



To,
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G-Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051

Date: May 01, 2026

Symbol: MHHL

Sub: Outcome of the Board Meeting held on Friday, May 01, 2026.

Dear Sir/ Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Board of Directors of the Company in its meeting held today i.e. Friday May 01, 2026, at Office No. 401, Princess Business Skypark, Opposite to Orbit Mall, A.B. Road, Indore, Madhya Pradesh – 452001, inter alia considered and approved the following:

1. Noted and taken on record of the Order dated April 16, 2026 passed by the Hon'ble NCLT approving the Resolution Plan submitted by the Company in respect of M/s Winsome Yarns Limited. The details as required under Regulation 30 of the SEBI Listing Regulations read with Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 as amended is enclosed herewith as 'Annexure A'.
2. Authorised Company's representative to be appointed in the Monitoring Committee of the Winsome Yarns Limited.
3. Taken a note of the Composition of Monitoring Committee constituted with members as follows:

| Sr. no. | Name | Designation |
|---------|--|---|
| 1 | Mr. Anil Kohli / ARCK Resolution Professionals LLP | Insolvency Professional / Monitoring Professional (Chairperson) |
| 2 | Ms. Shivangi Varma / Mr. Varun Shah | Representative of CoC (Edelweiss Asset Reconstruction Company Limited) |
| 3 | Mr. Avnish Bansal and Adv. Rohit Dubey | Representative of Successful Resolution Applicant (Mohini Health & Hygiene Limited) |

4. Approved Implementation schedule for Resolution Plan and designating a person internally for tracking the same.
5. Approved Incorporation of subsidiary Company (Special Purpose Vehicle) for the proposed acquisition of Winsome Yarns Limited as per NCLT Order dated: April 16, 2026 and subsequent investment made in such subsidiary. The details as required under Regulation 30 of the SEBI Listing Regulations read with Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 as amended have been already disclosed on letter dated April 20, 2026



6. Approved loan to such aforesaid proposed subsidiary in order to execute the Resolution Plan as approved by NCLT Order. The details as required under Regulation 30 of the SEBI Listing Regulations read with Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 as amended is enclosed herewith in '**Annexure B**'.
7. Approved the appointment of nominee Directors of the Company (MHHL) to be designated on the Board of Winsome Yarns Limited as Successful Resolution Applicant (SRA) nominee directors, upon implementation of the Resolution Plan.
8. Approved the fund disbursement plan and sources of funds for making payments under the Resolution Plan within the prescribed timelines.
9. Approved the filings, intimations, and disclosures to SEBI and stock exchanges in connection with the implementation of the Resolution Plan, including disclosures under Regulation 30 of SEBI (LODR) Regulations, 2015, and the application for exemption from open offer obligations under Regulation 10(1)(d) of SEBI (SAST) Regulations, 2011, and authorized necessary actions in this regard.
10. Approved the appointment of Ms. Neelam Binjwa Practising Company Secretaries (Peer Review Certificate No.: 2416/2022), as the Secretarial Auditor of the Company for the Financial Year 2026-27. The details as required under Regulation 30 of the SEBI Listing Regulations read with Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 as amended is enclosed herewith in '**Annexure C**'.
11. Noted the Completion of tenure of M/s Ashok Chhajed & Associated , Internal Auditor of the Company & Approved the appointment of Jain S P & Co., as the Internal Auditor of the Company for the Financial Year 2026-27. The details as required under Regulation 30 of the SEBI Listing Regulations read with Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 as amended is enclosed herewith in '**Annexure D**'.

The detailed disclosure with respect to the said acquisition, as required to be furnished pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI Listing Regulations and SEBI Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026, is enclosed herewith as "Annexures".

The meeting of Board of Directors commenced at 03:00 P.M and concluded at 7:10 P.M.

You are requested to take the above on record.

