in terms of Section 143(5) of the Act, on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, in the "Annexure "B", on the directions and sub-directions issued by the Comptroller and Auditor General of India.
3. As required by Section 143(3) of the Act, we report that
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books **except for the matters stated in the paragraph 3(j) (vi) (b) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.**
 - (c) We are sole auditors of the company and no separate financial statements were prepared by the company in respect of the units, except trial balance as per management decision. As we are sole auditors, reporting under this para is not applicable for the company.
 - (d) The Balance Sheet, the Statement of Profit and Loss (including the statement of Other Comprehensive Income) and the Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account.
 - (e) In our opinion, **except for Ind AS 2 "Valuation of Inventories" as referred to in para "4" in certain aspects ; Ind AS 8 as referred to in para "2, 3, 4 and 6 " "Accounting Policies, Changes in Accounting Estimates & Errors; Disclosure requirement of Ind AS(s) as per para 9 of Basis for Qualified Opinion,** the aforesaid Ind As financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended.
 - (f) We have not come across any observation on the financial transactions or the matters which have any

adverse impact on the functioning of the company.

- (g) Being a Government Company pursuant to the Notification No. GSR 463(E) dated 5 June 2015 issued by the Ministry of Corporate Affairs, Government of India, provisions of sub-section (2) of Section 164 of the Act, are not applicable to the company.
- (h) We have not come across any qualification, reservation or adverse remark relating to maintenance of accounts and other matters connected therewith except for the matters specified in para 3 (b) above on reporting under Section 143(3)(b) and paragraph 3 (j) (vi) (b) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
- (i) With respect to the adequacy of the internal financial controls over financial reporting with reference to these Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C" to this report.
- (j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. As per the information and explanation given to us by the management and based on our examination of the records of the company on test check basis, it has been observed that the company has disclosed contingent liabilities which relates to company and period prior to incorporation as stated in note no 31 (v).
 - ii. As per the information and explanation given to us by the management and based on our examination of the records of the company, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief (note no 30(ii) (d) , no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries"), or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - b) The management has represented that, to the best of its knowledge and belief (note no 30(ii) (e), no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall,
 - whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries"), or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

- v. The company has not declared any dividend during the year. Hence, this para is not applicable.
- vi. The company is using two software for accounting. Our observations under Rule 11(g) of the companies (Audit and Auditors) Rules, 2014 are as under:

a) Tally Prime Edit Log : Used for accounting of day-to-day transactions for preparation of financial statements.

Based on our examination which included test checks, the company have used accounting software for maintaining its books of account which, have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions.

Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in Tally.

Additionally, except where the audit trail (edit log) facility was not enabled in the previous year, the audit trail has been preserved by the Company as per the statutory requirements for record retention,

b) PPC Package : For maintaining records pertaining to inventory, recording of purchases and sales, creation of vendor and employee profiles, calculation of salary, etc.

Based on our verification of PPC Package and explanation given by the management ***Audit Trail has not been enabled in the PPC Package.*** The company has a system of seeking permission in writing for making any changes in the earlier transaction that results in replacing the transaction and the same is overwritten resulting into deletion of original transaction.

- (k) The Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For S. K. KAPOOR & CO.
CHARTERED ACCOUNTANTS
(FRN: 000745C)

Sd/
(CA V. B. SINGH)
PARTNER
M.No. 073124
UDIN: 25073124BMNYOD4934
Place: Kanpur
Date: 02/09/2025

Annexure "A" to the Independent Auditor's report

Referred to in " Paragraph 1" under "Report on other legal and regulatory requirements" of our report of even date to the members of the company on the Ind AS Financial Statements for the year ended March 31, 2025.

i. a A) As per the Material Accounting Policy of the company as stated in Financial Statements for the year ended 31st March 2024 para 5.3 , the Company was maintaining Building and Machine registers. The auditors also reported the same facts without mentioning, whether the company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. During the current year all the units has maintained FAR in Excel and updation of particulars, including quantitative details and situation of Property Plant and Equipment is in progress.

B) The company has maintained proper record showing full particulars of Intangible Assets.

b. During the year detailed exercise of physical verification was conducted in all the units and all the material discrepancies has been adjusted in financial statements as referred to in Note no. 2 (c) of Financial Statements. However, the adjustment being made is not in accordance with the provisions of Ind AS 8 which requires restatement of financial statements if the prior period discrepancies are material (Refer para 2 (a)) and Ind AS -16 for the reasons stated in para 2 (b) of "Basis for Qualified Opinion" of our report..

c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note "2" on "Property, plant and equipment" to the Ind AS financial statements, are not held in the name of the Company. The detail of the same is as under:

Description of Property	Gross carrying Value (Rs in Lakhs)	Held in name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in name of company*
Land	3,99,106.77	Land held in the name of Govt of India	No	Since 01/10/2021	The company is in the process of getting title transferred in its name pursuant to the scheme of corporatization
Building	24030.45	Building held in the name of Govt of India	No	Since 01/10/2021	The company is in the process of getting title transferred in its name pursuant to the scheme of corporatization.

d) The Company has not revalued its Property, Plant and Equipment (including Right-of-use assets) or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.

e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its Ind AS financial statements does not arise.

ii. a) As per the information and explanation given to us by the management, the physical verification of inventory has been conducted once a year. In our opinion the coverage and the procedure of such verification is appropriate. No material discrepancies were noticed on such physical verification.

b) As per the information and explanation given to us by the management, a cash credit limit was sanctioned by State Bank of India amounting Rs 20000 lakhs against hypothecation of entire current asset consisting of Raw material, Components, stock in Process, Finished Goods, Store and spares, Book debts and all other current assets of Company as primary security and entire Plant & machinery and Other Moveable Fixed Assets as Collateral security. The limit has not been availed till 31.03.2025, hence no quarterly returns / Statements are required to be filed by the Company with the State Bank of India. However, documents executed and the appropriate charges have been registered with the Registrar of Companies.

- iii. According to the information and explanation given to us and on the basis of our examination of the records of the company, the company has not made any investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year hence the provisions of clauses (iii) (a) to (iii) (f) of the order are not applicable
- iv. According to the information and explanation given to us and on the basis of our examination of the records of the company, the company has not given any loans, or made any Investments or provided any guarantees or granted any security, to the director or any other party. Accordingly, the provisions of clause 3(iv) is not applicable to the company.
- v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. As per the information and explanation given to us, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. As per the information and explanations given to us the company is maintaining proper records as per section 148(1) of the Act. *No qualification was reported by the cost auditor in his report dated 25th Sep 2024 in respect of report for the FY 2023-24.*
- vii.
 - a. According to the information and explanations given to us and the records of the Company examined by us on test check basis as per Standards on Auditing , in our opinion, the Company is regular in depositing undisputed statutory dues in respect of provident fund, Central Government Employees Group Insurance Scheme (CGEGIS), income tax, goods and services tax , labour welfare fund, sales tax, service tax, duty of customs, duty of excise, value added tax, Cess and other material statutory dues, as applicable, with the appropriate authorities.
 - b. According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Income Tax, wealth tax or service tax or duty of customs or duty of excise or value added tax, wherever applicable, as at 31st March, 2025, which have not been deposited on account of dispute, *except the dues of Cantonment Charges amounting to Rs 1691.31 lakhs which is shown as contingent liability and Rs 596.00 lakhs for which provisions in financial statement has been made but has not been paid due to dispute.*
- viii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- ix. According to the records of the Company examined by us and the information and explanations given to us, the Company has not taken any loans or other borrowings from any lender during the year. Accordingly, the provisions of clause 3(ix) (a) to (f) are not applicable to the company

- x.
 - a. No moneys have been raised by way of initial public offer or further public offer (including debt instruments) during the year by the company. Accordingly, the provisions of clause 3 (x)(a) of the order is not applicable to the company.
 - b. The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, the provisions of clause 3 (x)(b) of the order is not applicable to the company.
- xi.
 - a. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company has been noticed or reported during the year. Accordingly, the provisions of clause 3 (xi) (a) of the order are not applicable to the company.
 - b. No report under section 143 (12) of "the Act" has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rule, 2014 (as amended) with the Central Government in view of no finding of fraud as reported in para 3 (xi) (a) above.
 - c. As per the information and explanation given to us by the company, there does not exist any whistle blower mechanism, hence we cannot offer any comment under this clause.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv.
 - a) The company has an internal audit system however its coverage adequacy and scope are not commensurate with the size and nature of its business. In our opinion the **internal audit system was not in commensurate with the size of the company and the nature of its business because of the following factors not considered in reporting by the internal auditors : -**
 - i) No disclosure of quantum and method of Verification of Inventories.
 - ii) No disclosure of quantum and method of verification of Fixed Assets
 - iii) Neglect in Department-Specific reporting of Compliance with Law and Regulation.
 - iv) Governance Oversight Deficiency as emphasized in SA 610.
 - v) No reporting of deficiencies in internal controls applicable to the entity.
 - vi) No Recommendation on the deficiency of internal controls.
 - b) The report of the internal auditors was not adequate from statutory auditors' perspective due to limited coverage hence the same was not considered for statutory audit purposes.

- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them covered under Section 192 of the Companies Act. Accordingly, reporting on clause 3(xv) of the Order is not applicable.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Hence sub-clauses (a), (b), (c) & (d) of clause (xvi) are not applicable.
- xvii. The company has incurred cash losses during the current year amounting to Rs 15930.76 lakhs as against cash loss of Rs 38257.07 lakhs for the financial year 2023-24, resulting into accumulates losses of Rs 54187.83 lakhs. *We have qualified our opinion on valuation of inventory of finished & semi-finished goods as per para 4 (i) (a) of "Basis for Qualified Opinion" in the matter of "Fixed Cost Allocation" as per Ind AS-2. As we could not quantify the impact of this qualification hence, we could not consider the effect of such unquantified qualification for the purpose of making comments in respect of this clause.*
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations provided to us during the course of audit and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans supported by Govt. of India and based on our examination of the evidence supporting the assumption, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The company does not have any unspent amount under subsection (5) of section 135 of the Act, in respect of any ongoing or other than ongoing project as at the expiry of the financial year.
- xxi. The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of Ind AS financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For S. K. KAPOOR & CO.
CHARTERED ACCOUNTANTS
(FRN: 000745C)

Sd/
(CA V. B. SINGH)
PARTNER

M.No. 073124
UDIN: 25073124BMNYOD4934

Place: Kanpur
Date: 02/09/2025

Annexure "B" to the Independent Auditor's report

Referred to in "paragraph 2" under "Report on other legal and regulatory requirements" of our report of even date to the members of the company on the Ind AS Financial Statements for the year ended March 31, 2025. Directions /Additional directions of the CAG of India under Section 143(5) of the Companies Act 2013 on the accounts of Troop Comforts Limited for the period ended 31st March 2025.

S. No.	Direction u/s 143(5) of the Companies Act 2013	Auditor's reply on Action taken on the directions	Impact on Financials
1.	Assess the fair valuation of all the investments, both quoted and unquoted, made directly by the company or through trusts, for post-retirement benefits of the employees. This includes verifying valuation methodologies, ensuring consistency with Ind AS and reviewing supporting documentation. The auditor shall provide a brief note on the valuation approach, its reasonability, and compliance with applicable regulations, reporting any material deviations or misstatements.	On dissolution of OFB, the Government has decided that all the employees of OFB (Group A, B & C) belonging to the production units and also the identified non-production units shall be transferred <i>en masse</i> to the New DPSUs on terms of foreign service without any deputation allowance (deemed deputation) initially for a period of two years from the Appointed Date (now deputation extended till 30.12.2025), in accordance with Rule 37A of the Central Civil Services (Pension) Rules 1972. The employees shall continue to be subject to all the extant rules, regulations and orders as are applicable to the Central Government servants, including related to their pay scales, allowances, leave, medical facilities, career progression and other service conditions. The pension liabilities of the retirees and existing employees will continue to be borne by the Government from the Ministry of Defence budget for Defence Pensions. For the employees recruited after 01.01.2004, National Pension Scheme applicable to the Central Government employees is in vogue and the same may be adopted by the New DPSUs, including continuation of all special provisions applicable to Central Government employees under the NPS. Accordingly, company abide by the guidelines/ directives issued by MoD, registered with the Pension Fund Regulator and Development Authority (PFRDA). The company usually deducts from the employee's salary and then deposits the consolidated amount employee's contribution and employer's contributions with NPS trustee bank. Necessary entries are passed in the Tally.	No financial impact

2. Whether the company has a system in place to process all the accounting transactions through IT systems? If yes, the implications of processing of accounting transactions outside IT system on the integrity of the accounts along with the financial implications, if any, may be stated.	The company has established a comprehensive IT-enabled accounting environment to ensure the integrity, accuracy, and completeness of all accounting transactions. IT Systems in Place for Accounting Transactions The company operates a robust ERP system built on the INFORMIX Database Management System, which encompasses the following integrated modules: • Wage Package : Automates payroll processing for employees. • Inventory Package : Facilitates automated inventory valuation based on Net Realizable Value (NRV) or cost, as applicable. • Costing Package : Supports precise evaluation of the cost of production. • Revenue Recognition : Enables automated generation of sales vouchers in accordance with revenue recognition principles. • Other Accounting Applications : Address various accounting and financial reporting requirements. All accounting transactions are systematically captured and processed within this tailor-made system, ensuring real-time recording. Alignment with Accounting Standards and Financial Reporting To ensure compliance with IND AS (Indian Accounting Standards) and to facilitate the preparation of statutory financial statements, the company utilizes Tally Prime as an add-on solution. All accounting entries are carried out in Tally Prime for the purpose of generating financial statements, maintaining accounting ledgers, and preparing trial balances in formats compliant with commercial accounting and statutory requirements. This dual-system approach ensures that no accounting transaction is processed outside the IT environment. Key Features Ensuring Integrity and Security The company's IT systems are further strengthened by the following controls: • Maker-Checker Mechanism : A dual-authorization process is in place to ensure proper checks and	No financial impact
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		balances before payment authorization however some errors were observed in accounting of transactions in Tally which were corrected subsequently on reporting by the auditors. • Voucher Uploading : Facilitates cross-verification and provides remote audit access to statutory auditors. • Centralized Data Control : Data is centrally managed and protected using advanced Cybersecurity solutions (e.g., Sophos), enabling real-time monitoring and proactive threat mitigation. • Audit Trail : Automated audit trail features are enabled to ensure full traceability of transactions, supporting transparency and regulatory compliance in Tally. In summary, the company has a comprehensive and secure IT system in place for processing all accounting transactions, with robust controls to ensure data integrity and compliance with applicable accounting standards.	
3	Whether funds (grants / subsidy etc.) received /receivable for specific schemes from Central / State Government or its agencies were properly accounted for as per the applicable accounting standards or norms and whether the received funds were utilized as per its terms and conditions? Whether accounting for interest earned on grants received has been done as per terms and conditions of the Grant. List the cases of deviation.	No grant or subsidy has been received by Central / State Govt. All the funds received against the CAPEX and Equity are properly accounted for. No deviation is there.	No Financial impact

4.	Whether the Company has identified the key Risk areas? If yes, Whether the Company has formulated any Risk Management Policy to mitigate these Risks? If yes, (a) Whether the Risk Management Policy has been formulated considering global best practices? (b) Whether the company has identified its data assets and whether it has been valued appropriately.	The TCL Board has passed a resolution (Annexure-A) on 07.07.2023 and adopted a comprehensive Risk Management Policy (Annexure-B) to address potential risks that may impact the company's operations and strategic objectives. This policy aligns with the commitment to sustainable business growth and stability. (a) These areas encompass strategic at Board level, Financial, operational, IT and other relevant risks as categorized in the Risk Management Policy, ensuring a comprehensive approach to risk mitigation and management. (b) The company has neither identified any DATA Assets nor valued.	No Financial impact
5.	Whether the company is complying with the Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable Rules and regulations of SEBI, Department of Investment and Public Asset Management, Ministry of Corporate Affairs, Department of Public Enterprises, Reserve Bank of India, Telecom Regulatory Authority of India, CERT-IN, Ministry of Electronics and Information Technology	TCL is not yet listed with SEBI. Therefore, Listing Obligations and Disclosure Requirements (LODR) laid out by SEBI is not applicable. However, TCL is adhering to the norms/guidelines set out by agencies like the DIPAM, MCA, , RBI, etc. except the following non compliances in respect of DPE guidelines updated up to year 2018. Our report is based on the information and explanations given to us by the management and DPE guidelines issued. i. During the Audit Period, the non-functional Directors were less than 50% of the total Board Strength as required in clause 3.1.2 of the DPE Guidelines, 2010; ii. During the Audit Period the Company does not have Independent Directors as required in clause 3.1.4 of the DPE Guidelines, which requires that <i>"at least one-third of the Board Members should be independent directors"</i> iii. The Company has not constituted Audit Committee as per clause 4 and Remuneration Committee as required in clause 5 of the DPE Guidelines. <i>As per section 178 of companies Act 2013, also the company is</i>	No Financial impact

	and National Payment Corporation of India wherever applicable? If not the , the cases of deviation may be highlighted,	<i>required to constitute Nomination & Remuneration committee which has not been complied with.</i> iv. <i>The board of the company is required to review the compliance with all the laws and regulations as per the clause 3.3.3 of the DPE Guidelines 2010 Periodically as well as steps taken by the company to rectify instances of non-compliances. No material non compliance was noted by us in this respect, except our observation on MSMED Act as per para no 8 of "Basis for Qualified Opinion" of our report.</i> v. <i>Disclosure as per point no 6 of annexure VII (format of corporate governance) were not given in last year's report on corporate governance. Current year's Corporate Governance report is presently not available hence we cannot comment on the same.</i>	
	ADDITIONAL DIRECTIONS OF THE C & AG		
1.	Whether the migration of assets and liabilities on the date of transfer (appointed date) from erstwhile OFB which remained incomplete as of 31st March 2024 have been completed during financial year 2024-25? If there is any deviation; the reasons, nature of deviation and its impact on financial statements may be stated.	During the year detailed physical verification of Property Plant and Equipment was carried out by the management which resulted in material differences in various class of Fixed Assets as disclosed in "Basis for qualified Opinion" Para 2 of our report. All the deviations observed has been adjusted in the financial statement of current year by adjusting from Other Equity "Other reserves for issue of shares to GOI)" which is not in accordance with Ind AS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" which requires restatement of financial statements as per Ind AS 8 if the impact is material.	
2.	Whether the company has carried out reconciliations exercise pertaining to intercompany / intracompany balances at the year end? whether the confirmations have been obtained from	The company has sent mails to all the parties including DPSUs under trade receivable, trade payable, advance to customers and advances from customers as requested by us on negative confirmation basis as per SA-505. Very few parties as reported in para 5 "Basis for Qualified Opinion" of our report, submitted written confirmation showing differences in values. We also communicated directly with some parties but none of the party responded to our request. All the intra company balances are reconciled.	Financial impact disclosed in audit report in para referred

	other DPSUs for the balance due to / due from them at the year end? The reason for unreconciled balances, if any, along with the unreconciled amount may be stated.	<i>The company does not have any system of reconciliation of balances with parties having substantial outstanding hence we cannot comment on the deviation in balances in the above said accounts and its impact on financial statements if any.</i>	
3.	Whether the company or its units possess clear title and possession of land stated in financial statements? State the area of land under encroachment and / or dispute if any?	Process of Land Mutation is not completed. Proper disclosure has been made in Note 2 (a) & (b) of Financial Statement, wherein land details has been given exhaustively.	No financial impact
4.	Whether the company's pricing policy absorbs all the fixed and variable cost of production as well as, the allocation of overheads?	As per the information and explanation given to us, the company's Pricing Policy is designed to ensure comprehensive absorption of all relevant costs associated with production, including both fixed and variable costs, as well as appropriate allocation of overheads. Absorption of Fixed and Variable Costs The Pricing Policy explicitly provides for the inclusion of all direct variable costs (such as raw materials, direct labor, and utilities) and fixed costs (such as depreciation, salaries, and other fixed overheads) in the determination of product pricing. This approach ensures that the full cost of production is recovered through the pricing mechanism. Allocation of Overheads In addition to direct costs, the policy mandates the systematic allocation of indirect costs and overheads. Strategic Pricing Considerations While the primary objective is to absorb all costs, the company also adopts flexible pricing strategies as a part of its long-term business development plan. In certain cases, the company may implement alternative pricing models (such as penetration pricing etc.) to capture new markets and responding to competitive business opportunities.	No financial impact

5.	What is the system of by products and finished products? List out the case of deviation of from its declared policy?	The question is more relevant to process industry. No By products are there in the clothing manufacturing.	No Financial Impact
6.	Whether the company has effective system for physical verification, valuation of stocks / inventories, treatment of non-moving items and accounting the effect of shortage / excess noted during the physical verification?	The company has established an effective system for the physical verification and treatment of Non-Moving stock / inventories and accounting the effect of shortage / excess noticed during physical verification. <i>The valuation of inventory is having some deficiencies which are reported in para 4 (i) (a) and 4 (iv) of "Basis for Qualified Opinion" of our report.</i>	Impact on financial statement for non-compliance with Ind AS-2 "Inventories" & correction of errors in inventory valuation is reported in para 3 of "Basis for Qualified Opinion"
7.	Whether company has obtained title (share certificate) in respect of all investments in subsidiaries / joint ventures / SPV Et al if any	Company doesn't have any Subsidiaries / Joint Ventures / SPV. No impact in financial statements.	No impact in Financial Statement

For S. K. KAPOOR & CO.
CHARTERED ACCOUNTANTS
(FRN: 000745C)

Sd/

(CA V. B. SINGH)

PARTNER

M.No. 073124

UDIN: 25073124BMNYOD4934

Place: Kanpur
Date: 02/09/2025

Annexure "C" to the Independent Auditor's report

Referred to in paragraph 3(i) under "Report on other legal and regulatory requirements" of our report of even date to the members of the company on the Ind AS Financial Statements for the period ended March 31, 2025. Report on Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of The Companies Act, 2013 ("The Act")

We have audited the internal financial controls over financial reporting of Troop Comforts Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the Ind AS financial statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the guidance note on the audit of internal financial control over financial reporting (the Guidance Note) issued by The Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the financial statements, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the Ind AS financial statements included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls system over financial reporting with reference to Ind AS financial statements.

