

Winsome

Yarns Limited

Regd. Office : Basement, SCO 13-14-15
Sector 34-A, Chandigarh – 160022 INDIA
(Vacated on 30.12.2024 and presently
working from B-58, Ind.Area, Phase-7
Mohali, Punjab-160055)
CIN : L17115CH1990PLC010566
Phones : +91-172-4612000, 4613000, Fax : +91-172-4614000
E-mail : cshare@winsomegroup.com
Website : winsomeyarns.com



Date:-20.04.2026

Script Code : 514348
Corporate Compliance & Listing Centre
BSE Limited
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal Street, Fort, MUMBAI-400001

Symbol : WINSOME
Listing Department
National Stock Exchange of India Ltd
"Exchange Plaza"
Bandra-Kurla Complex Bandra (E),
MUMBAI – 400051

Ref.: Disclosures pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") -Approval of the resolution plan by Hon'ble National Company Law Tribunal, (the "NCLT") of Winsome Yarns Limited (the "Company")

Sub:- Approval of the Resolution Plan by Adjudicating Authority (National Company Law Tribunal, Chandigarh Bench)

Dear Sir(s)/ Madam(s),

In continuation of the earlier disclosure dated April 17, 2026 and Pursuant to SEBI-LODR, please find a copy of order dated 16th April, 2026 passed by Hon'ble NCLT, Chandigarh Bench, thereby approving the Resolution Plan for the Company in pursuance to section 30(6) and section 31(1) of the Insolvency & Bankruptcy Code, 2016 read with regulation 39(4) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016.

You are requested to take the above information on record and acknowledge the same.

Thanking you,
Yours faithfully,

For WINSOME YARNS LIMITED

**Anil Kohli, Designated Partner & Authorized Signatory
ARCK Resolution Professionals LLP acting as Monitoring Professional
In the matter of M/s Winsome Yarns Limited
IBBI Regn No. IBBI/IPE-0030/IPA-1/2022-23/50013
AFA Valid upto : 31.12.2026**

**NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH (COURT-I), CHANDIGARH**

IA(IBC)(PLAN)/1/(CH)/2025

IA 213/2026

& IA 46 of 2026

In

CP(IB) No. 291/Chd/Chd/2018

(Admitted)

(An Application under sections 30(6) of the Insolvency and Bankruptcy Code, 2016, read with Rule 11 of The National Company Law Tribunal Rules, 2016)

IA(IBC)(PLAN)/1/(CH)/2025

ANIL KOHLI

ARCK RESOLUTION PROFESSIONAL LLP
Resolution Professional for M/s Winsome Yarns Limited
409, Ansal Bhawan, K.G. Marg, New Delhi- 110001

...Applicant

Vs.

MOHINI HEALTH & HYGIENE LIMITED

SUCCESSFUL RESOLUTION APPLICANT

Having its Address at Plot No 109,
Sector 3 Industrial Area,
Dhar, Pithampur, Madhya Pradesh, India- 454774
CIN: L17300MP2009PLC022058

...Respondent

AND

IA No. 213 of 2026

ANIL KOHLI

...Applicant

Vs.

1. MOHINI HEALTH & HYGIENE LIMITED

...Respondent No. 1

2. COMMITTEE OF CREDITORS OF WINSOME YARNS LTD.

Through its Majority Stakeholder:

EDELWEISS ASSET RECONSTRUCTION COMPANY LTD.

Having Office at: Edelweiss House, Off CST Road, Kalina, Mumbai- 40098

...Respondent No. 2

AND



IA No. 46 of 2026

M/s MOHINI HEALTH AND HYGIENE LTD

C/o Plot No 109, Sector 3, Industrial Area, Pithampur,
Distt. Dhar, Madhya Pradesh - 454774
Through its Authorised Signatory
Mr. Avnish Sarvapriya Bansal

**....Applicant/ Successful Resolution Applicant
Vs.**

1. M/s ARCK RESOLUTION PROFESSIONALS LLP

Through Authorised Signatory
Anil Kohli, Resolution Professional in the CIRP matter of
M/s Winsome Yarns Ltd.
C/o 409, Ansal Bhawan, 16 KG Marg, Connaught Place, New Delhi-110001

....Respondent No. 1

2. COMMITTEE OF CREDITORS OF M/s WINSOME YARNS LTD

Through its majority stakeholders, Edelweiss Asset Reconstruction Co Ltd
C/o Edelweiss House, Off CST Road, Kalina, Mumbai- 40098

....Respondent No. 2

In the matter of

EDELWEISS ASSET RECONSTRUCTION CO LTD

...Petitioner/ Financial Creditor

Versus

WINSOME YARNS LTD.