Thanking You

For Mohini Health & Hygiene Limited

Avnish Bansal
Managing Director
DIN: 01234086



Annexure A

(The details as required under Regulation 30 of the SEBI Listing Regulations read with Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 as amended)

| Sr. No. | Particulars | Details |
|---------|--|--|
| 1 | Name of the Corporate Debtor | Winsome Yarns Limited |
| 2 | Date of NCLT Order | April 16, 2026 |
| 3 | Bench of NCLT | Hon'ble NCLT, Chandigarh Bench |
| 4 | Brief details of Resolution Plan as approved by NCLT | The Resolution Plan submitted by Mohini Health & Hygiene Limited has been approved by NCLT for acquisition of control of Winsome Yarns Limited. The Plan provides for settlement of claims of financial creditors, operational creditors, employees and other stakeholders, capital reduction of existing equity, fresh infusion by the Company via SPV, and continuation of Winsome Yarns Limited as a going concern. |
| 5 | Total amount of admitted claims | a. Financial Creditors: ₹ 1,894.69 Crore (approx.) b. Operational Creditors: ₹ 20.00 Crore (approx.) c. Others: 12.19 Crores(approx.) Total: ₹ 1,926.88 Crore (approx.) |
| 6 | Total amount paid/payable under Resolution Plan | a. To Secured Financial Creditors (6 banks): ₹ 137.00 Crore b. To Operational Creditors (others): ₹ 0.50 Crore c. To Workmen & Employees: ₹ 0.30 Crore d. To EPFO: Upto ₹ 2.50 Crore e. To Govt/Statutory Dues: ₹ 0.10 Crore f. CIRP Cost: Upto ₹ 2.50 Crore g. Overhauling & Working Capital: ₹ 20.00 Crore (within X+365 Days) Total: ₹ 162.90 Crore |
| 7 | Source of funds for payment | Infusion by Mohini Health & Hygiene Limited through its Subsidiary (Special Purpose Vehicle) from: (a) Internal funds / accruals of MHHL; (b) Union Bank of India term loan of ₹ 154.00 Crore (In principal) sanctioned vide Letter of Sanction dated 16.09.2025 in favour of Winsome Yarns Limited; (c) Equity / debt raised by MHHL / SPV |
| 8 | Percentage of haircut for creditors | Financial Creditors: Total Approx. 91.54% (recovery of ₹ 137 Cr against admitted claims of ₹ 1,894.69 Cr; haircut of approx. 92.76%) Operational Creditors: Full and final settlement at ₹ 0.60 Crore (nominal recovery -) |
| 9 | Effective date of Resolution Plan | April 16, 2026 (Date of NCLT Order). Transfer Date (full implementation): July 15, 2026 (X + 90 Days from NCLT Approval Date) |
| 10 | Changes in capital structure | 1. Existing paid-up equity share capital of Winsome Yarns Limited to be reduced by 95%; existing public shareholders to retain 5% of post-reduction capital. |