Meaning of Internal Financial Controls over financial reporting with reference to these Financial Statements

A company's internal financial control with reference to the Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the Ind AS Financial Statements includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the Ind AS Financial Statements

Because of the inherent limitations of internal financial controls with reference to the Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Ind AS financial statements to future periods are subject to the risk that the internal financial controls over financial reporting with reference to the financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to the Ind AS Financial Statements in place and such internal financial controls with reference to the Ind AS Financial Statements were operating effectively as at 31 March 2025, based on the internal controls over financial reporting criteria established by the Company considering the components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI

Place: Kanpur
Date: 02/09/2025

For S. K. KAPOOR & CO.
CHARTERED ACCOUNTANTS
(FRN: 000745C)
Sd/
(CA V. B. SINGH)
PARTNER
M.No. 073124
UDIN: 25073124BMNYOD4934

INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS FOR THE YEAR ENDING 31st MARCH, 2025

Basis for Qualified Opinion:

Attention is drawn to following paras :

Sl. No.	Qualified Opinion	Management's Comments
1.	In the financial statements the area of land measuring 894.39 acres has been considered for valuation at Rs 399106.77 lakhs as per valuation report dated 14/01/2022 whereas land transferred to the company by the Directorate of Ordnance (C & S), MOD, was 853.10 acres. The actual land in the possession of the Company is 862.18 acres. Thus, the company is in possession of more land measuring 9.08 acres as compared to the land transferred and accounting of land has been done for 32.21 acres of land which is not in the possession of the company. <i>In view of pending dispute between the land in possession and land considered for valuation and accounting, the final impact on the financial statements in equity and value of land cannot be quantified at this stage.</i>	For past 4 years the Company has consistently provided appropriate disclosures to bring in full transparency as detailed in Note 2 to the Financial Statements, regarding the differences in land area. The following points clarify the current status: ● The impact of such variations in measurement—whether shortfall or excess—is yet to be adjusted in the financial statements and will be considered once the legal and procedural formalities are completed. ● The complex process of mutation of Defence Land in favour of the Company is currently underway with the concerned authorities. In view of the ongoing mutation and reconciliation process, the final impact on the financial statements will be quantified and accordingly, any accounting adjustment shall be effected post finalisation of the mutation and verification processes.
2.	Physical Verification of Fixed Assets: a) During the year management carried out detailed physical verification of property plant and equipment in which few discrepancies were noted and adjusted in financial statements during current year based on the valuation of assets done by a valuer. <i>The above adjustments of additions and deletions in the financial statement is not in accordance with Ind AS-8 as the material discrepancies on physical verification has been adjusted during the year instead of Restatement as per Ind AS-8 "Accounting Policies, Changes in Accounting Estimates and Errors"</i>	During the year, a comprehensive physical verification of Property, Plant and Equipment (PPE) was carried out across all units. As part of this exercise, certain assets that were previously omitted in this legacy transfer were identified. These were valued by IBBI-registered valuers in line with MoD guidelines, and adjustments were made in the current year's financials. The net impact of these adjustments (Additions: ₹145.66 lakhs; Deletions: ₹81.79 lakhs; Net: ₹63.87 lakhs) is not considered material as per the Company's accounting policy. Thus the company has been following system of adjustments of prior period transactions by adjustment from specific head "Other Reserves for Issuance of shares". The same has been continued to maintain consistency.

b) The above Additions includes 84 items of Plant and Machinery valued at Rs 935678.00 and 153 items of Computers and Servers valued at Rs 309999.00 in respect of OCF Avadi units which are not in working conditions as per the Fixed Asset Register provided by the management. These assets have not been discarded / scrapped as required by **Ind AS 16 Derecognition para 67(b) which requires that "the carrying amount of an item of PPE shall be derecognized when no future economic benefits are expected from its use or disposal"**

b) Non-Functional Assets at OCF Avadi

The additions include certain items (84 Plant & Machinery worth ₹9.36 lakhs and IT related hardware worth ₹3.10 lakhs) at OCF Avadi. These have not been derecognized under Ind AS 16 as they are retained for possible future use. Derecognition will be considered once it is confirmed that no future economic benefit is expected.

The company is basically a garment industry performing entirely stitching work. The most of the P&M are Sewing Machines. As per the information available, there are no P&M kept idle.

Certainly there are varieties of machines available for performing different works e.g. Button Sewing Machines, Button Holing Machines, Bar-tack Machines, Heavy Duty Machines, Two Needle Machines, Four Needles machines etc. Sometimes, these special purpose machines are used for special type of stitching purposes only.

Similarly, the IT hardware mentioned by the auditors are all in working condition. These are available with the users' sections for day to day activities

Therefore, it is not correct that the said PPEs are not in working condition.

3. Intangible Assets under development

During the last financial year 2023-24 the company accounted for Intangible Assets under development amounting to Rs 115.66 lakhs, based on opinion of unit management. During current year Based on study at head office level it was observed that certain expenses amounting to Rs 79.81 lakhs were not in the nature of intangible assets, hence the same has been expensed off during the current year as research expense.

The adjustment is not as per Ind AS-8 "Accounting Policies, Changes in Accounting Estimates and Errors" which requires material prior period years to be restated as per the provisions of Ind AS 8.

As per Ind AS 8, Paragraph 32, a change in accounting estimate arises in light of new information or developments and is not considered an error. Such changes are to be applied prospectively in the period of the change and, if relevant, in future periods.

The said adjustment was made following a reassessment in line with IND AS requirements, where it was determined that the expenditure did not meet the capitalization criteria. Accordingly, ₹79.81 lakhs was expensed in the current year as research cost. This treatment reflects a change in estimate based on better clarity and complies with the principles of Ind AS 8.

4. Valuation of Inventory

(i) Fixed Overhead Allocation :

a) *As per para 10 of Ind AS 2 "The cost of inventories shall comprise all cost of purchase, cost of conversion and other cost incurred in bringing the inventories to the present location and condition . As per para 12 of Ind AS 2 , cost of conversion includes systematic allocation of Fixed Overheads that are incurred in converting material in finished goods. Fixed production overheads are those indirect costs of production that remain relatively constant regardless of the volume of production, such as depreciation and maintenance of factory buildings, equipment and right-of-use assets used in the production process, and the cost of factory management and administration". It has been observed that the company has considered all the indirect expenses incurred in the units as part of Factory Overhead for valuation of inventories is not in accordance with the requirement of Ind AS 2 "Inventories" The impact of the above non-compliance of Ind AS 2 cannot be quantified by us in absence of the desired information at this stage in respect of current year's valuation of inventory of finished goods ,semi-finished goods and on Statement of Profit and Loss. Impact of the above deficiency in respect of earlier years also could not be quantified in financial statement of earlier years in absence of related data.*

The treatment adopted by the Company is consistent with the principles outlined in Ind AS 2, particularly Paragraphs 10 and 12.

As per Para 12 of Ind AS 2, fixed production overheads include costs that are indirect in nature but necessary for the conversion process, such as depreciation, maintenance of factory buildings, factory management and administrative support.

In the case of TCL, production is carried out in an integrated factory environment, where several interdependent sections such as Quality Assurance, Testing Laboratories, Technical Services, Material Provisioning, Maintenance (Mechanical & Civil), Transportation, IT Services, and Administration provide essential and continuous support to the production process. These sections do not function independently but are fully embedded within the operational framework of the production units.

Given the inseparability and functional integration of these sections with the production shops, and the consistent nature of the support they provide, the Company considers their indirect expenses as part of fixed production overheads for the purpose of inventory valuation.

This approach is consistent for past 4 years with the systematic allocation principle stated in Ind AS 2. All such allocations have been made on a consistent and rational basis across reporting periods.

b) Allocation of Fixed Overheads

As per para 13 of Ind AS 2, the allocation of fixed production overheads to the costs of conversion is based on the normal capacity of the production facilities. Normal capacity is the production expected to be achieved on average over a number of periods or seasons under normal circumstances, taking into account the loss of capacity resulting from

The Company reviewed and improvised its methodology during the year and aligned its overhead allocation accordingly. The revised basis, using actual or normal production capacity (whichever is higher), ensures a more accurate and fair valuation of finished and semi-finished goods in accordance with Ind AS 2.

planned maintenance. The actual level of production may be used if it approximates normal capacity. The amount of fixed overhead allocated to each unit of production is not increased as a consequence of low production or idle plant. Unallocated overheads are recognised as an expense in the period in which they are incurred. In periods of abnormally high production, the amount of fixed overhead allocated to each unit of production is decreased so that inventories are not measured above cost.

It has been observed that during the year the company has corrected its policy of fixed cost allocation from "total cost allocation method" to "normal or actual production capacity whichever is higher" The correction of deficiency in method of valuation as stated above has been given for the current year valuation of Finished and Semi Finished Goods.. As the correction of deficiencies has been done from current year, the impact of previous year's deficiencies could not be quantified and reported at this stage in absence of required information.

This revision represents a change in accounting estimate as defined under Ind AS 8, Para 32, arising from improvements in the estimation process. As such, the change has been applied prospectively, with its impact reflected in the current year's financial statement.

(ii) Valuation of Raw Material and Stores

Upto the last year the policy of valuation of Raw Material, Stores in hand was to value the same at the lower of weighted average moving rate and last paid rate (LPR) which was not in accordance with Ind AS-2 "Inventories". During the year the same has been corrected to value the same as per Ind AS-2 as stated in "Accounting Policy". The correction of error during the year has resulted in reduction of value of Raw Material and Stores by Rs 12.44 lakhs in comparison to method which was applied upto last year. The impact of the change has not been implemented for earlier valuations hence the same can not be quantified at this stage.

The raw material and WIP are now being valued at NRV or cost whichever is lower as per IND AS.

(iii) Valuation of Semi-finished Goods

Up to the last year in the valuation of inventory of semi-finished goods, the cost of Semi-Finished goods was taken considering material cost @ lower of weighted average cost or Last Purchase Rate hence the same was not compared with Net Realizable Value. The method was not in accordance with Ind AS-2. During the year, the error has been corrected to comply with the provisions of Ind AS-2. The impact of correction of deficiency in valuation of semi-finished goods has resulted in reduction in value by Rs 4000.00 lakhs in comparison to method applied up to last year. Impact of wrong method in previous years financial statements could not be quantified in absence of requisite data presently not available.

The raw material and WIP are now being valued at NRV or cost whichever is lower as per IND AS.

(iv) The company had a system of fixed cost allocation to finished and semifinished goods based on the data available in PPC Package which is maintained on payment basis. Thus all the provisions of expenses which were made in previous years were not considered for fixed cost allocation for valuation of inventory and the method of valuation of inventory was not in accordance with Ind AS -2 "Inventories"

The impact of taking overheads as per PPC as against data as per financial record for allocation fixed cost in valuation of Inventories could not be quantified in absence of desired data.

The company has consistently utilized data from the PPC Package, which records costs on a payment basis, to allocate fixed costs to inventory. This method reflects actual payments made, providing a realistic and accurate depiction of costs incurred during the production process.

Unlike provision-based allocations, which rely on estimates or accruals that may not materialize as actual expenses, the consistent approach of levying OH ensures that only costs actually disbursed are considered in the valuation of inventory. This minimizes the risk of overstatement or understatement of inventory costs due to speculative provisions.

The use of PPC data for fixed cost allocation has been applied consistently across reporting periods. Consistency in accounting methods is a key principle under Ind AS 2, Paragraph 25, which requires entities to use the same cost formula for all inventories of a similar nature and use

Thus the company's method of fixed cost allocation using correct data base, offers an accurate and realistic representation of inventory costs, and has been applied consistently .

5. Confirmation of Balances

The company has communicated with Trade Receivables, Trade Payable, Advance to Customers and Advances from Customers on negative confirmation basis as per details given. It has been observed that only few parties have responded to the above confirmation requests. The company does not have any system of reconciliation of balances with DPSUs and other private parties having substantial transactions and material outstanding.

We have also sought confirmation from selected parties in compliance with SA-505 but very few parties replied to our communication which were showing differences and the same are subject to reconciliation and consequential adjustments.

The company initiates confirmation requests to all parties with material balances at regular intervals. Due to the historically low response rate from various stakeholders, including DPSUs and private parties, the company adopted the negative confirmation basis in these cases. This approach is widely recognized within financial reporting frameworks when the assessed risk of material misstatement is low and when recipients are expected to respond only if they disagree with the stated balances.

6. OCI Balance Rs 2695.77 lakhs

As per the provisions of Ind AS, only (i) Gain or loss arising on Exchange Difference as per Ind AS 21 "Effect of Changes in Foreign Exchange Rates"; (ii) Gain or loss arising on Debts instruments routed through OCI; (iii) Share of OCI in Associates and JVs relating to reclassification to P & L and (iv) Effective Position of gain / loss of cash flow hedge are reclassified to Profit and Loss Account. During the FY 2022-23 the company accounted for variation in sales prices due to profit escalation as directed by Ministry of Defence in Other Comprehensive Income (net of Tax) as against "Income of Current year 2022-23 as per Ind AS 115".

The adjustment was not in accordance with the provisions of Ind AS -1 "Presentation of Financial Statements" as the same was not permitted as given in aforesaid para. Correction of error during the year 2024-25 without restatement of prior period error is not in accordance with Ind AS-8 "Accounting Policies, change in accounting estimates and Errors"

The profit escalation due to increased issue prices for 2021-22, as directed by the Ministry of Defence, was initially recorded under OCI in FY 2022-23 being windfall gain and for the brevity of reporting. Based on the then statutory auditors' advice this amount has now been regrouped from OCI to Retained Earnings to correct the classification. This was a one-time adjustment, and the new presentation has **no impact on the Profit & Loss of either FY 2022-23 or FY 2024-25**

7. *Funds received from Govt of India*

Other Current liabilities includes Rs 24498.94 lakhs (Previous year Rs 23867.71) which was received from Govt of India, Ministry of Defence to pay off the liability towards Cantonment Charges which relates to period prior to incorporation of the company. This money received was in the nature of "Government Funds Received in Trust" which was to be utilised by the company to pay off any liability arising out of claim by the Cantonment Board Kanpur. As referred to in note number 9 (c) the company is keeping the money received in pooled account as Fixed Deposits since beginning and crediting the interest earned as "Interest Income of the Company" instead of crediting the same to the "Government Grants Received in Trust" as there was no specific direction of Government to use the income by the company itself. Year wise interest income received on the above said funds could not be quantified in view of the details not being provided by the company.

The company is showing the bank balance as its own balance in the financial statements under the head "Cash and Cash Equivalent" as against under the head "Others (with specification" as a separate line item) so as to clarify the nature / owner of such funds. The company is showing the funds as a liability under the head "Other Current Liabilities" in Note 17 forming part of financial statements which is also incorrect as the same is not company's liability rather it is Govt's Liability hence the same needs to be disclosed as a separate line item on the face of the Balance Sheet below Equity as "Government Funds Received in Trust".

The funds from the Ministry of Defence were provided to settle past Cantonment Charges liabilities of erstwhile OFB period as and when claims arise. There has been no government directive to create a trust or return the funds, so the company has prudently held them in dedicated fixed deposits and disclosed their purpose in the financial statements.

Interest earned on these deposits is recognized as income, as there are no instructions from the government requiring otherwise. The funds are shown as a liability until utilized, ensuring full availability for the intended purpose, with transparent disclosures in Note 9(c).

The funds were released as equity, not as a grant, as confirmed by the Ministry's letter dated 14/03/2022.

8 *Statutory Compliances* *MSMED ACT*

As per the MSMED Act, there is a provision for timely payment to MSMEs by buyers.

Specifically, Section 15 of the MSMED Act deals with the obligation of buyers to make payment to MSME suppliers within a certain period. According to this provision, buyers are required to make payment for the goods or services supplied by MSMEs within 45 days from the date of acceptance or the deemed acceptance of the goods or services. As per section 16 of the MSMED Act, where any buyer fails to make payment of the amount to the supplier as required under section 15 of MSMED Act, the buyer shall, notwithstanding anything contained in any agreement between the buyer and supplier or any law for the time being in force, be liable to pay compound interest with monthly rests to the supplier on the amount due, at 3 times of the bank rate notified by the Reserve Bank of India.

It has been observed that the company has been following different methods for accounting of Purchases in different units. Some units have recorded purchases on payment basis rather than on the basis of Receipt Vouchers (RV). Recording of purchases on payment basis in respect of some units which was subsequently corrected as per accrual principle at the year end, has resulted in wrong calculation of number of days for which the dues were outstanding to MSMEs, hence the non-compliance with the provisions of MSMED Act as referred to in para above could not be quantified in absence of related data.

The Company's total outstanding dues to MSMEs as of 31 March 2025 stand at ₹1,708.31 lakh, of which only ₹17.73 lakh (1.04%) remained unpaid beyond the 45-day statutory timeline, primarily due to vendor documentation delays. With a creditor turnover ratio of 12.61 (PI refer note 30), the Company settles payments in an average of 28 days—well within the MSMED Act's 45-day requirement.

The delay in payment in some cases arises solely on account of the vendor—for example, where invoices submitted by the vendor are incomplete or incorrect (Bills not submitted, wrong GST calculations, invalid GSTIN, etc.). In such circumstances, the statutory 45-day clock cannot be deemed to have commenced until all conditions for bill processing are met. Consequently, no liability for interest under Section 16 arises during the period in which payment is delayed for vendor-caused documentation.

Moreover, in the last four years no MSME vendor has claimed interest on delayed payments. Given the minimal overdue amount, efficient payment cycle and absence of interest claims, the Company is effectively upholding the MSMED Act's intent to protect MSME cash flows. This is also being disclosed suitably by in the financial statement by the management for past 3 years consistently.

9 **Non compliance with Disclosure Requirements as per Ind AS:**

No disclosure of "Revenue recognized in reporting period that was included in the contract liability balance at the beginning of the period as per para 116(b) of Ind AS 115 "Revenue from contract with Customers"

The necessary disclosure has been made vide Note 21(a) of Financial statements.

कार्यालय महानिदेशक लेखापरीक्षा
(आयुध निर्माणियां) कोलकाता
'आयुध भवन' 10/ए, शहीद खुदीराम बोस रोड
(पूर्वी खंड, 8वां तल), कोलकाता – 700 001



SUPREME AUDIT INSTITUTION OF INDIA
लोकहितार्थं सत्यनिष्ठा
Dedicated to Truth in Public Interest

OFFICE OF THE DIRECTOR GENERAL
AUDIT (ORDNANCE FACTORIES) KOLKATA
'AYUDH BHAWAN'
10/A, SHAHEED KHUDIRAM BOSE ROAD
(EAST WING, 8th FLOOR) KOLKATA - 700 001

No. 88/T-459/TCL/Accounts/2025-26

Confidential/Speed Post

दिनांक/DATE 04.09.2025

To,
The Chairman & Managing Director
M/s Troop Comforts Limited,
Kanpur

Subject - Comment under Section 143 (6) of the Companies Act 2013 on the Accounts of
M/s Troop Comforts Limited, Kanpur for the year ended 31 March 2025

Sir,

I am to forward herewith the Comments of the Comptroller and Auditor General of India under Section 143 (6) (b) of the Companies Act 2013 on the Financial Statements of M/s Troop Comforts Limited, Kanpur for the year ended 31 March 2025

Receipt of this letter may kindly be acknowledged.
Encl. :- As Stated.