**...Respondent/Corporate Debtor
Order delivered on: 16.04.2026**

**CORAM: MR. KHETRABASI BISWAL, MEMBER (JUDICIAL)
MR. SHISHIR AGARWAL, MEMBER (TECHNICAL)**

Present:-

For the Applicant/RP

: Mr. Sandeep Bajaj, Advocate
Mr. Honey Satpal, Advocate
Mr. Akash Agarwalla, Advocate
Mr. Manyank Biyani, Advocate
Mr. Anil Kohli, RP-in-person

**For the CoC
For the SRA/Applicant in IA No.
46/2026**

: Mr. Sugam Seth, Advocate

: Mr. Anand Chibbar, Senior Advocate
Mr. Pulkit Goyal, Advocate
Ms. Swati Vashisth, PCA





ORDER

IA(IBC)(PLAN)/1/(CH)/2025

1. The present application, bearing IA(IBC)(PLAN)/1/(CH)/2025 has been filed by Mr. Anil Kohli, Resolution Professional (hereinafter referred to as the "RP/ Applicant") under Section 30(6) of the Insolvency and Bankruptcy Code, 2016 (hereinafter referred to as the "Code" or "IBC"), read with rule 11 of the National Company Law Tribunal Rules, 2016 seeking approval of the Resolution Plan of **MOHINI HEALTH AND HYGIENE LIMITED** (hereinafter referred to as the "Successful Resolution Applicant" or "SRA"), in respect of **M/S WINSOME YARNS LTD.**

BRIEF FACTS OF THE CASE:

2. The Corporate Debtor was incorporated on 19.07.1990, and registered under the erstwhile Companies Act, 1956. The Corporate Debtor was engaged in the business of manufacturing cotton yarn, knitting and manufacturing hydropower.

3. The Company Petition bearing no. CP(IB) No. 291/CHD/CHD/2018 was filed by Edelweiss Asset Reconstruction Company Limited, and was admitted by this Adjudicating Authority u/s. 7 of the Code, vide Order dated 22.12.2023 ordering commencement of CIRP against M/s Winsome Yarns Limited, by appointing Mr. Sanjay Gupta as the Interim Resolution Professional (IRP).

4. Mr. Sanjay Gupta, in his capacity as Interim Resolution Professional, upon receipt of the CIRP admission order, issued a Public Announcement on



24.12.2023 in Form A, in terms of Sections 13 and 15 of the Code read with Regulation 6(1) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, inviting claims from the creditors of the Corporate Debtor. The said Public Announcement was published in The Tribune (English), Jansatta (Hindi) and Desh Sevak (Punjabi). A copy of the Public Announcement dated 24.12.2023 is annexed as Annexure A-4.

5. After collating all the claims received and determining the financial position of the CD, the IRP constituted the Committee of Creditors (CoC) on 23.01.2024. The CoC consisted of following Financial Creditors on 23.01.2024.

S. No	Name of the Financial Creditor	Amount claimed in INR	Amount Admitted in INR	Voting Share in %
1	Edelweiss Asset Reconstruction Company Limited (Secured)	15,77,67,22,458	15,77,67,22,458	83.27
2	ICICI Bank Limited	76,34,99,747	76,34,99,747	4.03
3	Bank of Maharashtra	68,92,63,763	68,92,63,763	3.64
4	Indian overseas Bank	65,38,84,167	65,38,84,167	3.45
5	Punjab National Bank (E-ODC)	56,64,71,391	56,64,71,391	2.99
6	Bank of India	49,76,38,563	49,70,83,734	2.62
	Total	18,94,74,80,090/-	18,94,69,25,261/-	100

6. On 23.01.2024, the first meeting of the CoC of the Corporate Debtor was scheduled and took place through video conferencing. The CoC had approved to replace the Interim Resolution Professional with Mr. Anil Kohli as Resolution Professional through e-voting in terms of Section 22(2) of the Code.