| Sr. No. | Particulars | Details |
|---------|--|---|
| | | <p>2. Fresh equity shares allotted to the SPV (Subsidiary of MHHL) constituting 95% of post-allotment paid-up share capital of WINSOME YARNS LIMITED, within X+45 Days (by May 31, 2026).</p> <p>3. Post-implementation, Minimum Public Shareholding (MPS) of 25% out of that 10% to be achieved within 12 months of allotment date and further 15 % will be will be achieved within 36 months from date of allotment as per Rule 19A of SCRR, 1957 read with Regulation 38 of SEBI (LODR) Regulations, 2015.</p> <p>4. Performance Bank Guarantee of ₹ 14,70,19,374 to remain in force until full plan implementation.</p> |
| 11 | Changes in management/control | Upon payment of CIRP costs (within X + 30 Days, i.e., by May 16, 2026), the existing Board of Directors of Winsome Yarns Limited shall stand reconstituted and Mohini Health & Hygiene Limited (through the Monitoring Committee) shall nominate new Directors. The SPV (Subsidiary of MHHL) shall acquire 95% control of Winsome Yarns Limited upon allotment of equity shares. |
| 12 | Whether acquisition falls within related party transaction | The acquisition of Winsome Yarns Limited through the SPV (Subsidiary of MHHL) is pursuant to a resolution plan approved by the Hon'ble NCLT vide Order dated April 16, 2026. The SPV is a subsidiary of MHHL. As per Regulation 23(7) of SEBI (LODR) Regulations, 2015, the requirement for shareholder approval for material related party transactions is not applicable to transactions pursuant to an NCLT-approved resolution plan under IBC, provided the same is disclosed to stock exchanges within one day of plan approval. The investment in the SPV and the consequential investment in Winsome Yarns Limited has been approved by the Audit Committee of MHHL prior to the Board approval. |
| 13 | Area of business of entity acquired | Winsome Yarns Limited (WINSOME YARNS LIMITED) is engaged in the business of: (a) Manufacturing of cotton yarn and knitted fabrics – Spinning Unit at Derabassi, Punjab and Knitting Unit at Mohali, Punjab; (b) Generation of hydropower through 5 Mini Hydro Power Plants in Himachal Pradesh. WINSOME YARNS LIMITED is listed on BSE (Code: 514397) and NSE. CIN: L17115PB1980PLC004242. |
| 14 | Rationale for acquisition | Strategic acquisition to expand business, leverage synergies, and enhance shareholder value. Winsome Yarns Limited to continue as separate listed subsidiary of SPV (step down subsidiary of MHHL) |
| 15 | Impact on listing status of Corporate Debtor | Winsome Yarns Limited shall continue to be listed on BSE and NSE post implementation of Resolution Plan, subject to compliance with minimum public shareholding norms under SEBI Regulations |
| 16 | Time period for implementation | As per approved Resolution Plan: 90 days from NCLT Order date. Monitoring Committee constituted to oversee implementation |
| 17 | Exemption from Open Offer | The acquisition pursuant to approved Resolution Plan is exempt from obligation to make open offer under Regulation 10(1)(d) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. An application for exemption has been / shall be filed with SEBI, Corporate Finance Department, by the Merchant Banker (Aryaman Financial Services Limited) appointed for this purpose. |



Annexure B

(The details as required under Regulation 30 of the SEBI Listing Regulations read with Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 as amended)

| Particulars | Details |
|---|---|
| 1. Proposed Special Purpose Vehicle (SPV) to be incorporated as a Subsidiary (51% held by MHHL) specifically for implementation of the NCLT-approved Resolution Plan of Winsome Yarns Limited. Total Resolution Plan consideration: ₹ 162.90 Crore. | Name(s) of parties with whom the agreement is entered: Yet to be executed. |
| 2. Object: To implement the NCLT-approved Resolution Plan and acquire indirect 95% control of Winsome Yarns Limited (listed; BSE: 514397) through the SPV. Impact: MHHL gains indirect control of a listed manufacturing company with cotton yarn and hydropower operations. WINSOME YARNS LIMITED shall continue as a listed subsidiary of MHHL. | Purpose of entering into the agreement: To enable the SPV to subscribe to 95% equity of Winsome Yarns Limited and make payments to all creditors of Winsome Yarns Limited pursuant to the NCLT-approved Resolution Plan (Order dated April 16, 2026). |
| 3. Shareholding, if any, in the entity with whom the agreement is executed | MHHL holds 51% equity stake in the SPV. The SPV is a Subsidiary of MHHL under Section 2(87) of the Companies Act, 2013. Other stakeholders in proposed SPV 1. Zenith Infra Realty LLP- 25% 2. Rony Vincent Braganza- 8% 3. Shrivika Enterprise- 8% 4. Fortune Ventures & Holdings – 8% |
| 4. Significant terms of the agreement (in brief) including special rights such as right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure, etc | Inter-corporate loan at arm's length interest rate; repayable from SPV's dividend / distribution receipts from WINSOME YARNS LIMITED; secured by SPV's WINSOME YARNS LIMITED shareholding; subject to Section 186, Companies Act, 2013 and SEBI regulations. |
| 5. Whether the said parties are related to promoter / promoter group / group companies in any manner. If yes, nature of relationship | Yes. SPV is a subsidiary of MHHL. Transaction approved by Audit Committee of MHHL prior to Board approval. Transaction is done at arm's length pursuant to the NCLT-approved Resolution Plan. |
| 6. Whether the transaction would fall within related party transactions. If yes, whether the same is done at "arm's length" Whether the transaction would fall within related party transactions. If yes, whether the same is done at "arm's length" | Yes. Inter-corporate investment / loan to the SPV (subsidiary) is a Related Party Transaction under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zc) of SEBI (LODR) Regulations, 2015. Prior Audit Committee approval obtained. Transaction is at arm's length. |
| 7. In case of issuance of shares to the parties, details of issue price and class of shares issued | No shares of MHHL are being issued. MHHL is subscribing to equity shares of the SPV in cash at par / fair value. |