(Sudha Rajan)
Principal Director of Audit
(Ordnance Factories)
Kolkata

COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA UNDER SECTION 143 (6) (b) OF THE COMPANIES ACT, 2013 ON THE FINANCIAL STATEMENTS OF TROOP COMFORTS LIMITED, KANPUR FOR THE YEAR ENDED 31 MARCH 2025

The preparation of Financial Statements of Troop Comforts Limited, Kanpur for the year ended 31 March 2025 in accordance with the financial reporting framework prescribed under the Companies Act, 2013 is the responsibility of the management of the Company. The Statutory Auditor appointed by the Comptroller and Auditor General of India under Section 139 (5) of the Act is responsible for expressing opinion on these Financial Statements under Section 143 of the Act based on independent audit in accordance with the Standards on Auditing prescribed under Section 143 (10) of the Act. This is stated to have been done by them vide their Revised Audit Report dated 02 September 2025 which supersedes their earlier Audit Report dated 10 July 2025.

I, on behalf of the Comptroller and Auditor General of India, have conducted a Supplementary Audit under Section 143 (6) (a) of the Act of the Financial Statements of M/s Troop Comforts Limited, Kanpur for the year ended 31 March 2025. This Supplementary Audit has been carried out independently without access to the working papers of the Statutory Auditors and is limited primarily to inquiries of the Statutory Auditors and Company personnel and a selective examination of some of the accounting records.

Based on my Supplementary Audit, I would like to highlight the following significant matters under Section 143(6) (b) of the Act which have come to my attention and which in my view are necessary for enabling a better understanding of the Financial Statements and the related report.

A. Comment on Financial Position

Balance Sheet

Assets

Current Assets

Cash and Cash Equivalents (Note no. 9): ₹764.48 crore

Bank balance other than cash and cash equivalents (Note no. 10): Nil

Cash and Cash equivalents (Note no. 9) includes bank fixed deposits amounting to ₹400.00 crore (₹250.00 crore in Punjab National Bank and ₹150.00 crore in Axis Bank) which have maturity period more than 03 months.

Instead of showing the aforesaid Fixed Deposits of ₹400.00 crore under Bank balances other than cash and cash equivalents (Note no. 10), the Company has shown them under Cash and cash equivalents (Note no. 9). This has resulted in overstatement of Cash and Cash equivalents (Note no. 9) by ₹400.00 crore and understatement of Bank balances other than cash and cash equivalents (Note no. 10) by the same extent.

For and on behalf of
The Comptroller and Auditor General of India

Place: Kolkata

Date: 04 September 2025

Sudha Rajan

(Sudha Rajan)

Principal Director of Audit
(Ordnance Factories) Kolkata

NOTE 1

Company Information and Material Accounting Policy Information

A. Reporting Entity

Troop Comforts Limited (hereafter refer as "TCL") a Public Sector Undertaking incorporated on 16th August 2021 under the Companies Act, 2013 ("The Act") is wholly owned by Government of India (CIN: U18109UP2021GOI150744). The Company is primarily involved in the manufacturing of Life Cycle Clothing (LCC), Protective Gears, Extreme Cold Climate items (ECC), Special Clothing & Mountaineering Equipment (SCME), Supply Drop Equipment (SDE), water Storage Equipment, Covers, Tentages, Leather items, Arrester Barrier, General Stores, etc. for Defense Services and Civil Sector. TCL is actively engaged in production testing, logistics, research, development and marketing of comprehensive product range in the area of troop comforts items.

TCL during the year also ventured into niche production technology areas like Logistic Drones, Multi-spectral Camouflage Net (MSCN) and different variants of Protective Gears as a part of strategic product portfolio diversification.

B. Basis of Preparation

(i) Statement of compliance with Ind AS:

The financial statements are prepared on going concern basis following accrual system of accounting and comply with the Indian Accounting Standards (IND-AS) as notified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, and other relevant provisions of the Companies Act, 2013. Accounting policies have been consistently applied to all the years presented unless otherwise stated.

These financial statements were approved for issue by the Board of Directors in its meeting held on 10 July 2025.

(ii) Basis of Measurement

The financial statements have been prepared on the historical cost basis except for: Property Plant and Equipment on transition date as on 01/10/2021 were acquired from Govt of India. Valuation of such assets was done by the Insolvency and Bankruptcy Board of India (IBBI) Registered Valuer and values as determined by the Valuer were reckoned as the cost of acquisition of assets by the company. In accordance with IND-AS 101-First Time Adoption of Indian Accounting Standards, the Company had chosen to consider the value as determined by the Valuer of all its PPE as their deemed cost as at 1st October-2021, and decided to follow Cost Model for accounting of PPE in future.

(iii) Classification between Current and Non-current:

The Company classifies its assets and liabilities as current / non-current in the balance sheet as per the requirements of Ind AS 1 and considering 12 months period as normal operating cycle

(iv) Functional and presentation currency:

The financial statements are presented in Indian Rupee ("INR") and all values are rounded to the nearest Rupees in Lakhs as per the requirement of Schedule III, except when otherwise indicated.

C. Material Accounting Policies :

A summary of the material accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all periods presented in the financial statements. It allows for an understanding as to how material transactions, other events and conditions are reported. It also describes: (a) judgements, apart from those involving estimations, that management makes in applying the policies that have the most significant effect on the amounts recognised in the Financial Statements; and (b) estimations, including assumptions about the future, that management makes in applying the policies.

1. Property, Plant and Equipment (PPE)

(i) Initial Recognition and measurement :

An item of property, plant and equipment is recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Items of property, plant and equipment are initially recognized at cost. Subsequent measurement is done at cost less accumulated depreciation/amortization and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates including borrowing cost on qualifying assets to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.

(ii) Subsequent Costs :

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the year in which they are incurred.

(iii) Derecognition :

Property, plant and equipment is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on de-recognition of an item of property, plant and equipment are determined as the difference between sale proceeds from disposal, if any, and the carrying amount of property, plant and equipment and are recognized in the statement of profit and loss.

(iv) Depreciation methods, estimated useful lives :

Depreciation is calculated on straight line basis over estimated useful life. On the following assets depreciation is provided on their estimated useful lives, which are different from the useful lives as prescribed under Schedule II to the Companies Act, 2013, ascertained on the basis of technical evaluation / assessment:

Sl.	Description	Standard Useful Life
1	Building	60
2	Machines installed in Tool-Room & Production Shops	20
3	Ordinary Sewing Machine	15
4	High speed sewing machine	10
5	Motor Vehicle e.g. Diesel/Petrol driven Trucks, Forklift Trucks, Dumpers, Tractors, Mobile Cranes etc.	5
6	Air Conditioners & Refrigerators	10
7	Air Circulators, Pedestal Fans, Exhaust Fans etc.	20
8	Electrical mains, meters, installation	16
9	Electrical installation & Fans in Factory quarters	20
10	Computer Hardware, Peripherals, Server etc.	7

- The residual values and useful lives of assets, are reviewed at each financial year end and adjusted prospectively, wherever required.
- Where the useful life of the asset is not defined in policy of company then useful life is taken as per Schedule II of the Companies Act 2013.
- PPE items individually costing below ₹ 10,000 if any, purchased during the year, are fully depreciated in the year of purchase.
- PPE whose balance useful life has expired, the carrying value have been retained and no further depreciation have been charged on those assets.

(v) Capital Work in Progress (CWIP):

Cost incurred for property, plant and equipment that are not ready for their intended use as on the reporting date, is classified under capital work-in-progress.

The cost of self-constructed assets includes the cost of materials & direct labor, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and the borrowing costs attributable to the acquisition or construction of a qualifying asset.

Expenses directly attributable to construction of property, plant and equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.

The Company periodically reviews its Capital work-in-progress and in case of abandoned works, provision for unserviceable cost is provided for, as required, on the basis the technical assessment. Further, provisions made are reviewed at regular intervals and in case work has been subsequently taken up, then provision earlier provided for is written back to the extent the same is no longer required.

(vi) Investment Property :

A property is considered as investment property only if the same is held for earning rentals and /or for capital appreciation or both. Properties held by the Company (directly or indirectly) which are used in the production or supply of goods or services for administrative purposes are not considered as Investment Property. The company holds properties other than factory land & buildings, administrative buildings which are used as residential quarters exclusively available for employees of the company. Such property held by the company for the purpose of facilitating the employees for which minimum license fees as per the norms of Central Government is charged are not considered as Investment property.

2. Intangible Assets and Intangible Assets Under Development

(i) Initial Recognition and Measurement :

Intangible assets that are acquired by the Company, which have finite useful lives, are recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses.

Own Development Costs having useful life and which will generate probable future economic benefits are recognized as an intangible asset and amortized over production based on technical estimate.

Developmental expenditure on development - cum - sale contracts and on Developmental projects initiated at customer's request are treated at par with other sales contracts. Development expenditure incurred in respect of Joint development projects which are not fully compensated by the development partner are carried forward where the company is nominated as a production agency and future economic benefits are expected.

Expenditure incurred (if any) towards other developmental activity (including joint developmental activity in collaboration with external agencies) where the research results or other knowledge is applied for developing new or improved products or processes, are recognized as an Intangible Asset if the recognition criteria specified in IND-AS 38 are met.

Expenditure incurred (if any) on Developmental projects for participating in No Cost No Commitment (NCNC) trials, are carried forward till conclusion of the trials and will be amortised over the orders to be received. In case customer order is immediately not forthcoming:

- The amount is capitalised if further economic benefit is expected from its use, or
- The amount is charged off in the event of the project being closed by the company.

(ii) Derecognition :

An intangible asset is derecognized on disposal or when no future economic benefits are expected from their use or disposal. Gains or losses on de-recognition of intangible assets, if any, are recognized in the statement of profit and loss.

(iii) Amortization :

Expenditure on license fees, documentation charges etc., based on the definition criteria of intangible assets in terms of reliability of measurement of cost and future economic benefits from the assets, are amortized over production based on technical estimates and to the extent not amortized, are carried forward.

Wherever it is not possible to assess the useful life of an intangible asset (whether or not significant) the same is not amortized.

Developmental projects are reviewed periodically and the amount carried forward, if any, is charged off in the event of the project being declared closed by the customer / end user without any commitment to place order.

In case Developmental projects for participating in No Cost No Commitment (NCNC) trials customer order is immediately not forthcoming:

- The amount is capitalised if further economic benefit is expected from its use, or The amount is charged off in the event of the project being closed by the company.
- Cost of software recognized as intangible asset, is amortized on straight-line method over a period of legal right to use or five years, whichever is less.

The amortization period and the amortization method of intangible assets with a finite useful life is reviewed at each financial year end and adjusted prospectively, wherever required.

3. Financial Instrument

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognizes a financial asset or a financial liability only when it becomes party to the contractual provisions of the instrument.

a) Financial assets

(i) Initial Recognition and Measurement :

All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition of financial assets, which are not valued at fair value through profit or loss, are added to the fair value on initial recognition.

(ii) Subsequent Measurement :

For purposes of subsequent measurement, financial assets are classified in the following categories:

- a) at amortized cost; or
- b) at fair value through other comprehensive income (FVTOCI); or
- c) at fair value through profit or loss (FVTPL). The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Amortized cost : Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVOCI) : Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss (FVTPL) : Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

(iii) Derecognition :

A financial asset is primarily de-recognized (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an

obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The difference between the carrying amount and the amount of consideration received/receivable is recognized in the statement of profit and loss except for equity instruments classified as at FVTOCI, where such differences are recorded in OCI.

(iv) **Impairment of financial assets**

In accordance with Ind AS 109-'Financial instruments', the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- (a) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits and bank balance.
- (b) Trade receivables and contract assets under Ind AS 115.

The Company applies the simplified approach permitted by Ind AS 109 for trade receivables. Under this approach, a lifetime expected credit loss is recognized for all trade receivables, irrespective of whether a significant increase in credit risk has occurred. The ECL is estimated using a company's internal policy of expected credit loss

b) Financial liabilities

(i) **Initial Recognition and Measurement :**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and financial liabilities at amortized cost, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of liabilities subsequently measured at amortized cost net of directly attributable transaction cost. The Company's financial liabilities include trade and other payables, borrowings including bank overdrafts.

(ii) **Subsequent Measurement :**

The measurement of financial liabilities depends on their classification, as described below :

Financial liabilities at fair value through profit or loss : Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

(iii) **Derecognition :**

Financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

c) Offsetting financial instruments:

Financial assets and liabilities are offset, and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

4. Cash and Bank Balances

Cash and cash equivalents-

Include cash on hand; deposits held at call with banks and other short-term deposits which are readily convertible into known amounts of cash and are subject to an insignificant risk of change in value and have original maturity of less than three months. These balances with banks are unrestricted for withdrawal and usage.

Bank balances other than cash and cash equivalents-

Include balances and deposits with banks that are restricted for withdrawal and usage and Deposits with original maturity of more than three months and maturing within one year (including interest accrued)

5. Inventories

Inventories of Raw material, Work-in-progress, finished goods and Stock-in-trade are valued at the lower of cost and net realizable value. However, Raw material and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- **Raw materials and accessories :** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- **Finished goods and work in progress :** cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on weighted average basis.
- **Traded goods :** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- All other inventories of stores, consumables, project material at site are valued at cost. The stock of waste is valued at net realizable value.

Goods-in-Transit in respect of inter unit movement are valued at their respective issue vouchers prepared on weighted average moving rate.

Saleable / Disposable scrap is valued at a weighted average rate of past sale price.

Consumables issued from stores and lying unused at the end of the year are not reckoned as inventory. Items in stores in hand which is not drawn for period more than 3 years is considered as non- moving and the items not drawn for period between 1 year to 3 years is considered as slow moving. In order to arrive at a fair value of these stores, Provisions for 10% of total value of slow-moving items and 25% for Non-Moving Items is made at the end of every financial year.

6. Impairment of Assets

- At each Balance Sheet date, the carrying amount of assets is assessed as to whether there is any indication of impairment. If the estimated recoverable amount is found less than its carrying amount, the impairment loss is recognized, and assets are written down to their recoverable amount.

7. Revenue from contract with customer

- (a) **Sale of goods**
Revenue from sale of goods is recognized at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods and there are no unfulfilled obligations. The Company considers whether there are other promises in the contract in which there are separate performance obligations, to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company allocates a portion of the transaction price to goods based on its relative standalone prices and also considers the following:
 - (i) **Variable Consideration :**
The Company recognizes revenue from the sale of goods measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer.
The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.
- (b) **Sale of Services**
Revenues from services are recognized as and when services are rendered and on the basis of contractual terms with the parties.

8. Other Income

- Recoveries of quarter license fee as fixed by the government for the time being in force from employees who live in quarters is considered as other income.
- Interest Income is accrued on a time proportion basis, by reference to the principal outstanding and at the effective interest rate applicable.
- Recoveries from Vendors for non-fulfilment of contract is considered as other income.
- Gain on sale and purchase of debt mutual fund is recognized other income.
- Notional gain on mutual fund due to fair value measurement as per IND-AS 113 is recognized as other income.

9. Employee Benefits

- (i) **Short term employee benefits :**
Employee benefits such as salaries, wages, bonus, and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and are expended in the period in which the employee renders the service.
- (ii) **Medical reimbursements :**
The Expenditure incurred for government employees on deputation is accounted for on payment basis.

10. Fair Value Management

- The Company measures financial instruments, such as derivatives and other items (if any) in its financial statements at fair value at each reporting date. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole :
 - (i). **Level 1 -** Quoted prices (unadjusted) in active markets for identical assets or liabilities.
 - (ii). **Level 2 -** Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
 - (iii). **Level 3 -** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).
- For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

11. Income Taxes

- Tax expense for the year comprises of current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.
- Deferred tax is the tax expected to be payable or recoverable on differences between the carrying value of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences. In contrast, deferred tax assets are only recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized.
- The carrying value of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.
- Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on the tax rates and tax laws that have been enacted or substantially enacted by the

- end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying value of its assets and liabilities.

Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction.

Current and deferred tax are recognised as an expense or income in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

12. Provision and Contingent Liabilities

- A provision is recognised when the Company has a present obligation, legal or constructive, as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

The Company uses significant judgements to assess contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past event where it is either not probable that an outflow of resources will be utilised to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are disclosed in the financial statements when inflow of economic benefits is probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements.

13. Material prior period errors as per Ind AS -8

- The Company revises its accounting policies if the change is required due to a change in IND-AS or if the change will provide more relevant and reliable information to the users of the financial statements. Changes in accounting policies are applied retrospectively unless it is impracticable to apply.
- A change in an accounting estimate that results in changes in the carrying amounts of recognized assets or liabilities or to statement of profit and loss is applied prospectively in the period(s) of change.
- When it is difficult to distinguish a change in an accounting policy from a change in an accounting estimate, the change is treated as a change in an accounting estimate.
- Discovery of material errors results in revisions retrospectively by restating the comparative amounts of assets, liabilities, and equity of the earliest prior period for which the error is discovered.
- Income / expenditure pertaining to Prior period in total income or total expenditure shall be considered material, if it exceeds 1% of the Revenue from the Operations of the current financial year.

14. Events After the Reporting Period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue. Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted.

15. Segment Reporting

The Company is a Government Company in the Defense sector. The disclosures as per the Ind AS - 108 on "Operating Segments" are not applicable for the company as specific exemption has been granted by the Government vide Notification No. 463 (E) / [F.No.1/2/2014-CL.-V], dated. 5th June, 2015 & S.O.802(E) Dated. 23rd February, 2018.

16. Cash Flow Statement

Cash flow statements have been prepared in accordance with the indirect method prescribed in IND-AS 7 Statement of Cash Flows.

17. Earning Per Share

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary equity holders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

D. Use of estimates and management judgements

The preparation of the Company's standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The estimates and management's judgments are based on previous experience & other factors considered reasonable and prudent in the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The following are the critical judgements and estimations that have been made by the management in the process of applying the Company's accounting policies and that have the most significant effect on the amount recognized in the financial statements and / or key sources of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year

1. Useful lives of Property, Plant and Equipment and Intangible assets

The estimated useful life of property, plant and equipment and intangible assets is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the assets.

Property, Plant & Equipment represent a significant proportion of the asset base of the Company. The depreciation charge with respect to such asset is derived based on the estimated useful life of the asset and its residual value.

The Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

2. Recoverable amount of property, plant and equipment and intangible assets

The recoverable amount of property, plant and equipment and intangible assets is based on estimates and assumptions regarding in particular the expected market outlook and future cash flows associated with the plants. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount and could result in impairment.

3. Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured based on management estimates. In the case of company major assets that requires fair value measurement are Trade Receivables and Payables (old outstanding). Changes in assumptions relating to these assets could affect the reported fair value of these items.

4. Income Taxes

Significant estimates are involved in determining the provision for current and deferred tax, including amount expected to be paid / recovered for uncertain tax positions.

5. Inventories

An inventory provision is recognized for cases where the realizable value is estimated to be lower than the inventory carrying value. The inventory provision is estimated taking into account various factors, including prevailing sales prices of inventory items, the seasonality of the item's sales profile and losses associated with expired / slow-moving inventory items.

6. Provisions and contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Ind AS 37-'Provisions, contingent liabilities and contingent assets. The evaluation of the likelihood of the contingent events requires best judgment by management regarding the probability of exposure to potential loss.

As per our report of even date

For S K Kapoor & Co

Chartered Accountants

FRN: 00745C

CA V B Singh

Partner

M.No. 073124

Sunil Date

Chairman & Managing Director

DIN:09282249

Ajeet Pandey

Company Secretary

M. No. 42500

For and on behalf of the Board of Directors
Troop Comforts Limited

CIN: U18109UP2021GOI150744

Dr. Sanjeev Kumar Saxena

Director (Finance) & CFO

DIN:09315421

Place: Kanpur

Date: 10/07/2025

Balance Sheet as at 31st March 2025

₹. In Lacs

Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	422,923.38	424,188.13
Capital work-in-progress	3	621.77	347.84
Intangible Assets	4	356.64	333.71
Intangible Assets under Development	5	13.27	115.66
Financial Assets			
Security Deposits	6	336.64	332.80
Bank Deposits	6	-	-
Deferred tax assets (net)	15	14,966.11	9,702.60
Total Non Current Assets		439,217.81	435,020.74
Current Assets			
Inventories	7	20,297.40	7,134.86
Financial Assets			
Trade receivables	8	22,849.80	1,377.92
Cash and Cash Equivalents	9	76,448.22	58,123.63
Bank balance other than cash & cash equivalents above	10	-	55,410.33
Other Financial Assets	11	502.30	134.18
Current Tax Assets (Net)	12(i)	234.46	401.26
Other Current Assets	12(ii)	1,374.38	732.81
Total Current Assets		121,706.56	123,314.99
Assets classified as held for sale	13	256.79	-
TOTAL ASSETS		561,181.16	558,335.73
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	14(i)	493,342.77	484,942.77
Other Equity	14(ii)	(24,856.44)	(18,494.40)
Total Equity		468,486.33	466,448.37
Liabilities			
Non-Current Liabilities			
Financial liabilities		-	-
Provisions		-	-
Deferred tax liabilities (Net)		-	-
Other Non-Current Liabilities		-	-
Total Non Current Liabilities			-
Current Liabilities			
Financial Liabilities			
Short-term borrowings		-	-
Trade payables:			
Total outstanding dues of MSME	16	1,708.31	639.68
Total outstanding dues of other than MSME	16	1,524.98	490.75
Other Financial Liabilities	17	27,582.68	26,724.04
Other Current Liabilities	18	57,632.17	60,664.20
Short-term Provisions	19	4,246.69	3,368.69
Current Tax Liabilities (Net)		-	-
Total Current Liabilities		92,694.83	91,887.36
Total Liabilities		92,694.83	91,887.36
TOTAL EQUITY AND LIABILITIES		561,181.16	558,335.73

Note '1' to '31' attached herewith form integral part of the Financial Statements

As per our report of even date

For S K Kapoor & Co

Chartered Accountants

FRN: 00745C

CA V B Singh

Partner

M.No. 073124

Sunil Date

Chairman & Managing Director

DIN:09282249

Ajeet Pandey

Company Secretary

M. No. 42500

Dr. Sanjeev Kumar Saxena

Director (Finance) & CFO

DIN:09315421

For and on behalf of the Board of Directors

Troop Comforts Limited

CIN: U18109UP2021GOI150744

Profit and Loss as at 31st March 2025

₹. In Lacs

Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
REVENUE			
Revenue from Operations	21	55,380.57	28,036.48
Other Income	22	7,955.48	6,312.29
Total Income		63,336.05	34,348.77
Expenses			
Cost of Materials Consumed	23	27,226.25	11,997.51
Purchases of Stock-in-Trade		-	-
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	24	(12,931.06)	(1,447.53)
Employee Benefits Expense	25	50,100.66	50,424.34
Depreciation and Amortization Expense	2	2,025.42	1,970.49
Other Expenses	26	15,474.78	12,053.30
Total Expenses		81,896.05	74,998.11
Profit/(Loss) before Exceptional items and tax		(18,560.00)	(40,649.34)
Exceptional Items	-	-	-
Profit/(Loss) before tax		(18,560.00)	(40,649.34)
Tax expense :			
Current Tax	20	-	-
Tax Related to Earlier Years	-	-	(7.29)
Deferred Tax	15	(5,263.51)	(10,334.60)
Profit/(Loss) for the year from Continuing Operations		(13,296.49)	(30,307.45)
Profit/(Loss) from Discontinued Operations		-	-
Tax expense of Discontinued Operations		-	-
Profit/(Loss) from Discontinuing operations (after tax)	-	-	-
Profit /(Loss) for the year		(13,296.49)	(30,307.45)
Other Comprehensive Income		-	-
A (i) Items that will not be reclassified to profit or loss	-	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss	-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-
Total Comprehensive Income for the year (Comprising Profit / (Loss) and Other comprehensive Income for the year)		(13,296.49)	(30,307.45)
Earnings/(loss) per Equity Share (for continuing Operations) :			
(1) Basic	27	(0.27)	(0.63)
(2) Diluted		(0.27)	(0.63)
Earnings/(loss) per Equity Share (for discontinued & continuing operations) :			
(1) Basic			
(2) Diluted			

Note '1' to '31' attached herewith form integral part of the Financial Statements

As per our report of even date

For S K Kapoor & Co

Chartered Accountants

FRN: 00745C

CA V B Singh

Partner

M.No. 073124

Sunil Date

Chairman & Managing Director

DIN:09282249

Ajeet Pandey

Company Secretary

M. No. 42500

For and on behalf of the Board of Directors

Troop Comforts Limited

CIN: U18109UP2021GOI150744

Dr. Sanjeev Kumar Saxena

Director (Finance) & CFO

DIN:09315421

Place: Kanpur
Date: 10/07/2025

Statement of Cash Flow for the year ended 31st March 2025

₹. In Lacs

Particulars		As at 31st March 2025	As at 31st March 2024
Cash flow from Operating Activities			
Net profit as per profit and loss a/c		(13,296.49)	(30,307.45)
Add: Depreciation and amortization		2,025.42	1,970.49
Add: Current tax		-	-
Add: Deferred Tax		(5,263.51)	(10,334.60)
Add: Impairment losses		134.17	-
		(16,400.41)	(38,671.56)
Less: Dividend/Interest income received		(5,033.85)	(3,979.72)
Operating profit before working capital changes		(21,434.26)	(42,651.29)
Changes in working capital			
Increase/(Decrease) in Trade Payables		2,102.85	557.53
Increase/(Decrease) in Provisions		878.00	1,039.63
Increase/(Decrease) in Other Current Liabilities		(3,032.04)	51,833.45
Increase/(Decrease) in Other Financial Liabilities		858.64	-
(Increase)/Decrease in Inventories		(13,162.54)	2,284.04
(Increase)/Decrease in Other Current Assets		(1,009.68)	(44,574.65)
(Increase)/Decrease in Trade Receivables		(21,471.88)	16,420.48
(Increase)/Decrease in Other Non Current Assets		-	-
Net change in working capital		(34,836.65)	27,560.48
Cash generated from operations		(56,270.91)	(15,090.81)
Current Tax		166.80	(1,335.00)
Cash (Used) / Generated From Operating Activities [A]		(56,104.11)	(16,425.81)
Cash flow from Investing Activities			
(Purchase) / Sale of fixed assets			
(i) Tangible Assets		(1,064.19)	(305.01)
(ii) Intangible Assets		(89.43)	(338.66)
(iii) Capital work in progress		(273.93)	(161.84)
(iv) Intangible assets under development		102.39	(115.66)
Proceeds from sale of fixed assets		124.74	13.75
(Purchase) / Sale of Non Current Financial Assets		(3.84)	416.09
Proceeds from Bank balance other than cash and cash equivalents		55,410.33	-
(Purchase) / Sale of Current Investments		-	-
Dividend/Interest income received		5,033.85	3,979.72
Cash (Used) / Generated from Investing Activities [B]		59,239.92	3,488.39
Cash flow from Financing Activities			
Share capital issued		-	700.00
Changes in Other Equity		15,188.78	8,297.07
Increase/(Decrease) in Short term loans and advances		-	-
Increase/(Decrease) in Long Term Loans and Advances		-	-
Increase/(Decrease) in Long Term Borrowings		-	-
Increase/(Decrease) in Short Term Borrowings		-	-
Increase/(Decrease) in Long Term Liabilities		-	-
Dividend paid including distribution tax			
Cash (Used) / Generated From Financing Activities [C]		15,188.78	8,997.07
Net Increase/(Decrease) in cash and cash equivalents during the year D= A+B+C		18,324.59	(3,940.35)
Cash and cash equivalents at the beginning of the year		58,123.63	62,063.98
Cash and cash equivalents at the end of the year		76,448.22	58,123.63
Particulars	Note No.	As at 31st March 2025	As at 31st March 2024
Cash and Cash equivalents above comprises of the following			
Cash and cash equivalents	9	76,448.22	58,123.63
Balances as per Financials		76,448.22	58,123.63

 For and on behalf of the Board of Directors
 Troop Comforts Limited
 CIN: U18109UP2021GOI150744

For S K Kapoor & Co
 Chartered Accountants
 FRN: 00745C
 Place: Kanpur
 Date: 10/07/2025

CA V B Singh
 Partner
 M.No. 073124

Sunil Date
 Chairman & Managing Director
 DIN:09282249

Ajeet Pandey
 Company Secretary
 M. No. 42500

Dr. Sanjeev Kumar Saxena
 Director (Finance) & CFO
 DIN:09315421

Statement of Changes in Equity

A. EQUITY SHARE CAPITAL

For the year ended 31 March 2025

₹. In Lacs

Particulars	No. of Shares	Amount (In Lacss)
Equity shares of INR 10 each issued, subscribed and fully paid		
Balance as at 1 April 2024	4,849,427,668	484,942.77
Changes in equity share capital during the current year		
(Note 14)	84,000,000	8,400.00
Closing Share capital as at 31.03.2025	4,933,427,668	493,342.77

For the year ended 31 March 2024

₹. In Lacs

Particulars	No. of Shares	Amount (In Lacss)
Equity shares of INR 10 each issued, subscribed and fully paid		
Balance as at 1 April 2023	4,743,148,206	474,314.82
Changes in equity share capital during the current year		
(Note 14)	106,279,462	10,627.95
Closing Share capital as at 31.03.2024	4,849,427,668	484,942.77

Note '1' to '31' attached herewith form integral part of the Financial Statements

As per our report of even date

For S K Kapoor & Co

Chartered Accountants

FRN: 00745C

For and on behalf of the Board of Directors

Troop Comforts Limited

CIN: U18109UP2021GOI150744

CA V B Singh

Partner

M.No. 073124

Sunil Date

Chairman & Managing Director

DIN:09282249

Ajeet Pandey

Company Secretary

M. No. 42500

Dr. Sanjeev Kumar Saxena

Director (Finance) & CFO

DIN:09315421

Place: Kanpur

Date: 10/07/2025



Statement of Changes in Equity

For the year ended 31 March 2025

B. OTHER EQUITY

? In Lacs

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus												Money received against share warrants	Total
			Statutory reserve	Capital reserve	Securities Premium account	Reserve for Deferred Tax	Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Other Reserves for issuance of shares to GOI	Exchange differences on translating the financial statements	Capital redemption reserve	General reserve	Retained earnings		
Opening Balance as at 1st Apr 2024	8,400.00	-	-	-	-	-	-	-	(119.81)	-	-	-	(29,470.36)	2,695.77	-	(18,494.40)
Profit/(Loss) for the year	-	-	-	-	-	-	-	-	-	-	-	-	(13,296.49)	-	-	(13,296.49)
Addition During the Year	15,613.00	-	-	-	-	-	-	-	(278.55)	-	-	-	-	-	-	15,334.45
Total	24,013.00	-	-	-	-	-	-	-	(398.36)	-	-	-	(42,766.85)	2,695.77	-	(16,456.44)
Other Comprehensive Income/(loss)																-
Total Other Comprehensive Income/(loss) for the year																-
Transfer to Retained Earnings													2,695.77	(2,695.77)		
Issue of Equity Shares	8,400.00															8,400.00
Balance as at 31st Mar,2025	15,613.00	-	-	-	-	-	-	-	(398.36)	-	-	-	(40,071.08)	-	-	(24,856.44)

The Company had recognized an income during FY 2022-23 which pertains to one time profit due to retrospective price revision by DDP (GoI) by 7.5% as Other Comprehensive Income. During the current year the amount has been regrouped from OCI to Retained Earnings in the current year. This reclassification has no impact on Profit or Loss for either the current period or the previous years.

For the year ended 31 March 2024

? In Lacs

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus												Money received against share warrants	Total
			Statutory reserve	Capital reserve	Securities Premium account	Reserve for Deferred Tax	Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Other Reserves for issuance of shares to GOI	Exchange differences on translating the financial statements	Capital redemption reserve	General reserve	Retained earnings		
Opening Balance as at 1st Apr 2023	7,302.00	-	-	-	-	-	-	-	-	133.87	-	-	837.09	2,695.77	-	0,968.73
Profit/(Loss) for the year													(30,307.45)	-	-	(30,307.45)
Addition During the Year	8,400.00									(253.68)	-	-	-	-	-	8,146.32
Total	15,702.00	-	-	-	-	-	-	-	-	(119.81)	-	-	(29,470.36)	2,695.77	-	(11,192.40)
Other Comprehensive Income/(loss)																
Total Other Comprehensive Income/(loss) for the year																
Issue of Equity Shares	7,302.00															7,302.00
Balance as at 31st Mar,2024	8,400.00	-	-	-	-	-	-	-	-	(119.81)			(29,470.36)	2,695.77	-	(18,494.40)

Note '1' to '31' attached herewith form integral part of the Financial Statements

As per our report of even date

For S K Kapoor & Co

Chartered Accountants

FRN: 00745C

Place: Kanpur

Date: 10/07/2025

CA V B Singh

Partner

M.No. 073124

Sunil Date

Chairman & Managing Director

DIN:09282249

Ajeet Pandey

Company Secretary

M. No. 42500

Dr. Sanjeev Kumar Saxena

Director (Finance) & CFO

DIN:09315421

For and on behalf of the Board of Directors

Troop Comforts Limited

CIN: U18109UP2021GO1150744

Notes to the Property Statements for the Year ended 31st March 2025

Note No.2 : Property Plant & Equipment

?. In Lacs

PARTICULARS	Gross Block				Accumulated Depreciation					Net Block	
	As at 1st April 2024	Additions Adjustment during the Year	Deductions/ Adjustment during the Year	Assets Classified as held for sale/ Discontinued Operations	As at 31st March 2025	As at 1st April 2024	Deprecia -tion For the Period	Deductions Adjustment during the Year	Assets Classified as held for sale/ Discontinued Operations	As at 31st March 2025	As at 31st March 2024
(I) 'Property Plant & Equipment											
(a) Land	399,106.77				399,106.77					399,106.77	399,106.77
(b) Building	24,025.55	216.39	81.80	129.69	24,030.45	3,534.47	1,124.99	24.27		4,635.19	20,491.08
(c) Plant & Machinery	5,808.64	588.15	82.93	543.80	5,770.06	1,829.80	628.49	18.46	283.42	2,156.41	3,978.84
(d) Furniture & Fixture	183.68	26.90		-	210.58	64.27	16.40	-	-	80.67	119.41
(e) Vehicles	466.19	1.86	4.25	4.71	459.09	213.32	67.22	2.73	4.24	273.57	252.87
(f) Office Equipment	216.83	166.56	0.72	3.09	379.58	114.41	79.92		2.67	191.66	102.42
(g)Computer & Servers	184.92	210.00	0.78		394.14		48.18	41.89	0.28	89.79	136.74
Total Property Plant & Equipment's	429,992.58	1,209.86	170.48	681.29	430,350.67	5,804.45	1,958.91	45.74	290.33	7,427.29	424,188.13

?. In Lacs

PARTICULARS	Gross Block				Accumulated Depreciation				Net Block		
	As at 1st April 2024	Additions Adjustment during the Year	Deductions/ Adjustment during the Year	Assets Classified as held for sale/ Discontinued Operations	As at 31st March 2024	As at 1st April 2023	Deprecia -tion For the Period	Deductions Adjustment during the Year	Assets Classified as held for sale/ Discontinued Operations	As at 31st March 2024	As at 31st March 2023
(I) 'Property Plant & Equipment											
(a) Land	399,106.77	-	-	-	399,106.77	-	-	-	-	399,106.77	399,106.77
(b) Building	24,192.65	69.27	(236.37)	-	24,025.54	2,404.19	1,177.96	47.68	-	20,491.08	21,788.46
(c) Plant and Machinery	5,740.87	111.30	(43.53)	-	5,808.64	1,145.93	689.54	5.67	-	3,978.84	4,594.94
(d) Furniture and Fixture	145.76	37.92	-	-	183.68	48.02	16.25	-	-	119.41	97.74
(e) Vehicles	416.45	65.03	(15.29)	-	466.19	132.96	82.43	2.07	-	252.87	83.49
(f) Office Equipment	141.00	76.01	(0.18)	-	216.83	87.70	26.71	-	-	102.42	53.30
(g) Computer and Servers	108.55	77.19	(0.82)	-	184.92	21.15	27.18	0.15	-	136.74	87.40
Total Property Plant & Equipment's	429,852.05	436.71	296.20		429,992.58	3,839.95	2,020.07	55.57		424,188.13	426,012.10

(a) The area of land acquired by the company from the Directorate of Ordnance (C & S), MOD, differs from the area valued by the approved valuer. There are other variations also in the area of land in possession measured and transferred to **Troop Comforts Limited (hereinafter referred to as "TCL")**. The details are given below. The impact in the value of land on account of short/excess in measurement is yet to be adjusted in the financial statements. Valuation of the assets received have been valued by an IBBI registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017. Fair Value determined by the Registered Valuer is taken as deemed cost of Assets received and the balance useful life as determined by the valuer is considered for the purpose of calculation of Depreciation on straight line method.

(Area in acres)

S.No.	Description	OCFA	OCFS ###	OEFC #	OEFC #	OEFC #	TCL HQ	TCLTA ##	Total
1	Area of land as reported by Directorate of Ordnance Co-ordination & Services	197.661	376.09	237.96			Not Available	Not Available	949.101
2	Area as per GLR/MLR entry of DEO	168.491	376.28	98.06			Not Available	Not Available	780.241
3	Area as per survey done by Defence Estate Office (DEO)	197.661	378.48	97.88 @			0	0	811.431
4	Area under actual occupation/possession	197.661 \$	329.23482***	172.79#			25 #	6	862.17582
5	Area transferred to TCL	197.661	320.90682	197.79 *			0	0	853.10482
6	Area reported by valuer in their valuation report	172.29	376.28	177.41**			25	6	894.39
7	Difference between area transferred & valuation done (5-6)	25.371	-55.37318	20.38			-25	-6	-41.2852
8	Difference between survey done by DEO and Area transferred to TCL (3-5)	0	57.57318	-99.91			0	0	-41.67382
9	Amount (in Rs.) as reported by the Valuer in Valuation Report	4,532,011,092.00	9,897,876,450.00	20,725,897,982.00			1,163,470,525.00	254,951,802.00	39,910,677,100.00
10	Difference between area under actual occupation/possession and valuation done (4-6)	25.371	-47.04518	-4.62			0	0	-32.21418
11	Date of Handling Over/Taking over Document	05/07/2022	05/07/2022	06/07/2022			-	-	-
12	Date of Valuation Report	14/01/2022	14/01/2022	14/01/2022			14/01/2022	14/01/2022	
13	Area for Mutation process completed till date		312.5797	127.37			25	-	464.9497

OEFC/TCLHQ	
#	197.79 Acres of Land transferred to OEFC also comprises of 25 Acres of Land of TCL Head Quarters.(172.79 acre of OEFC + 25 acre of TCLHQ
*	Area transferred to OEFC is 197.79 acre in place of inadvertently recorded figure of 335.84 acre in FS 2023-24.
**	177.41 acre land area also comprises of Combined Hospital (4.1 acre) & OEF School (1.43 acre). Correction awaited pending Final Mutation process by DEO. 0.91 acre of land near Jaipuria Crossing Kanpur is also under possession thus totaling 172.79 acre. (i.e. 177.41 acre + 0.91 acre – 4.10 acre – 1.43 acre).
@	Survey is under progress. 97.88 acre of land survey completed initially by DEO.
TCLTA	
##	Land of TCL Training Academy not transferred in the name of TCL by another DPSU Advanced Weapons and Equipment India Limited, though under possession. MoD vide letter no. 12/DP/OFBCIC/Land/DPSU/Vol-III dt: 20.01.2023 directed AWEIL to transfer the Land in favour of TCL. Both AWEIL and Defence Estate Office Lucknow are being expedited regularly for early mutation.
OCFS	
###	DoO(C&S), Kolkata vide letter No. 001/DOO(C&S)//AM/Transfer of Assets/OCFS dt. 19.07.2023 has transferred another 6.03682 acres land to TCL post corporation. The Handing/Taking Over was completed on 15.02.2024.
***	Actual area under possession is 329.23482 acre i.e. Handing taking over of land to TCL (320.90682 acre) + COMSASU complex under possession (24.131 acre) area being utilized by central/state authorities (15.803 acre).
OEHz	
****	Actual area under possession is 131.49 acre. Land not in possession includes 0.663 acre (Ordnance Hospital) and 5.26 acres (used by NHAI and Irrigation Department), totaling 5.923 acres.
OCFAv	
\$	As per DEO Chennai's survey, the land occupied/under possession of OCFAvadi is 197.661 acres.

(b) The mutation of the land in favour of the Company is not completed yet.