| | |
|---|---|
| <p>8. Any other disclosures related to such agreements, such as details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.</p> | <p>The SPV shall have MHHL nominee directors on its Board. The loan / investment is exclusively for implementation of the NCLT-approved Resolution Plan of Winsome Yarns Limited. No conflict of interest is envisaged.</p> |
| <p>9. in case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</p> <ul style="list-style-type: none"> a) name of parties to the agreement; b) nature of the agreement c) date of execution of the agreement d) details of amendment and impact thereof or reasons of termination and impact thereof. | <p>Not applicable at this stage. Agreement to be executed prior to share allotment in Winsome Yarns Limited (before May 31, 2026).</p> |



Annexure C

(The details as required under Regulation 30 of the SEBI Listing Regulations read with Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 as amended)

| Sr. No. | Particulars | Details |
|---------|---|--|
| 1 | reason for change viz. appointment, re- appointment, resignation, removal, death or otherwise; | Reappointment |
| 2 | date of appointment/ re-appointment/cessation (as applicable) & term of appointment/re-appointment | 01-05-2026 For FY 2026-27 |
| 3 | brief profile (in case of appointment); | M/s Neelam Binjwa, Practising Company Secretaries (Peer Review Certificate No.: 2416/2022). Requisite experience in secretarial audit of listed companies as required under Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (LODR) Regulations, 2015 (as amended). |
| 4 | disclosure of relationships between directors (in case of appointment of a director) | NA |



Annexure D

(The details as required under Regulation 30 of the SEBI Listing Regulations read with Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 as amended)

| Sr. No. | Particulars | Details |
|---------|---|--|
| 1 | reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise; | Appointment of M/s JAIN S P & Co. |
| 2 | date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment | 01-06-2026 for Financial Year 2026-27 |
| 3 | brief profile (in case of appointment); | M/s Jain S P & Co – Chartered Accountants is a professionally managed firm established in 2017, committed to delivering high-quality, value-driven financial and advisory services. The firm has built a strong reputation for integrity, technical expertise, and client-focused solutions across a diverse range of industries. It is led by three dynamic partners, all Fellow Chartered Accountants (FCA), whose combined experience and progressive approach enable the firm to effectively address complex business and regulatory challenges. |
| 4 | disclosure of relationships between directors (in case of appointment of a director) | NA |



Annexure E

(The details as required under Regulation 30 of the SEBI Listing Regulations read with Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 as amended)

| Sr. No. | Particulars | Details |
|---------|--|--|
| 1 | reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise; | Completion of Tenure of M/s Ashok Chhajer & Associates, Internal Auditor of the Company. |
| 2 | date of appointment/re-appointment /cessation (as applicable) & term of appointment/re-appointment | 01-06-2026 |
| 3 | brief profile (in case of appointment); | NA |
| 4 | disclosure of relationships between directors (in case of appointment of a director) | NA |