(c) During the year, the Company engaged an outside consultant to physically verify the property plant and equipment for two units and in other units detailed physical verification was done by our own staff. Pursuant to this exercise, certain fixed assets, which were not recorded in the books of account valued at Rs 145.67 Lacss and some assets which were not existing amounting to Rs 124.51 Lacss has been deleted as per the details given below. These assets were identified and recorded as PPE inline with guidance of Ministry of Defence vide OM No. 1(5)/2021/OF/DP(Plg-V)/01.

In accordance with the provisions of Ind AS 16 – Property, Plant and Equipment, and after obtaining an independent valuation from a registered valuer as per Rule 18 of the Companies (Registered Valuers and Valuation) Rules, 2017, the Company has recognized these assets in the financial statements at their fair value as determined by the valuer.

₹. In Lacs

Particulars	Date of recognition	Gross value recognized	Date of Derecognition	Gross value De-recognized
(a) Plant and Machinery	3/31/2025	54.33	31-12-25 31-03-25	3.49 39.23
(b) Furniture and Fixture	3/31/2025	4.68		
(c) Office Equipment	3/31/2025	3.94		
(d) Computer and Servers	3/31/2025	26.66		
(e) Building	3/31/2025	55.46	2/4/2025	81.79
(f) Intangible assets	3/31/2025	0.60		
Total		145.67		124.51

- (d) Gross carrying amount of Fully Depreciated Plant Property and Equipments, that is still in use is Rs 1,28,73,500.00.
- (e) The company has been sanctioned working capital cash credit limit of ₹ 200 Cr(yet to be availed) from State Bank of India against collateral security of entire Plant and Machinery and other movable Fixed Assets both present and future of all the manufacturing units of the Company. However, during the period company has not utilized this limit. During the year no credit has been availed by the company.
- (f) Details of immovable properties not having title deed in the name of Company.

₹. In Lacs

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of	Property held since which date	Reason for not being held in the name of the company promoter/director
Land	Land	3,99,106.77	Land held in the name of Govt. Of India	No	10-01-2021	The Company is in the process of getting the title transferred in the name of the company.
Buildings	Buildings	24,030.45	Property held in the name of Govt. Of India	No	10-01-2021	The Company is in process of getting the title transferred in the name of company.

Note 3 :- Capital Work in Progress (CWIP)

₹. In Lacs

Particulars	As at 1st April-2024	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 March 2025
Building	347.84	353.22	55.40	-	23.89	621.77

Particulars	As at 1st April-2023	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 March 2024
Building	186.00	161.84	-	-	-	347.84

Capital Work in Progress Ageing Schedule As At 31st March-2025

₹. In Lacs

Particulars	less than 1 year	Amount in CWIP for a period of		More than 3 years	Total
		1-2 years	2-3 years		
Projects in progress	336.34	139.42	40.00	106.01	621.77
Projects Temporarily suspended	-	-	-	-	-
Total	336.34	139.42	40.00	106.01	621.77

As At 31st March-2024

?. In Lacs

Particulars	less than 1 year	Amount in CWIP for a period of		More than 3 years	Total
		1-2 years	2-3 years		
Projects in progress	161.84	40.00	19.00	127.00	347.84
Projects Temporarily suspended	-	-	-	-	-
Total	161.84	40.00	19.00	127.00	347.84

- (a) There is no case of the Capital-work-in progress, where cost has exceeded compared to its original plan.
- (b) There is no case where activity has been suspended.
- (c) An amount of ₹19,00,000 was incurred and paid by Troop Comforts Limited (TCL) towards capital repair work of the Overhead Tank at Shanti Nagar Colony, initially recorded as Capital Work-in-Progress (CWIP). However this particular asset was formally transferred to another DPSU i.e. Gliders India Limited (GIL), and the project was finally short-closed in FY 2024-25. Accordingly, the amount has been removed from CWIP and accounted for as a receivable from Gliders India Limited, reflecting the transfer of asset ownership.

Note 4 :- Intangible Assets

?. In Lacs

Particulars	Gross Block				Amortization & Impairment					Net Block	
	As at 1st April 2024	Additions / Adjustments during the Year	Deductions /Adjustments during the Year	As at 31st March 2025	As at 1st April 2024	Amorti- -zation For the year	Impair- -ment for the year	Deductions / Adjustment during the Year	As at 31st March 2025	As at 31st March 2025	As at 31st March 2024
Software	1.66	15.65		17.31	0.49	5.66	-	-	6.15	11.16	1.17
Research & Development	338.25	73.78		412.03	5.71	60.84	-	-	66.55	345.48	332.54
Total	339.91	89.43	0.00	429.34	6.20	66.50	-	-	72.70	356.6	333.71

?. In Lacs

Particulars	Gross Block				Amortization & Impairment					Net Block	
	As at 1st April 2023	Additions / Adjustments during the Year	Deductions /Adjustments during the Year	As at 31st March 2024	As at 1st April 2024	Amorti- -zation For the year	Impair- -ment for the year	Deductions / Adjustment during the Year	As at 31st March 2024	As at 31st March 2024	As at 31st March 2023
Software	1.25	0.41	-	1.66	0.21	0.28	-	-	0.49	1.17	1.04
Research & Development	-	338.25	-	338.25	-	5.71	-	-	5.71	332.54	-
Total	1.25	338.66	-	339.91	0.21	5.99	-	-	6.20	333.71	1.04

- (a) The Intellectual Property Rights (IPRs) including Patents, Trademarks, Copyrights & Design have been duly registered in the name of the Company. However, the value of these rights has not been recognized in the financial statements due to the non-availability of reliable estimates of their future economic benefits. There are various Patents, copyrights and design registrations for the protection of companies interest. However, considering dedicated productions for Armed Forces and Civil Sector, any assessment regarding future economic benefits is not possible to ascertain at this stage and any cost incurred in acquiring the intangible property is being charged to revenue expenditure.
- (b) In accordance with IND AS 38, the Company has capitalized Research and Development (R&D) expenditures related to the development of two R&D projects. Management has exercised judgment in determining the appropriate amortization period for these capitalized costs, taking into consideration the anticipated phasing out of the technology and the expected flow of economic benefits, Different amortization periods have been considered for various projects based on their specific characteristics and projected life cycles.

Note 5 :- Intangible Assets under Development

₹. In Lacs

Particulars	As at 1st April-2024	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 March 2025
Internally Developed	115.66	51.21	73.78	-	79.81	13.27

₹. In Lacs

Particulars	As at 1st April-2023	Expenditure during the year	Capitalized during the year	Impairment	Written off	Closing as at 31 March 2024
Internally Developed	-	115.66	-	-	-	115.66

- (a) During the year, intangible assets under development amounting to ₹79.81 Lacs, carried forward from the previous year, have been written off to the Statement of Profit and Loss. Based on management's assessment of technological viability, market relevance, and strategic priorities, it was concluded that the future economic benefits from these assets are no longer probable. Accordingly, in line with applicable accounting standards, the assets have been derecognized.

- (b) Considering the viability and future potential Projects worth Rs 73.78 Lacs have been capitalized during the year.

Ageing Schedule-As At 31st March-2025

₹. In Lacs

Particulars	Amount in CWIP for a period of				Total
	less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	13.27				13.27
Projects Temporarily suspended	-	-	-	-	-
Total	13.27				13.27

Ageing Schedule-As At 31st March-2024

₹. In Lacs

Particulars	Amount in CWIP for a period of				Total
	less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	45.36	63.93	-	6.37	115.66
Projects Temporarily suspended	-	-	-	-	-
Total	45.36	63.93	-	6.37	115.66

- (c) There are no projects as Intangible assets under development as at 31 March 2025 and 31 March 2024, whose completion is overdue or cost of which has exceeds in comparison to its original plan.

Note 6 :- Non Current Financial Assets

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Financial instruments at amortized cost		
Security Deposits	336.64	332.80
Bank Deposits *	-	-
Accrued Interest *	-	-
Total	336.64	332.79

- (a) The Company has placed electricity security deposits in connection with its utility service arrangements. These deposits are interest-bearing at prevailing market rates which are adjusted in electricity expenses and are refundable on termination of the respective service contracts.
- (b) As per the requirements of Ind AS 109 – Financial Instruments, these deposits are classified as non-current financial assets as the maturity is beyond twelve months from the reporting date.
- (c) The fair value of these deposits approximates their carrying value as they carry interest at market rates.
- (d) *During the current year year these deposits has been reclassified to Cash and Cash equivalent (refer note 9)

(a) Nature of Reclassification

During the year ended 31 March 2025, the Company has reclassified bank deposits, Accrued Interest total amounting to Rs 99.01 Lacs from "Non Current Financial Assets" to "Other Financial Assets".

This reclassification has been made to appropriately reflect the nature of the deposits in accordance with the definition of financial assets under Ind AS 109 – Financial Instruments and the presentation requirements of Schedule III of the Companies Act, 2013.

(b) Reason for Reclassification

The Bank deposits, which represent amounts of FDR given as deposits meet the criteria of financial assets, were previously grouped under "Non Current Financial Assets". Upon review, it was determined that these should be presented under "Other Financial Assets" as per Ind AS 109, since they are contractual rights to receive cash.

(c) Impact on Financial Statements

This is a presentation-level reclassification and does not impact the profit or loss, cash flows, or the total current assets of the Company. Only the line-item grouping in the balance sheet and notes has been updated to better reflect the nature of the transaction.

(d) Impact on Comparatives

The comparative figures for the year ended 31 March 2024 have been restated for better presentation

?. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Previously reported under Non Current Financial Assets	-	99.01
Reclassified to Other Financial Assets	-	99.01

Note 7 :- Inventories

?. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Raw materials (Stores in Hand) (Net of Provision)	4,447.97	4,192.52
Scrapped Inventory	69.76	93.74
Work-in-progress	10,562.19	1,689.18
Finished goods	1,684.24	1,159.22
Stock in Transit	3,533.24	0.20
Total	20,297.40	7,134.86

- (a)** All Inventories i.e. Raw Materials, Stores, WIP and Finished Goods are valued at cost or NRV whichever is lower. Finished goods are valued at the lower of Cost of Production and NRV (contract price).
- (b)** Finished Goods in Transit- Pursuant to a change in Inco terms in Defence Contracts from Ex-Works to FOR Destination, revenue is recognized only upon receipt of Goods Receipt Note (GRN) from the customer, signifying transfer of control at the customer's premises. Goods dispatched but pending GRN are classified as Finished Goods Under Transit and are not recognized as revenue to ensure accurate reflection of delivery obligations and risk transfer. These are valued at the lower of cost of production and net realizable value (based on contracted price)
- (c)** Slow/Non moving, raw materials and stores have been determined and a suitable provision has been made as detailed hereunder:

₹. In Lacs

Details of Slow Moving & Non Moving Inventory	As at 31st March 2025	As at 31st March 2024
Slow Moving Items	551.48	681.04
Non-Moving Items	1,657.94	1,385.57
Total	2,209.42	2,066.61

Provision for Slow Moving and Non Moving Inventory	As at 31st March 2025	As at 31st March 2024
Opening Provision	414.49	480.05
Movement in Provision	55.14	(65.56)
Current Year Provisions		
- Provision for Slow Moving Items (Provision 10%)	55.15	68.10
- Provision for Non-Moving Items (Provision 25%)	414.49	346.39
Total Closing Value of Provision	469.63	414.49

Note 8 :- Trade Receivables

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Trade Receivables (Gross)	22,931.51	1,377.92
Less: Provision for Expected Credit Loss (ECL)	(81.71)	-
Trade Receivables (Net)	22,849.80	1,377.92

The movement in allowances for doubtful receivables is as follows :

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Opening balance	-	-
Additions	81.71	
Write off (net of recovery)	-	
Adjustment	-	
Closing Balance	81.71	-

Ageing of Trade Receivables - 31st March 2025

₹. In Lacs

Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts					
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed Trade receivables considered good	-	-	22,739.67	38.02	80.13	33.00	40.69	22,931.51
ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
iv) Disputed Trade Receivables –considered good	-	-	-	-	-	-	-	-
v) Disputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-	-
vi) Disputed Trade Receivables –credit impaired	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)								(81.71)
Total								22,849.80

Ageing of Trade Receivables - 31st March 2024

₹. In Lacs

Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of Receipts					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
i) Undisputed Trade receivables considered good	-	-	761.53	0.18	616.21	-	-	1,377.92
ii) Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
iv) Disputed Trade Receivables –considered good	-	-	-	-	-	-	-	-
v) Disputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	-	-
vi) Disputed Trade Receivables –credit impaired	-	-	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts (Disputed + Undisputed)								
Total								1,377.92

- (a) During the year company supplied the Goods to the Indian Army, Air Force, Ministry of Home Affairs, and other Defence Public Sector Undertakings as per the contract conditions of partial advance payments. No risk of default is envisaged in the balance outstanding with any of these entities of the Government of India.
- (b) Trade receivables are amounts due from customers for goods sold and services rendered in the ordinary course of business. Trade receivables are recognized at amortized value less provision for expected credit losses (ECL) determined based on the simplified approach as prescribed under Ind AS 109 – Financial Instruments.
- (c) During the current financial year, the Company has recognized Expected Credit Loss (ECL) on trade receivables amounting to Rs 81.71 Lacs as at 31 March 2025 in accordance with Ind AS 109 – Financial Instruments. Previously, the Company did not provide for ECL on trade receivables.
- ECL has been recognized based on the ageing of receivables as follows:
- Nil provision for receivables up to one year;
 - 10% provision for receivables outstanding between one and two years;
 - 100% provision for receivables outstanding beyond two years.
- (d) Trade receivables include Rs 0 (Previous Year: Rs 0) due from related parties.

Note 9 :- Cash and Cash Equivalents

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Balances with banks		
(i) Balances with Banks - In Current Accounts	4,046.06	5,569.96
(ii) Cash in hand	0.06	-
(iii) Bank Deposits Maturity Less than 3 Months	72,402.10	52,553.67
Total	76,448.22	58,123.63

- (a) Bank Deposits having a maturity period of less than 3 Months have been classified as Cash and Cash Equivalents.
- (b) Short Term Deposit under Sweep Account and Interest Accrued thereon has been classified as Cash and Cash Equivalents.
- (c) An amount of Rs 23112 crore payable to the Cantonment Board and Rs 6063 crore received for Overtime Arrears payable to employees is held in a pooled fixed deposit and is not available for use by the Company, in accordance with Ind AS 7.

Note 10 :- Bank balance other than cash and cash equivalents

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Bank Deposits	-	55,250.70
Accrued Interest on above	-	159.63
Total	-	55,410.33

- (a) Bank Deposits having maturity period between 3 months to 12 months are classified as Bank balance other than cash and cash equivalents.

Note 11 :- Other Financial Asset

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Security Deposits	454.57	97.23
Accrued Interest	-	1.78
Rent & Electricity charges receivable	1.60	10.37
Rent receivable	46.13	24.80
Total	502.30	134.18

(a) Nature of Reclassification

During the year ended 31 March 2025, the Company has reclassified bank deposits, Accrued Interest Rent & Electricity charges receivable and rent receivables total amounting to Rs 502.30 Lacs from "Bank balance other than cash and cash equivalents" and "Other Current Assets" to "Other Financial Assets" for current year and from "Non Current Assets" and "Other Current Assets" to "Other Financial Assets" for previous year.

This reclassification has been made to appropriately reflect the nature of the deposits in accordance with the definition of financial assets under Ind AS 109 – Financial Instruments and the presentation requirements of Schedule III of the Companies Act, 2013.

(b) Reason for Reclassification

The security deposits, which represent amounts recoverable from various vendors/service providers and Rent receivables which represents amount receivable from tenant and meet the criteria of financial assets, were previously grouped under "Bank balance other than cash and cash equivalents" Upon review, it was determined that these should be presented under "Other Financial Assets" as per Ind AS 109, since they are contractual rights to receive cash.

(c) Impact on Financial Statements

This is a presentation-level reclassification and does not impact the profit or loss, cash flows, or the total current assets of the Company. Only the line-item grouping in the balance sheet and notes has been updated to better reflect the nature of the transaction.

(d) Impact on Comparatives

The comparative figures for the year ended 31 March 2024 have been restated for better presentation

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Previously reported under Bank balance other than cash and cash equivalents		
	454.57	99.01
Previously reported under Other Current Assets	47.73	35.17
Reclassified to Other Financial Assets	502.30	134.18

Note 12 (i) :- Current Tax Assets (Net)

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
TDS Receivable	234.46	401.26
Total	234.46	401.26

Note 12 (ii) :- Other Current Assets

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Advance to Supplier	120.57	69.50
Prepaid expense	25.08	15.59
Other Current Assets	1,228.73	647.72
Total	1,374.38	732.81

- (a) Other Current Assets includes an amount of ₹1,137.49 Lacss disbursed towards payment of overtime arrears pertaining to the pre-corporation period. This particular case is currently sub judice before the Hon'ble Supreme Court of India. The disbursement has been made with an explicit stipulation that the amount shall be recoverable from the concerned employees in the event of an adverse judgment by the Hon'ble Supreme Court. Accordingly, the amount has been disclosed as an advance and classified under 'Other Current Assets' in the financial statements, pending final adjudication of the matter.

Note 13 :- Assets classified as held for sale

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Assets classified as held for sale	256.79	-
Total	256.79	-

- (a) As on 31st Dec 2024, the Company classified certain non-current **assets as Assets Held** for Sale in accordance with **Ind AS 105 - Non-current Assets Held for Sale and Discontinued Operations**.
- (b) Asset consists of a plant related with leather processing section discontinued for past many years. The management has now considered to sell this plant as per the extant guidelines of disposal process.
- (c) These assets meet the criteria for classification as held for sale, including:
- The assets are available for immediate sale in their present condition.
 - Their sale is highly probable within one year from the date of classification.
 - Management is committed to a plan to sell the assets.

(d) Measurement:

Depreciation on these assets has been discontinued from the 31st Dec 2024

- (e) Impairment loss of Rs 134.17 Lacs was recognized on these assets as at the reporting date.
The Company expects to complete the sale of these assets within twelve months from the reporting date.

Note 14 (i) :- Equity Share Capital

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
(a) Authorized Share Capital	-	-
Opening	500,000.00	500,000.00
Increase during the Year	500,000.00	-
Closing (10,00,00,00,000 Shares of ₹ 10/- Each Par value)	1,000,000.00	500,000.00
(b) Issued, subscribed & fully paid-up share capital		
Opening (4,84,94,27,668 Shares of ₹ 10/- Each Par Value)	484,942.77	474,314.82
Increase during the Year	8,400.00	10,627.95
Closing (4,93,34,27,668 Shares of ₹ 10/- Each Par Value)	493,342.77	484,942.77
	-	-

(c) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having par value of Rs 10 per share. Each shareholder is entitled to one vote per share held and carry a right to dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in proportion to their shareholding.

(d) No class of shares have been issued as bonus shares by the Company during the period of five years immediately preceding the current year end.

(e) No class of shares have been bought back by the Company during the period of five years immediately preceding the current year end.

(f) Details of shareholders holding more than 5 per cent shares in the Company

Name of Shareholders	Number of Shares	Number of Shares
President of India & Government Nominee Shareholders	4,933,427,668	100%

(g) Aggregate number of equity shares allotted as fully paid-up pursuant to a direction from the Ministry of Defence without payment being received in cash	4531427668
For F.Y. 2023-24 4,53,14,27,668	
For F.Y. 2024-25 4,53,14,27,668	

(h) Shareholding of promoters Promoter name	Percentage (%) holding	Percentage (%) holding
President of India and Government Nominee Shareholders	100%	100%
Number of Shares	4,933,427,668	4,849,427,668
% Change during the Year	1.73%	

Note 14 (ii) :- Other Equity

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Other Equity	15,214.63	8,280.18
Retained Earnings	(40,071.08)	(26,774.58)
Total	(24,856.44)	(18,494.40)

Notes on Other Equity

(a) The addition of Rs 156.13 Cr in 'Other Equity' is comprising of Rs 12.59 Cr funds received from DoO (C&S) on account of RR Funds.

b) Other Equity

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Opening balance	8,280.18	7435.87
Add/Less any issue of capital (Net)	6,934.45	844.31
Closing balance	15,214.63	8,280.18

c) Other Reserve for Issuance to GOI

₹. In Lacs

Unit Name	Asset recognized During the Year	Derecognition of Asset	Liability recognized During the Year	Reversal of Liabilities	Net Value
OEFC	(8.92)	24.26	292.30	-	307.64
OCFS	(89.55)	-	75.20	(25.45)	(39.80)
OEFHZ	(33.88)	57.53	0.30	-	23.95
OCFA	(31.21)	-	-	-	(31.21)
TCLTA	-	-	5.62	-	5.62
TCLHQ	(8.23)	-	20.58	-	12.35
Total	(171.79)	81.79	394.00	(25.45)	278.55

d) Retained Earnings

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Opening balance	(26,774.58)	3,532.87
Add: Net loss for the current year	(13,296.49)	(30,307.45)
Closing balance	(40,071.08)	(26,774.58)

Note 15 :- Deferred tax liabilities/assets (Net)

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Temporary Difference attributable to	-	
Deferred Tax Liability:		
Property, plant and equipment	(2,646.20)	(2,561.01)
Deferred Tax Assets:		
Unabsorbed Depreciation	4,666.91	2,430.44
Losses Carried Forward Current Year	18,941.86	38,678.84
Losses Carried Forward Previous Year	38,579.25	-
Provision for Expected Credit Losses	(81.71)	-
Total Difference	59,460.11	38,548.27
Movements in deferred tax Asset / (Liabilities)		
(i) At 1st April 2024	9,702.60	(632.00)
(ii) Charged/ (credited) - to profit and loss	(5,263.51)	(10,334.60)
(iii) At 31st March-2025 Net Deferred tax asset/(liability)	14,966.11	9,702.60

- (a) During the year ended 31st March 2025, the Company recognized deferred tax assets in accordance with IND AS 12 - Income Taxes. This recognition is based on unabsorbed depreciation and business losses incurred in the current year, considering the probability of sufficient future taxable profits based on sizable order book of Defense Supplies to utilize these tax benefits. Accordingly, deferred tax assets amounting to Rs 14,966.11 Lacss have been recognized as at 31st March, 2025.

(b) Recognition of deferred tax asset/liability

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Deferred tax asset	14,966.11	10,334.60
Deferred tax liabilities	(666.05)	(632.00)
Deferred tax assets/ (liabilities), net	14,300.06	9,702.60

Note 16 :- Trade Payables

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
(i) MSME	1,708.31	639.68
(ii) Others	1,524.98	490.75
(iii) Disputed dues - MSME	-	-
(iv) Disputed dues - Others	-	-
Total	3,233.28	1,130.43

- (a) The management of the unit has not received any memoranda from any of its suppliers claiming any amount payable as interest under the Micro, Small, and Medium Enterprises Development Act, 2006, In the absence of claims from MSME vendors with the necessary supporting documents no provision has been recognized.

Trade Payables Ageing Schedule :- 31st March 2025

₹. In Lacs

Particulars	Payables Not Due	Outstanding for following periods from due date of Receipts				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	622.46	1,697.60	7.57	-	3.14	1,708.31
(ii) Others	1,512.98	1,512.98	11.54	0.08	0.38	1,524.98
(iii) Disputed dues - MSME						
(iv) Disputed dues - Others						
Total	2,135.44	3,210.58	19.11	0.08	3.52	3,233.29

31st March 2024

₹. In Lacs

Particulars	Payables Not Due	Outstanding for following periods from due date of Receipts				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	581.28	48.10	10.31	-	639.68
(ii) Others	-	453.07	35.60	2.08	-	490.75
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	-	1,034.35	83.70	12.39	-	1,130.43

MSME Disclosures

₹. In Lacs

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act)		
- Principal amount due to micro and small enterprise	1,708.31	639.68
- Interest due on above		
(ii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period.	-	-
(iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises.	-	-

Note 17 :- Other Financial Liabilities

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
(i) Security Deposits	136.04	98.25
(ii) Payable to Cantonment Board	23,708.00	23,867.71
(iii) Salary & Employees Benefit Payable	3,738.64	2,758.08
Total	27,582.68	26,724.04

(a) Nature of Reclassification

During the year ended 31 March 2025, the Company has reclassified security deposits, monies payable to Cantonment Board and Salaries & Employees Benefit payable amounting to Rs 27,582.68 Lacs from "Other Current Liabilities" to "Other Financial Liabilities".

This reclassification has been made to appropriately reflect the nature of the deposits in accordance with the definition of **financial liabilities** under **Ind AS 109 – Financial Instruments** and the presentation requirements of **Schedule III** of the Companies Act, 2013.

(b) Reason for Reclassification

These balances primarily comprise monies payable, which meet the definition of financial liabilities as they represent a contractual obligation to deliver cash or another financial asset. Accordingly, these have now been presented under "Other Financial Liabilities" to appropriately reflect their nature

(c) Impact on Financial Statements

This is a **presentation-level reclassification** and does **not impact the profit or loss**, cash flows, or the total current liabilities of the Company. Only the line-item grouping in the balance sheet and notes has been updated to better reflect the nature of the transaction.

(d) Impact on Comparatives

The comparative figures for the year ended 31 March 2024 have been restated for better presentation

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Previously reported under Other Current Liabilities	27,582.68	26,724.04
Reclassified to Other Financial Liabilities	27,582.68	26,724.04

Note 18 :- Other Current Liabilities

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Advance from customers	55,895.17	54,684.53
Statutory Dues	485.74	894.78
Misc. Current Liabilities	1,251.26	5,084.89
Total	57,632.17	60,664.20

Note 19 :- Short-term Provisions

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Provision for employee benefits	1,578.69	1,794.58
Provision for Audit fees	21.78	14.00
Other provisions	2,646.22	1,560.11
Total	4,246.69	3,368.69

Note 20 :- Current Tax

₹. In Lacs

Particulars	As at 31st March 2025	As at 31st March 2024
Profit before tax	(18,560.00)	(40,649.34)
Add: Depreciation as per Companies Act, 2013	2,025.42	1,970.49
Less: Bonus allowed as per Income Tax	465.11	-
Less: Depreciation as per Income Tax Act, 1961	2,238.03	(2,430.44)
Add: Corporate social responsibility expenditure	5.00	-
Add: Bonus Payable	156.64	-
Add: Interest on Income Tax	0.05	-
Add: Impairment Loss	134.17	-
Taxable profit	(18,941.86)	(41,109.29)
Corporate Income Tax on Total Income	-	-

- (a) The company has opted for the New Tax Regime inserted by section 115BAA of the Income Tax Act, 1961 ("Act") and enacted by the Taxation Laws (Amendment) Ordinance, 2019 ("the Ordinance"). It has accordingly applied the tax rate as applicable under the provision of section 115BAA of the Act, in the financial statement for the year ended March 31, 2025.

Note 21 :- Revenue from Operations

₹. In Lacs

Particulars	For the Year Ended 31st March 2025	For the Year Ended 31st March 2024
(A) Sale of Products & Services		
(i) Sale of Product	55,235.88	27,832.03
(ii) Sale of Services	7.12	7.38
Total Sale of Products & Services (A)	55,243.00	27,839.41
(B) Other Operating Income		
(i) Disposal of Scrap and Surplus / Unserviceable Stores	137.57	197.07
Total Other Operating Income (B)	137.57	197.07
Total Income From Operation (A + B)	55,380.57	28,036.48

(a) Contract Balances - as per Para 116 of Ind AS 115

₹. In Lacs

Particulars	For the Year Ended 31st March 2025	For the Year Ended 31st March 2024
Trade Receivables	22,849.80	1,377.92
Contract Assets (Unbilled Revenue)	31,434.20	-
Contract Liabilities (Advances from Customers)	55,895.17	54,684.53

Note 22 :- Other Income

₹. In Lacs

Particulars	For the Year Ended 31st March 2025	For the Year Ended 31st March 2024
(a) Interest income	-	
Interest on Bank Deposits *	4,983.97	3,964.36
Other Interest	49.88	15.36
Total Interest Income (A)	5,033.85	3,979.72
(b) Profit on Sale of Investments	-	-
Total Profit on Sale of Investment (B)	-	-
(c) Other non-operating income		
Liquidity Damage, Penalty & Fines	750.84	539.07
Reimbursement of Transportation expense	784.09	-
Other Misc. Income	960.25	1,438.33
Quarter License Fees Received from Employees	116.01	128.54
Other Rental Income	283.46	211.80
Profit on Sale of PPE	26.98	14.83
Total Other Non Operating Revenues(C)	2,921.63	2,332.57
Total Other Income (A + B + C)	7,955.48	6,312.29

Note:

* Interest earned on funds received against payables to Cantonment Board has been shown as other income and cannot be ascertained being a part of pooled fixed deposit.

Note 23 :- Cost of Materials Consumed

₹. In Lacs

Particulars	For the Year Ended 31st March 2025	For the Year Ended 31st March 2024
Opening Stock / Acquisition Cost	4,700.54	8,497.38
Add: Purchase of Materials	27,513.38	9,377.70
Add: Stock Received from Against Stock in Transit	(0.31)	0.51
Less: Loss Due to Reduction in Realizable Value of Material	-	(1,177.33)
Less: Closing stock Materials (Before Provisions)	(4,917.60)	(4,607.01)
Less: Scrapped Items	(69.76)	(93.74)
Total Material Consumed	27,226.25	11,997.51

(a) The figures against the Purchases includes all addition, adjustments and deductions on account of rebate, goods return etc.

(b) For improved presentation, closing stock and scrapped stock have been disclosed separately under cost of materials consumed during the current year which was previously presented as a single line item. This change in presentation has no impact on the reported figures

Note 24 :- Changes in Inventories of Finished goods, Work-in-progress and Stock-in-Trade

₹. In Lacs

Particulars	For the Year Ended 31st March 2025	For the Year Ended 31st March 2024
Finished goods	(525.02)	(1,043.68)
Stock in Transit	(3,533.03)	-
Work-in-progress	(8,873.01)	(403.85)
Changes in Inventory of Finished Goods and WIP	(12,931.06)	(1,447.53)
(i) Finished goods		
Opening stock	1,159.22	115.54
Closing stock	1,684.24	1,159.22
(ii) Work-in-progress		
Opening stock	1,689.18	1,285.33
Closing stock	10,562.19	1,689.18

Note 25 :- Employee Benefits Expense

₹. In Lacs

Particulars	For the Year Ended 31st March 2025	For the Year Ended 31st March 2024
Salaries, Wages, Bonus & Other Allowance	48,102.85	48,792.03
NPS Contribution	1,997.81	1,632.31
Total	50,100.66	50,424.34

(a) All the employees of Troop Comforts Limited were on deemed deputation of 2 Years from 1st October-21 to 30th Sep-2023. MOD vide their OM No.1(5)/2023/EGOM/OF/DP/M&P Dated 09th September, 2024 has extended the deemed deputation period of erstwhile OFB Employees upto 31st December, 2025. Emoluments paid to these employees on deputation are depicted as Salaries, Wages, Bonus and other allowances including medical reimbursement.

- (b) As per OM No. 1(5)/2021/OF/DP/PLG-V/02 dated 24.09.2021, Ministry shall continue to bear the retirement benefits of the deputed employees. The company is not liable for the retirement benefits of employees on deputation. Accordingly, no provisions have been made towards terminal benefits including leave encashment.
- (c) The employees on deemed deputation to the TCL (new DPSUs), shall continue to be subject to all the extant rules, regulations and orders as are applicable to the Central Government servants, including related to their pay scales, allowances, leave, medical facilities, career progression and other service conditions.
- (d) The pension liabilities of the retirees and existing employees will continue to be borne by the Government from the Ministry of Defense ("MoD") budget for Defense Pensions. For the employees recruited after 01.01.2004, National Pension Scheme applicable to the Central Government employees is in vogue and the same is being adopted by the New DPSUs, including continuation of all special provisions applicable to Central Government employees under the National Pension System.
- (e) The conditions of payment of pensionary benefits to the employees of OFB on absorption to the New DPSUs would be regulated in accordance with Rule 37-A of the Central Civil Services (Pension) Rules, 1972.

(f) Salary including Remuneration paid to Key Managerial Personnel is given below:

₹. In Lacs

Name of Key Managerial Personnel Remuneration (Designation)	For the Year Ended 31st March 2025	For the Year Ended 31st March 2024
Shri. Santosh Kumar Sinha (Chairman & Managing Director)	-	29.29
Shri. Atul Gupta (Director Operation)	-	7.35
Major Gen. Ravi Rajshekhar Patil (Director HR)	-	4.93
Dr. Sanjeev Kumar Saxena Director (Finance) & CFO *	51.59	43.92
Shri. Ajeet Pandey (Company Secretary)	8.03	-
Shri. Suresh Kumar Gupta (Company Secretary) #	4.16	12.25
Total	63.78	97.74

Shri Vijay Kumar Tiwari, CMD superannuated on 30th September 2024, who was CMD of Gliders India Ltd and was having additional charge of TCL, hence he was not paid any remuneration.

* Dr. Sanjeev Kumar Saxena, Director (Finance) & CFO of Troop Comforts Limited has been given the additional charge of Chairman & Managing Director of TCL on 16.12.2024, without any remuneration or Salary.

Shri Suresh Kumar Gupta, Company Secretary & KMP resigned from TCL on 31.07.2024. Accordingly, TCL appointed a Company Secretary & KMP, Shri Ajeet Pandey on 20.09.2024.

Note 26 :- Other Expenses

₹. In Lacs

Particulars	For the Year Ended 31st March 2025	For the Year Ended 31st March 2024
Electricity & water expense	805.32	808.73
Transportation expenses	672.52	672.95
Information technology expense	102.14	105.86
Printing & Stationery	36.49	10.86
Repair & Maintenance	309.40	275.02
Expenditure on Building Maintenance	1,055.75	632.39
Rate & Taxes	364.66	815.50
Manpower Supply	3,584.94	4,048.91
Misc. expense	1,056.91	770.32
Communication expense	37.43	41.24
Consultancy & Professional Fees	123.02	86.85
R&D Expense	368.45	202.18
Business Promotion Exp.	221.59	59.74
Insurance Exp.	11.79	0.40
Training Exp.	15.67	18.24
Loss Due to Reduction in realizable value of material	-	1,177.33
Provision for Slow moving and Non Moving Inventory	55.13	-
Provision for Expected Credit Loss	81.71	-
Liquidated Damages	1,156.43	1,171.02
Fabrication Expenses	5,390.00	1,025.92
Interest on Income Tax	0.05	50.62
CSR Exps.	5.00	58.23
Payment to Auditors	-	-
Statutory Audit Fees	19.60	20.00
Reimbursement of Exps.	0.78	0.99
Total	15,474.78	12,053.30

- (a) Ministry of Defence vide Letter No. MOD ID No. 4(8)/2022/ND CD/DDP Dated 21.03.2023 conveyed that Liquidated damages can be suitably imposed on the delayed supplies as per the mutual agreement between buyer and seller under deemed contract..
- (b) MGS Branch vide there Letter No. A/27315/DGOF/ OS-28 dated 09 October, 2023 clarified that maximum LD of 10% will be imposed on delayed deliveries. However, the delivery shall be calculated from the total contractual period and not on actual/stage delivery as per article 12.1 of template of draft deemed contract. Accordingly the company has made the provision of liquidated damages on delayed supplies as per the best estimate.

Note 27 :- Earnings/ Loss per share

₹. In Lacs

Particulars	For the Year Ended 31st March 2025	For the Year Ended 31st March 2024
Profit /(Loss) after Tax	(13,296.49)	(30,307.45)
OCI Income	-	-
No of shares (Weighted Average)	4,907,652,326	4,836,510,082
Earning/(Loss) Per share		
1) Basic earning/(loss) per share (in ?)	(0.27)	(0.63)
2) Diluted earning/(loss) per share (In ?)	(0.27)	(0.63)

- (a) Basic earnings /(loss) per share amounts are calculated by dividing the profit/loss for the year attributable to equity holders by the weighted average number of equity shares outstanding during the financial year.
- (b) Diluted earnings /(loss) per share amounts are calculated by dividing the profit/loss attributable to equity holders (after adjusting for interest on the convertible preference shares which amounts to Nil) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.
- (c) Potential equity shares are not considered in the computation of diluted earnings per share as they are anti-dilutive due to the loss incurred during the year.

Note 28 :- Financial Instruments Risk Management Objectives and Policies

The Company's principal financial liabilities comprise trade & other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's principal financial assets include Security deposits, trade and other receivables and cash & short-term deposits that derive directly from its operations.

The Company is exposed to credit risk, market risk and liquidity risk which may impact the fair value of its financial instruments. The Company, based on its business operation, evaluated the following risks:

(i) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. Credit risk arises principally from trade receivables, loans & advances, advances given to suppliers (for procurement of goods, services and capital goods), cash & cash equivalents and deposits with banks and financial institutions. The Company for the Financial Year derives 98.58% of its total sales from sales to the Government and Government related entities. The Company expects to continue to derive most of its sales from the Government and Government related entities under the contracts of the Ministry of Defence (MoD), Government of India (GoI) –the Company's principal shareholder and administrative ministry. The Company has a defined policy for recognizing Expected Credit Losses (ECL) on financial assets. In accordance with this policy, a provision of 10% is made for trade receivables outstanding for more than one year and up to two years, and 100% for those outstanding beyond two years

Table below summarizes the concentration of risk with respect to trade receivables:

₹. In Lacs

Year	ECL Rate	Less than 6 month	6 month -1 years	1-2 years	2-3 years	More than 3 years	Total
2025	Estimated total gross carrying amount at default	22,739.67	38.02	80.13	33.00	40.69	22931.51
	ECL- simplified approach	-	-	(8.02)	(33.00)	(40.69)	(81.71)
	Net carrying amount	22,739.67	38.02	72.11	-	-	22,849.80
2024	Estimated total gross carrying amount at default	761.53	0.18	616.21	-	-	1,377.92
	ECL- simplified approach	-	-	-	-	-	-
	Net carrying amount	761.53	0.18	616.21	-	-	1,377.92

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that is settled by delivering cash or another financial asset. Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses including the servicing of financial obligations.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments :

₹. In Lacs

Particulars	Less than 1 year March 31, 2025	1 year or more
Trade payables	3,210.58	22.71
Other financial liabilities	3,874.69	23,708.00
Total	7,085.27	23,730.71
March 31, 2024		
Trade payables	1,034.35	96.09
Other financial liabilities	2,856.34	23,867.71
Total	3,890.68	23,963.80

The Company's standard contract terms provide that, the Company receives advance payments from customers pursuant to the applicable contracts, including the Government of India and the Indian Defence Services at the time of signing of any contract and milestone payments on achievement of physical milestones. These payments are utilized to meet the Company's working capital needs (for the Company required to maintain a high level of working capital because the Company's activities are characterized by long product production cycle).

(iii) Market Risk:

The Ministry of Defence (MoD) and the Government of India (GoI) have continued efforts to reform Defence related policies such as the Defence Acquisition Procedure 2020 ("DAP 2020") to promote private participation, a level playing field and the domestic Defence manufacturing Industry and eco-system. While the MoD has given the highest priority to Indigenously Designed, Developed and Manufactured ("IDDM") products for capital procurement, the Company faces competition to be selected as the Indian production agency for such contracts. These policies have raised the level of market competition in the areas in which the Company operates.

(iv) Risk Mitigation Process

As a step of institutionalizing the risk management in the Company, an elaborate framework has been developed and the Company's top management has overall responsibility for the establishment and oversight of the Company's risk

management framework. An important purpose of the framework is to have a structured and comprehensive risk management system across the Company which ensures that the risks are being properly identified. The risk management process includes risk identification, risk assessment, risk evaluation, risk mitigation and regular review and monitoring of risks. The Company aims to reduce volatility in financial statements while maintaining balance between providing predictability in the Company's business plan along with reasonable participation in market movement.

Note 29:- Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Company may adjust dividend payments to shareholders, return capital to shareholders, or issue new shares.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. However, as at 31 March 2025, the Company does not have any outstanding debt, and its entire capital consists of equity held by its sole shareholder, the Government of India (100% holding). Accordingly, the gearing ratio is nil.

Gearing Ratio

₹. In Lacs

Particulars	For the Year Ended 31st March 2025	For the Year Ended 31st March 2024
Net Debt (a)	-	-
Equity	-	-
Equity share capital	493,342.77	484,942.77
Other equity	(24,856.44)	(18,494.40)
Total Equity (b)	468,486.32	466,448.37
Net Debt to Equity Ratio (a/b)		-

Quantitative disclosure of Fair Value Measurement hierarchy for assets as at 31'st March, 2025

₹. In Lacs

Particulars	Date of Valuation	Fair Value Measurement Using			
		Quoted Prices in Active Markets	Significant Observable Inputs	Significant Unobservable Input	Total
		Level 1	Level 2	Level 3	
Investments	31.03.2025	-	-	-	-

Fair Value of Financial Instruments not measured at fair value as at 31'st March 2025

₹. In Lacs

Particulars	Date of Valuation	Carrying Value	Quoted Prices in Active Markets Level 1	Significant Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
Financial Assets						
Cash and Cash Equivalents	31.03.2025	76,448.22	76,448.22	-	-	76,448.22
Bank balance other than cash and cash equivalents above	31.03.2025	-	-	-	-	-
Trade receivables	31.03.2025	22,849.80	-	-	22,849.80	22,849.80
Other Financial Assets	31.03.2025	502.30		502.30		502.30
Security Deposits	31.03.2025	336.64			336.64	336.64
Total		100,136.96	76,448.22	502.30	23,186.44	100,136.96
Financial Liabilities						
Trade Payables	31.03.2025	3,233.28			3,233.28	3,233.28

Financial Instruments by category measured as at 31'st March 2025

₹. In Lacs

Particulars	As at March 31'st 2025				
	Cost	Fair value through Profit and Loss (FVTPL)	Fair value through Other Comprehensive Income (FVTOCI)	Amortised cost	Total
Cash and Cash Equivalents	76,448.22	-	-	-	76451.04
Bank balance other than cash & cash equivalents above	-	-	-	-	0.00
Trade receivables	22,849.80	-	-	-	22849.80
Other Financial Assets	502.30	-	-	-	502.30
Security Deposits	336.64	-	-	-	336.64
Total Financial Assets	100,136.96	-	-	-	100128.90

₹. In Lacs

Particulars	As at March 31'st 2025				
	Cost	Fair value through Profit and Loss (FVTPL)	Fair value through Other Comprehensive Income (FVTOCI)	Amortised cost	Total
Short-term borrowings	-	-	-	-	0.00
Trade Payables	3,233.28	-	-	-	3233.28
Other Financial Liabilities	27,582.68	-	-	-	27582.68
Total Financial Liabilities	30,815.96	-	-	-	30815.96

Note 30 :- Additional Regulatory Information as per Schedule III of Companies Act, 2013**(i) Ratios**

₹. In Lacs

S No.	Ratio	Formula	31-Mar-25		31-Mar-24		Ratio as on 31-Mar-2025	Ratio as on 31-Mar-2024	Variation	Reason (If variation is more than 25%)
			Numerator	Denominator	Numerator	Denominator				
(a)	Current Ratio	Current Assets / Current Liabilities	121,706.56	92,694.83	123,215.99	91,887.35	1.31	1.34	-2%	
(b)	Debt-Equity Ratio	Total Debt / Shareholder's Equity	-	-	-	-	-	-	-	Not Applicable
(c)	Debt Service Coverage Ratio	Earning available for debt Service / Debt Service	-	-	-	-	-	-	-	Not Applicable
(d)	Return on Equity	Profit after tax less pref. Dividend x 100 /	(13,296.49)	489,142.77	(30,307.45)	479,628.79	(0.03)	(0.06)	57%	The improvement in ROE is attributed to a reduction in net Ratio Average Sareholder's losses due to increased sales Equit during the year. However the continued negative ROE reflects challenges in achieving profitability, primarily due to delayed order finalization and placement by key services including the Army, Air Force, and Navy. Additionally, the finalization of inspection criteria and acceptance test procedures was delayed until September/ October 2024, further impacting timely revenue realization
(e)	Inventory Turnover Ratio	Revenue / Average Inventory	55,380.57	13,716.13	28,036.48	8276.88	4.04	3.39	-19%	
(f)	Trade Receivables Turnover Ratio	Net Sales/Average Trade Receivables	55,380.57	12,154.71	28,036.48	9588.16	4.56	2.92	-56%	The increase in the Trade Receivables Turnover Ratio results from higher turnover during the year. Nevertheless, the ratio is still affected by a significant accumulation of receivables, largely due to delays in receiving Goods

										Receipt Notes (GRN) from consignees, particularly those located in remote areas.
(g)	Trade Payables Turnover Ratio	Net Credit Purchases / Average Trade Payables	27,513.38	2,181.86	9,377.70	565.215	12.61	16.59	24%	
(h)	Net Capital Turnover	Net Sales / Average Shareholders Ratio	55,380.57	489,142.77	28,036.48	479,628.79	0.11	0.06	94%	The improvement in the Net Capital Turnover is driven Ratio equity by a significant increase in sales relative to shareholders' equity. Despite this progress, the ratio remains sub-optimal due to operational constraints as above.
(i)	Net Profit Ratio	Net Profit / Net Sales	(13,296.49)	55,380.57	(30,307.45)	28,036.48	(0.24)	(1.08)	-78%	The Net Profit Ratio has improved, reflecting a in losses due to higher sales. However, the ratio remain negative due to delayed order finalization and placement by critical services such as the Army, Air Force, and Navy. Additionally, the delay in finalizing inspection criteria and acceptance test procedures until September/ October 2024 has further hindered timely revenue recognition.
(j)	Return on Capital	EBIT / Capital Employed	(18,560.00)	493,342.77	(40,649.34)	484,942.77	(0.04)	(0.08)	-55%	The improvement in ROCE is due to a reduction in Employed operating losses supported by increased sales. Nonetheless, the negative ROCE largely stemmed from delayed order finalization and placement by the Army, Air Force, and Navy which in-turn resulted in less capital utilization.
(k)	Return on Investment	Time Weighted Rate of Return (TWRR)	-	-	-	-	-	-	-	Not Applicable

(ii) Additional Regulatory information

- (a) No Benami Property is held by the Company as defined under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (b) State Bank of India has sanctioned a cash credit limit of Rs. 20,000 Lacs against hypothecation of entire current asset consisting of Raw material, Components, stock in process, Finished Goods, Store and spares, Book debts and all other current assets of Company as primary security and entire Plant & Machinery and Other Movable Fixed Assets as Collateral security. The limit has not been availed till 31.03.2025, hence no quarterly returns/ Statements are required to be filed by the Company with the State Bank of India. However, documents executed and the appropriate charges have been registered with the Registrar of Companies.
- (c) Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (d) The Company has not advanced or loaned or invested any fund to any entity (Intermediaries) with the understanding that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
- (e) The Company has not received any fund from any party with the understanding that the Company has not advanced or loaned or invested any fund to any entity (Intermediaries) with the understanding that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
- (f) Company have not done any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income- tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961).
- (g) Company has not been declared willful defaulter by any bank or financial institution or other lender.
- (h) Number of layers prescribed under Clause (87) of Section 2 of the Act, read with the Companies (Restriction on number of Layers) Rules, 2017 from the date of their implementation is not applicable on the company.
- (i) Company has not done any transactions with companies struck off under section 248 of the Act or section 560 of the Companies Act, 1956.
- (j) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Act.
- (k) The company has not granted any loans or advances to promoters, directors, KMP's and the related parties that are repayable on demand or without specifying any terms or period of repayment.
- (l) The company has no cases of any charges or satisfaction yet to be registered with ROC beyond the statutory time limits.

Note 31 :- Other Information

(i) Fund utilization Details of miscellaneous Funds and equity received from Govt. of India

₹. In Lacs

Year	Particulars	Amount Received	Issue of Equity Shares	Remarks
2021-22	Accrued Committed Liability (ACL) [DoO (C&S), New Delhi MoD ID No. 8(1)/2022 /NDCD/DDP dt. 14.03.2022]	31,266.00	26.26	Equity shares have been issued to Govt. of India for balance amount of committed liability vide Share Cert. No.12 for Rs. 2626 Lacs) (Ref.: Board Meeting dt. 28.07.2023).
	Equity [DoO (C&S), New Delhi MoD ID No. 8(1)/2022/NDCD/DDP dt. 14.03.2022]	4,507.00	4,507.00	Equity shares have been issued to Govt. of India vide Share Cert. No. 8 (4,507 Lacs + 704 Lacs = 5,211 Lacs)
	CAPEX [DoO (C&S), New Delhi MoD ID No. 8(1)/2022/NDCD/DDP dt. 03.03.2022]	704.00	704.00	(Ref.: Board Meeting dt. 31.03.2022).
	Emergency Authorization Fund (EAF) [DoO (C&S), New Delhi MoD ID No. 8(2)/2022/NDCD/DDP/ Emergency Authorization dt. 28.09.2022]	17,886.00	17,886.00	Equity shares have been issued to Govt. of India vide Share Cert. No. 10 (17,886 Lacs + 700 Lacs = 18,586 Lacs) (Ref.: Board Meeting dt. 05.12.2022)
2022-23	CAPEX [DoO (C&S), New Delhi MoD ID No. 8(1)/2022/ NDCD/DDP dt. 28.09.2022]	700.00	700.00	
	Renewal Reserve Fund (RR Fund) [DoO (C&S), Kolkata ID No.DOO(C&S)/RR/Fin/Budget/2021-22dt.15.02.2022 against Bill No. 46/Cont./HQ/BL dt. 24.01.2023]	626.00		Fund was received under RR from DoO (C&S), Kolkata and is shown under 'Other Equity'.
	Renewal Reserve Fund (RR Fund) [DoO (C&S), Kolkata ID No. 5/11/031/RR Fund/Vol-I dt. 03.06.2022]	633.00		
	Equity [DoO (C&S), New Delhi MoD ID No. 8(2)/2022/NDCD/DDP dt. 22.03.2023]	7,302.00	7,302.00	Equity shares have been issued to Govt. of India through Share Cert. No. 11. (Ref: Board Meeting dt. 12.04.2023).
2023-24	CAPEX [DoO (C&S), New Delhi MoD ID No. 8(1)/2022/NDCD/DDP dt. 12.03.2024]	700.00	700.00	Equity shares have been issued to Govt. of India through Share Cert. No. 13. (Ref: Board Meeting dt. 28.07.2023).
	(Budgetary Support) [MoD ID No. 1(7)/Bud-1/2023 dt. 01.03.2024]	8,400.00	8,400.00	TCL has received Rs. 8,400.00 Lacs Budgetary Support in the form of equity to meet the Pay & Allowances obligations of Central Government Employees on deemed deputation and other statutory obligations for the FY 2023-24. Equity shares have been issued to Govt. of India through Share Cert. No. 14 (Ref: Board Meeting dt. 22.07.2024).
	CAPEX [DoO (C&S), New Delhi MoD ID No. 8(1)/2022/NDCD/DDP dt. 12.03.2024]	996.00	-	Equity shares yet to be issued.
	EQUITY [DoO (C&S), New Delhi MoD ID No. 8(14)/2022/NDCD/DDP VOL-II dt. 27.03.2025]	13,358.00	13,358.00	TCL has received Rs. 13,358.00 Lacs Budgetary Support in the form of equity. Equity shares yet to be issued.

(ii) Events Occurring After the Reporting Period

There is no such significant event to be reported as events occurring after the reporting period

(iii) Significant Legal Matters

- a) A recovery of ₹ 6.41 crore is likely to be made from Kanpur Electricity Supply Company Ltd. (KESCO) due to the wrongful levy of tariff charges. The amount pertains to pre corporation period. KESCO has constituted a committee to address the issue on a priority basis. The anticipated recovery of ₹ 6.41 crore will be recognized as a receivable in the accounts, pending approval of KESCO management by credit to Retained Earning
- b) CPC while processing ITR of FY 2022-23 had charged an Interest amounting to Rs. 50,61,925/- (u/s 234B & 234C i.e. Rs. 16,07,880/- and Rs. 34,54,045/- respectively). The company had filed a petition dated 09th July 2024 for waiver of the same in line with CBDT notification No. 400/129/2002-IT(B)] Dated 26th Jun 2006 in the subject matter. The Decision is awaited.
- c) An SLP is pending with the Hon'ble Supreme Court regarding Overtime Arrears pertaining to the pre-corporation period. The disbursement of Rs. 1137.49 Lacs has been made with an explicit stipulation that the amount shall be recoverable from the concerned employees in the event of an adverse judgment by the Hon'ble Supreme Court. Decision is awaited. (Also refer note no 12 (a) "Other Current Assets" forming part of financial statements)

(iv) Dividend

As per memorandum no F. No. PP/14(0005)/2016 dated June 20,2016, of the Department of Public Enterprises, Ministry of Heavy Industries & Public Enterprises, Government of India (GOI) ("DoE") read with the memorandum F. No. 5/2/2016-Policy dated 27th May, 2016 of the Department of Investment & Public Asset Management (DIPAM), Ministry of Finance, GoI, all central public sector enterprises are required to pay a minimum annual dividend of 30% of Profit After Tax (PAT) or 5% of the net worth, whichever is higher, subject to the maximum dividend permitted under the extant legal provisions and the conditions mentioned in the aforesaid memorandum

DIPAM vide their O.M. F. No. 4/27/2019-DIPAM-II-A(E) dt. 13.06.2023, has considered for exemption of dividend in respect of Troop Comforts Limited (TCL) for FY 2021-22 (stub period), FY 2022-23 and FY 2023-24. Further DIPAM was requested by DDP/Management & Policy Division vide O.M. F. No. 1(5)/2023/CAP.RESTRUCT/DPM&P dt. 28.04.2025 to exempt 7 new DPSUs from applicability of guidelines on Capital Restructuring (Payment of Dividend) for the FY 2024-25.

(v) Contingent Liabilities & Commitments (To the extent not provided for)

There are certain obligations which management has concluded that relates to year prior to incorporation, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations were treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the Financial Statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

Particulars	As at 31st March 2025	As at 31st March 2024
(a) Contingent Liabilities		
Claims against the company not acknowledged as debt		
- Cantonment charges	* 1858.60	189.37
*(This also includes Precorporation contingent Liabilities relating to period prior to incorporation are Rs 167.29 Lacs (previous year Rs 167.29 Lacss) are not related to company, rather they are of Govt of India)		
- Legal Cases Before Courts and Tribunals	* 13761.91	13,056.27
*(This also includes Precorporation contingent Liabilities relating to period prior to incorporation are Rs 13761.91 (previous year Rs 13056.27 Lacss)are not related to company, rather they are of Govt of India)		
- Pre incorporation Expenses (Paid by MoD)	250.02	250.02
- Guarantees excluding financial guarantees	NIL	NIL
- Other money for which the company is contingently liable	NIL	2.36
(b) Commitments		
- Estimated amount of contracts remaining to be executed on capital account and not provided for	939.64	456.12
- Uncalled liability on shares and other investments partly paid	NIL	NIL
- Other commitments		
- Stamp Duty in respect of transferred / handed over land	** Not Ascertainable	** Not Ascertainable
- Warranty claims on repair/replacement	*** 2.00	*** 2.00

(*) An amount of ₹791 lacs towards cantonment charges has been recognized as a contingent liability for the current year.

(**) Matter of applicability of Stamp Duty has been referred to MoD for clarification. The reply is awaited.

(***) Expenditure incurred on account of warranty claims of repair/replacement is 'NIL'. However, an amount of Rs. 2.00 Lacs has been earmarked for such contingent liabilities.

(vi) Income /Expenditure pertaining to Prior Period

Income / expenditure pertaining to Prior period in total income or total expenditure shall be considered material, if it exceeds 1 % of the Revenue from the Operations of the current financial year.

During FY 2024-25 net identifiable Prior Period Expenses/Income were to the extent of Rs. 18.16 Lacs, which were quite less than 1% of ceiling limit, thus no separate disclosure for prior period items have been made in the Financial Statements. The prior period items for the year have been adjusted in the similar head of Income/Expense of the current financial year.

(vii) Related Party Disclosures

Name	Designation
Directors	
Shri Vijay Kumar Tiwari*	Chairman & Managing Director
Dr. Sanjeev Kumar Saxena**	Chairman & Managing Director, Director (Finance & Operations)
Shri Rajeev Prakash	Nominee Director
Shri Rajesh Gangadhar Choudhary***	Chairman & Managing Director
Shri Surendra Dhapodkar****	Director (Operations)
Shri Rajeev Sharma*****	Director (Operations)
Shri Sunil Date \$	Chairman & Managing Director
Key Management Personnel	
Shri Sunil Date \$	Chairman & Managing Director
Dr. Sanjeev Kumar Saxena**	WTD & CFO
Shri Rajeev Sharma*****	WTD
Shri Suresh Kumar Gupta #	Company Secretary
Shri Ajeet Pandey #	Company Secretary

* Shri Vijay Kumar Tiwari, CMD superannuated on 30th September 2024.

** Dr. Sanjeev Kumar Saxena, Director (Finance & Operations) & CFO of Troop Comforts Limited has been given the additional charge of Chairman & Managing Director of TCL on 16.12.2024, without any other remuneration or Salary and he has also hold the Director Operation post till 15.12.2024.

*** Shri Rajesh Gangadhar Choudhary has been given the additional charge of Chairman & Managing Director of TCL on 01.10.2024, without any remuneration or Salary, post superannuation of Shri Vijay Kumar Tiwari on 30.09.2024, and he holds the CMD post till 15.12.2024.

**** Shri Surendra Dhapodkar, Director (Finance) of Gliders India Limited has been given the additional charge of Director (Operations) of TCL, without any remuneration or Salary and appointed by the Board w.e.f. 16.12. 2024 to 31.03.2025.

***** Shri Rajeev Sharma appointed as Director (Operations) by the Board w.e.f. 01.04. 2025.

Shri Suresh Kumar Gupta, Company Secretary & KMP resigned from TCL on 31.07.2024. Accordingly, TCL appointed a Company Secretary & KMP, Shri Ajeet Pandey on 20.09.2024.

\$ DDP/Management & Policy Division vide Order No 1(5)/2023/BOD(PESB)/TCLCMD/DP (M&P) dt. 23.04.2025 appointed Shri Sunil Date. Director(Operations), Gliders India Limited (GIL), to the post of Chairman & Managing Director (CMD), TCL. Shri Sunil Date has taken over the charge of CMD/TCL w.e.f. 08.05.2025

(viii) CSR Activities

As per the requirement of Section 135 of the Act related with the mandatory Corporate Social Responsibility ('CSR') obligation provides that every company meeting a stipulated threshold (Net worth of INR 50,000 Lacs or more or a net profit of INR 500 Lacs or more) would be mandated to spend at least 2% of the Net Profit on CSR activities. The expenditure has to be incurred on CSR activities, as provided in the Schedule VII to Section 135 of the Act, read with The Companies (CSR Policy) Rules, 2014. The CSR activities must be undertaken by the companies itself, or through implementing agencies provided under Rule 4(1) of the CSR Rules. Rule 4(1) of the CSR Rules, inter-alia, provides that charitable trusts or societies registered under Sections 12A and 80G of the Income-tax Act, 1961 are eligible to work as implementing agencies. The details are as under:

Particulars	As at 31st March 2025	As at 31st March 2024
(a) Amount required to be spent by the company on CSR activities as per the Act.	0	58.23
(b) Amount of expenditure incurred during the year on CSR activities.	5	58.23
(c) Unspent amount, if any.	NIL	NIL

Though not mandatorily required, TCL has undertaken a CSR Programme under Health and Nutrition Theme in line with Schedule VII of Section 135 of the Act, "Activities relating to Eradicating hunger & Skill Development". TCL Board has approved one (1) thematic programme on "promoting Organic farming" during FY 2024-25. An amount of Rs. 5.00 Lacs has been incurred during FY 2024-25, however, utilization certificate is awaited. The broad details of these programme is as hereunder:

Implementing Agencies	Amount Allocated as CSR Budget	Focus Theme
Kanpur Parivartan Forum (CSR Reg. CSR00006345)	Rs. 5.00 Lacs	Health & Nutrition through Organic Farming

(ix) Asset/Liabilities pertaining to pre-incorporation period

The funds received for settlement of Cantonment Board charges and Overtime Arrears have been strategically parked in TCL's pooled Fixed Deposit Receipts (FDRs) to ensure secure custody and optimal utilization until disbursement. The interest received from these funds have been accounted for as 'Other Income'.

(x) Confirmation of Balances

During the year the Company for confirming the balances trade receivables and payables and other receivables / payables and loans and advances are concerned, the balance confirmation letters / emails with the negative assertion as referred in the Standard on Auditing (SA) 505 (Revised) 'External Confirmations', were sent to the parties. Some of such balances are subject to confirmation/reconciliation. Adjustments, if any will be accounted for on confirmation/reconciliation of the same, which in the opinion of the management will not have a material impact. The company has also a system of obtaining periodic confirmation of balances from banks and there are no unconfirmed balances in respect of bank accounts.

(xi) Certain Semantic changes have been made in Material Accounting policies including deletion of policies which were not material for making the policies more clear wrt Intial Recognition , Measurement , Subsequent Recognition & Dercognition for better understanding of Disclosures and Notes to Financial Statements.

(xii) Standards issued but not yet effective

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

(xiii) Approval of Financial Statements

Financial Statements were approved for issue by the Board of Directors at their meeting held on 10th July 2025.

(xiv) Note 1-31 form an integral part of accounts and have been duly authenticated.

(xv) Previous year figures have been regrouped/rearranged wherever required.

As per our report of even date

For S K Kapoor & Co

Chartered Accountants

FRN: 00745C

Place: Kanpur

Date: 10/07/2025

CA V B Singh

Partner

M.No. 073124

Sunil Date

Chairman & Managing Director

DIN:09282249

Ajeet Pandey

Company Secretary

M. No. 42500

For and on behalf of the Board of Directors

Troop Comforts Limited

CIN: U18109UP2021GOI150744

Dr. Sanjeev Kumar Saxena

Director (Finance) & CFO

DIN:09315421



TROOP COMFORTS LTD.



NOTICE

(2024-25)



TROOP COMFORTS LTD.



NOTICE OF 4th ANNUAL GENERAL MEETING

TROOP COMFORTS LIMITED,

REGISTERED OFFICE & CORPORATE HQRS :

TCL CORPORATE BHAWAN, G.T. ROAD, KANPUR-208013 (U.P.)

PHONE : 0512-2451781-83, FAX : 0512-2450099

www.troopcomfortslimited.co.in, E-mail : info@troopcomfortslimited.co.in

CIN - U18109UP2021GOI150744

NOTICE is hereby given that the 4th Annual General Meeting ("AGM") of the Members of Troop Comforts Limited ("TCL") will be held at on Friday September 26th 2025 at 12:00 Noon through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') at Registered Office of the Company at TCL Corporate Bhawan, G.T. Road, Kanpur-208013, Uttar Pradesh, India to transact the following businesses:

ORDINARY BUSINESSES:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025, TOGETHER WITH THE BOARD'S REPORT, AUDITORS' REPORT AND COMMENTS OF THE COMPTROLLER & AUDITOR GENERAL OF INDIA (C&AG) THEREON.
2. TO CONSIDER AND, IF DEEMED APPROPRIATE, APPROVE REMUNERATION OF STATUTORY AUDITOR BY PASSING THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:"

"RESOLVED THAT pursuant to Section 142 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company, hereby accord for remuneration of Statutory Auditor of M/s S K Kapoor & Co. (CR0029), 16/275 Jeevan Vikas Bhawan, Phool Bagh The Mall, Kanpur as a Statutory Auditor of the Company for the Financial Year 2024-25 at a remuneration of Rs. 17,60,000/- plus applicable taxes and excluding actual expenditure incurred towards travelling and miscellaneous on actual basis.

RESOLVED FURTHER THAT all terms and conditions shall remain the same as approved by the Board in its meeting.

RESOLVED FURTHER THAT Any of the Directors or Company Secretary of the Company, be and is hereby accorded to do all such deeds, things, acts, etc. as may be necessary to do in this regard, for and on behalf of the Company.

SPECIAL BUSINESSES:

3. RATIFICATION OF REMUNERATION OF COST AUDITOR FOR THE FINANCIAL YEAR 2024-25 AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 (the Act) read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), the remuneration of M/s Jay Narain & Co., (Cost Accountants), (FRN 004576), F-536 Delta-1 Greater Noida, UP- 201308 Cost Auditor of the Company for the Financial Year 2024-25 as appointed by the Board of Directors at a remuneration of Rs. 175000 /- plus 18% GST and inclusive out of pocket expenses on actual basis be and is hereby confirmed and ratified by the members of the Company."

4. RATIFICATION OF REMUNERATION OF COST AUDITOR FOR THE FINANCIAL YEAR 2025-26 AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 (the Act) read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-

enactment (s) thereof for the time being in force), the remuneration of M/s. Jay Narain & Co., (Cost Accountants), (FRN 004576), F-536 Delta-1 Greater Noida, UP- 201308, Cost Auditor of the Company for the Financial Year 2025-26 as appointed by the Board of Directors at a remuneration of Rs. 2,06,500 (Rupees Two Lakh Six Thousand and Five Hundred only) inclusive of all duties and taxes, to be paid to M/s. Jay Narain & Co., (Cost Accountants), (FRN 004576), be and is hereby confirmed and ratified by the members of the Company."

5. TO APPOINT SHRI SUNIL DATE, (DIN: 09282249) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 152(2), 161, 179, 196, 203, other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, and applicable provisions of the Articles of Association of the Company, Shri Suni Date, (DIN: 09282249), who was appointed as Chairman & Managing Director of Company, by the Board with effect from 08.05.2025, as per Government of India, Ministry of Defence, letter 1(5) /2023 /BOD (PESB) /TCLCMD /DP (M&P) dated 23.04.2025 and vide letter having DDP order MoD ID No.1(10)/2025-DoO (C&S), ND, GOI dated May 06, 2025 issued by Department of Defence Production, Ministry of Defence, be and is hereby appointed as Chairman & Managing Director of the Company on same terms & conditions as determined by the Govt. of India and as approved by the Board ".

6. TO APPOINT SHRI RAJEEV SHARMA, (DIN: 11038859) AS DIRECTOR (OPERATION) OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 152(2), 161, 179, 196, 197 203, other applicable provisions, if any, of the Companies Act, 2013, and the

Rules made there under, and applicable provisions of the Articles of Association of the Company, Shri Rajeev Sharma, (DIN: 11038859), who was appointed as Director (Operation) of Company, by the Board with effect from 01.04.2025, as per Government of India, Ministry of Defence, letter 1 (5) / 2023BOD (PESB) / TCL DIR(OPS)/DP(M&P) dated March 21, 2025 and vide letter having DDP order MoD ID No.1(08)/2025-DoO(C&S) NDO, GOI MoF dated March 28, 2025, issued by Department of Defence Production, Ministry of Defence, be and is hereby appointed as Director (Operation) of the Company on same terms & conditions as determined by the Govt. of India and as approved by the Board ".

7. TO APPOINT SHRI GOPAL KRISHNA SINHA, (DIN:11131418) AS DIRECTOR (HUMAN RESOURCES) OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 152(2), 161,179, 196, 197, 203, other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, and applicable provisions of the Articles of Association of the Company, appoint Shri Gopal Krishna Sinha, (DIN: 11131418), who was appointed as Director (Human Resources) of Company, by the Board with effect from 27.06.2025, as per Government of India, Ministry of Defence, letter PC-1 to 1 (5) /2023 /BOD (PESB)/ TCL/DIR(HR) /DP(M&P) dated May 14, 2025, issued by Department of Defence Production, Ministry of Defence, be and is hereby appointed as Director (Operation) of the Company on same terms & conditions as determined by the Govt. of India and as approved by the Board ".

By Order of the Board For, Troop Comforts Limited
Sd/

(Ajeet Pandey)

Company Secretary

Date: 03.09.2025

Place: Kanpur, U.P.

NOTE

1. Ministry of Corporate Affairs (MCA), vide its General Circular No. 10/2022 dated December 28, 2022 read with General Circular No. 02/2022 dated 05/05/2022 & General Circular No. 20/2020 dated May 5, 2020 and subsequent Circulars issued from time to time and General Circular No 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") has allowed the Companies to conduct their AGM through Video Conferencing ("VC")/Other Audio-Visual Mean ("OAVM"), without the physical presence of members at common venue. Hence, in accordance with MCA Circulars and provisions of the Companies Act, 2013 (the "Act"), the AGM of the Company is being held through VC/OAVM.
2. An explanatory statement pursuant to Section 102(1) of the Act relating special Businesses to be transacted at meeting is annexed hereto. Special Businesses as appearing at item No. 3 to 7 of accompanying AGM Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. **Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, and Attendance Slip of the AGM are not annexed to this Notice.**
4. Pursuant to section 113 of the Act, Body Corporate(s) i.e., other than individuals/HUF/NRI, etc.) are requested to send and scanned copy of resolution passed by its board/governing body authorizing their representative(s) to attend and vote at AGM through VC/OAVM at cs.tcl@troopcomfortslimited.co.in.
5. Members attending the AGM through VC/OVAM shall be counted for the purpose of reckoning the quorum under section 103 of Act.

Dispatch of Annual Report through Electronic Mode

6. In compliance with MCA Circulars, Notice of the AGM along with the Annual Report for FY 2024-25 is being sent through electronic mode to those members whose email addresses are registered with the Company.
7. Members holding shares in physical mode and who have registered their e-mail address will receive the Annual Report via e-mail.

Procedure for joining the AGM through VC/OAVM

8. Members will be provided with a facility to attend the AGM through VC/OAVM via Cisco Webex video conferencing. Members will be able to join the AGM by accessing the following link and details
: URL <https://tclhq.my.webex.com/tclhq.my/j.php?MTID=md37635e4d51cf80897111abdb72fb4a6>
Join by Meeting number: (access code): 2643 849 5149
Meeting password: 12345
9. The above details and link for joining the AGM through VC/OAVM will also be available on the Company's website. Participants attending the AGM through Laptop/Desktop will be directed to the Webex browser on clicking the aforesaid link. Participants connecting from Mobile device or Tablet may kindly download the 'Cisco Webex Meetings' app on their devices in advance before accessing the aforesaid link. Participants will enter their login credentials (i.e. name and email id) while joining the meeting.
10. It is recommended to join the Meeting through Laptops and use stable Wi-Fi or LAN connection for better experience.
11. Facility to attend the meeting shall be opened 30 (thirty) minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM. For convenience of the Members and ease of conduct of AGM, Members may kindly join at least 15 (fifteen) minutes before the time scheduled for the AGM.
12. Members who need assistance with using the technology before or during the AGM, may kindly contact Mr. Amit Verma, JWM, TCL at the designated email id: info@troopcomfortslimited.co.in or call on 9795469266.
13. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Procedure to raise questions/seek clarifications / cast vote during the Meeting

14. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their questions/queries in advance mentioning their name, folio number, email id, mobile number at cs.tcl @ troopcomforts limited.co.in . Questions/queries, if any may kindly be submitted on or before the AGM for providing adequate reply during the AGM.
15. The Chairman of the meeting may invite questions or views during the meeting. Members, who would like to express their views or ask questions, may do so by submitting the same through "chat icon" feature or using "raise hand" feature.
16. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
17. The Members, whose names appear in the Register of Members as on 18.09.2025 (Cut-off date) are entitled to cast their vote on the Business (es) / Resolution(s) set forth in this Notice. In terms of the MCA Circulars and provisions of the Act, where less than 50 members are present at a meeting, the Chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act.
18. When a poll is demanded on any item, the Members shall cast their votes to the Resolution(s) only by sending emails at cs.tcl @ troopcomforts limited.co.in through their email address(es) registered with the Company. In the event of poll, the voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date. In case the counting of votes requires time, the Meeting may be adjourned and called later to declare the result.

Dividend related information

19. Your Company Incorporated on 16th August, 2021 and commence its business from 1st October, 2021. As per DPE OM No. PP/14(0005)/2016 dated 20/06/2016 & DPE OM No. 5/2/2016-Policy dated 27th May, 2016, every CPSE would pay a minimum annual dividend of 30% of profit after tax or 5% of net-worth, whichever is higher subject to maximum dividend permitted under the extant legal provisions.

However, Committee for Monitoring of Capital Management and Dividend in CPSEs (CMCDC), meetings for new DPSUs were held on June 05, 2023 CMCDC grants exemption to TCL with regard to dividend payment for FY 2022-23, FY 2023-24 and FY 2024-25 vide F. No. 4/27/2019-DIPAM-II-A(E) and F.No.5/12016-DIPAM-IIA VOL III-Part(1) dated 19.11.2024 issued by the Department of Investment and Public Asset Management (DIPAM), Ministry of Finance, Government of India.

Procedure for inspection of documents

20. The Register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members during normal business hours on weekdays (Monday to Friday), excluding intervening public holidays between 11.00 a.m. to 4.00 p.m. upto the date of the AGM. Members seeking to inspect such documents can send an email at cs.tcl@troopcomfortslimited.co.in.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

ITEM NO. 3

- M/s. Chakraborty Kapoor & Co. LLP, (LLPIN- AAC-5442) the Cost Auditor had resigned because the professional guidelines and ethical standards issued by the Institute of Cost Accountants of India (ICAI) were not followed. Such Cost Auditor was appointed by the Board and whose remuneration was ratified by the shareholders in the previous AGM dated 25.09.2024.

Accordingly, due to a casual vacancy, the Board has appointed in its meeting dated 04.03.2025 M/s Jay Narain & Co., (Cost Accountants), (FRN 004576), F-536 Delta-1 Greater Noida, UP- 201308), as a Cost Auditor of the Company for the FY 2024-25 at a Rs. 1,75,000 /- plus 18% GST and inclusive out of pocket expenses on actual basis.

As per Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the appointment of a Cost Auditor shall be made by the Board of Directors on such remuneration as may be ratified by the Shareholders. Under the Companies (Audit and Auditors) Rules, 2014, the Board while appointing the Cost Auditor is required to approve the remuneration payable to them and the remuneration so approved by the Board shall be ratified by the Shareholders.

The approval of the shareholders is sought by passing an ordinary resolution as set out at item no. 3 in the notice, pursuant to the provisions of the Act.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the above resolution financially or otherwise.

The Board of Directors recommends the Ordinary Resolution for your approval.

ITEM NO. 4

- As per Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the appointment of Cost Auditor shall be made by the Board of Directors on such remuneration as may be ratified by the Shareholders. Under the Companies (Audit and Auditors) Rules, 2014, the Board while appointing the Cost Auditor is required to approve the notice remuneration payable to them and the remuneration so approved by the Board shall be ratified by the Shareholders.

Accordingly, the Board has appointed in its meeting dated 03.09.2025, M/s Jay Narain & Co., (Cost Accountants), (FRN 004576), F-536 Delta-1 Greater Noida, UP- 201308), as a Cost Auditor of the Company for the FY 2025-26 at a remuneration of Rs. 206,500/- inclusive of all duties and taxes on such term and condition as stipulated in supply order No. GEM/2025/B/46488212 dated 25/08/2025.

The approval of the shareholders is sought by passing an ordinary resolution as set out at item no. 4 in the notice, pursuant to the provisions of the Act.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the above resolution financially or otherwise.

The Board of Directors recommends the Ordinary Resolution for your approval.

ITEM NO. 5

- Shri Sunil Date, (DIN: 09282249) was appointed as the as Chairman & Managing Director, by the Board in its meeting dated 19.05.2025 and the Department of Defence Production, Ministry of Defence, Govt. of India vide letter. 1(5) /2023 /BOD (PESB) /TCLCMD /DP (M&P) dated 23.04.2025 and vide letter having DDP order MoD ID No.1(10)/2025 – DoO(C&S), ND, GOI dated May 06, 2025 issued by Department of Defence Production, Ministry of Defence be and is hereby appointed as Chairman & Managing Director of the Company on same terms & conditions as determined by the Govt. of India and as approved by the Board.

Pursuant to the provisions of Section 152(2) of the Companies Act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Therefore, approval of the shareholders is sought for the regularization of the appointment of Shri Sunil Date (DIN: 09282249) as the as Chairman & Managing Director, on the same terms and conditions as determined by the Government of India and as approved by the Board in its meeting dated 19.05.2025.

Shri Sunil Date is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The approval of the shareholders is sought by passing an ordinary resolution as set out at item no.5 in the notice, pursuant to the provisions of the Act.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Shri Sunil Date, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution for your approval.

ITEM NO. 6

- Shri Rajeev Sharma, (DIN: 11038859) was appointed as the Director (Operation) , by the Board in its meeting dated 16.04.2025 and the Department of Defence Production, Ministry of Defence, Govt. of India vide letter who was appointed as Director (Operation) of Company, by the Board with effect from 01.04.2025, as per Government of India, Ministry of Defence, letter 1(5)/2023BOD(PESB)/TCL DIR(OPS)/DP(M&P) dated March 21, 2025 and vide letter having DDP order MoD ID No.1(08)/2025-DoO(C&S) NDO, GOI MoF dated March 28, 2025, issued by Department of Defence Production, Ministry of Defence, be and is hereby appointed as Director (Operation) of the Company on same terms & conditions as determined by the Govt. of India and as approved by the Board.

Pursuant to the provisions of Section 152(2) of the Companies Act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Therefore, approval of the shareholders is sought for regularization of the appointment of Shri Rajeev Sharma, (DIN: 11038859) as the Director (Operation), on same terms and conditions as determined by the Government of India and as approved by the Board in its meeting dated 16.04.2025.

Shri Rajeev Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The approval of the shareholders is sought by passing an ordinary resolution as set out at item no.6 in the notice, pursuant to the provisions of the Act.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Shri Rajeev Sharma, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution for your approval.

ITEM NO. 7

- Shri Gopal Krishna Sinha, (DIN: 11131418) was appointed as the Director (Human Resources), by the Board in its meeting dated 10.07.2025 and the Department of Defence Production, Ministry of Defence, Govt. of India vide letter PC-1 to 1 (5) /2023 /BOD (PESB)/ TCL/DIR(HR) /DP(M&P) dated May 14, 2025 and Shri Gopal Krishna Sinha has taken charge of the Director (HR) w.e.f. June 27, 2025, vide relieving order letter No. AA : HR: CRMM: LIEN / 094/2025 dated June 21.06.2025 and relieving letter No. TBG/HR/E/001/4401069/27/2025 dated June 26, 2025, for a period of five years with effect from June 27, 2025 or until further orders, whichever is earlier.

Pursuant to the provisions of Section 152(2) of the Companies Act, 2013 every director of the Company has to be appointed in the general meeting of the Company. Therefore, approval of the shareholders is sought for the regularization of the appointment of Shri Gopal Krishna Sinha, (DIN: 11131418) as Director (Human Resources), on the same terms and conditions as determined by the Government of India and as approved by the Board in its meeting dated 10.07.2025.

Shri Gopal Krishna Sinha is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

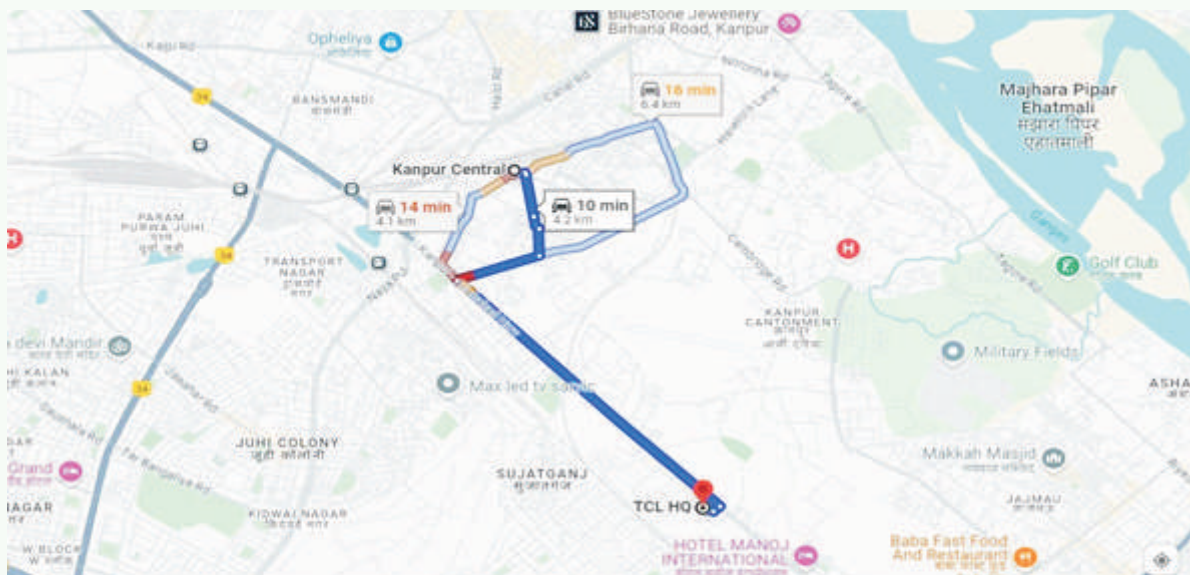
The approval of the shareholders is sought by passing an ordinary resolution as set out at item no. 7 in the notice, pursuant to the provisions of the Act.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Shri Gopal Krishna Sinha, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution for your approval.

By Order of the Board,
For, Troop Comforts Limited
Sd/
(Ajeet Pandey)
Company Secretary
Date: 03.09.2025
Place: Kanpur, U.P.

ROUTE MAP



NOTE





To contribute to an ATMANIRBHAR BHARAT, that is SELF RELIANT in TECHNICAL
TEXTILES AND APPARELS for our troops and billion lives

Troop Comforts Limited

(A Govt. of India Enterprise, Ministry of Defence)

CIN: U18109UP2021GOI150744

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