Further, on 06.02.2024, second meeting of the CoC took place wherein in Agenda Item No. 9 it was stated before the CoC that inadvertently Mr. Anil Kohli was named as Resolution Professional instead of ARCK Resolution Professionals LLP having IBBI Reg no. (IBBI/IPE-0030/IPA-1/2022-23/50013) and the same was put to e-voting. Accordingly, ARCK Resolution Professionals LLP was appointed as Resolution Professional (RP) with 100% voting in favor of the same.

7. The Applicant invited Expression of Interest (EOI) from the Prospective Resolution Applicants (PRAs), by issuing Form-G on 15.02.2024. The RP issued the final list of PRAs on 31.03.2024, consisting of 14 eligible prospective Resolution Applicants.

8. The Applicant filed IA No. 1439/2024 before this Tribunal for seeking extension of CIRP by 90 days and the same was accordingly allowed vide Order dated 03.07.2024. The extended period of 90 days was to expire on 17.09.2024.

9. The 11th CoC meeting was conducted on 16.07.2024 wherein the CoC opined that the interests and plans received were unsatisfactory and hence, passed the resolution for publication of another Form G. Accordingly, another Form G was published on 18.07.2024 in two newspapers- one English and one vernacular wherein timeline for submission of the Resolution Plan was decided.

10. The Applicant filed an IA 2042 of 2024 before this Tribunal, in view of





resolution passed by the CoC in the 13th meeting dated 12.09.2024, seeking the extension of 60 days in the CIRP beyond 270 days. The extension was granted by this Tribunal vide Order dated 15.10.2024.


11. The Applicant received 4 Resolution Plans along with Earnest Money Deposit of 5.5 Crores within the stipulated timelines decided by the CoC, i.e. on or before 27.09.2024. Following which, 15th meeting of CoC conducted on 16.10.2024, wherein the CoC resolved to carry inter-se bidding for value maximisation. In the inter-se bidding, Three out of four Resolution Applicants participated, namely:

- i. Mohini Health and Hygiene Limited
- ii. Ram Kumar Contractor Private Limited
- iii. Monica Gupta & Sushma Bansal (Consortium)

12. It is submitted that after negotiations and review for compliance, all four plans were placed for e-voting before the CoC in its 18th CoC meeting. Upon considering its feasibility and viability, the CoC approved the Resolution Plan submitted by **Mohini Health and Hygiene Limited** with 100% voting share.

13. Subsequent to the approval of the Resolution Plan of Mohini Health and Hygiene Limited by the CoC, the Applicant issued the Letter of Intent dated 13.12.2024 to the Successful Resolution Applicant (SRA) in terms of clause 15 of the RFRP which was accepted by the SRA and shared with the Applicant on 13.12.2024. As per the clause 15 of the RFRP document, the SRA shall provide the performance security in terms of Regulation 36B of the CIRP Regulations, 2016 equivalent to 15% of payment proposed to be made to





financial creditors post adjusting Rs. 5,50,00,000/- deposited as EMD I and II in favor of the Corporate Debtor through Resolution Professional/ Monitoring Professional. The same is required to be provided by the SRA within 3 (three) business days of issuance of Letter of Intent.

14. The Respondent SRA thereafter deposited the performance security amounting to Rs. 14,70,19,374/- in the designated bank account of the Corporate Debtor on 18.12.2024 in terms of the clause 15 of RFRP dated 13.08.2024. A copy of the LOI unconditionally accepted by the SRA is annexed with the Application as Annexure A-26 and Bank Statement dated 18.12.2024 is annexed as Annexure A-27 to the Application.

15. The salient features of the Resolution Plan, submitted by SRA and as approved by the CoC, are as follows:

(i) Brief background of the SRA: The SRA is engaged in manufacturing and export of surgical, Absorbent and Bleached Cotton, surgical & Hygiene Products like Absorbent Cotton Wool, Surgical Cotton, Ear Buds, Cotton Ball, Cotton Make up pads N95 Mask, Surgical Mask and other Medical Consumables. As per the audited balance sheet dated 31.03.2023 and CA certificate issued by the Chartered Accountant enclosed with the EOI, the SRA has a net worth of INR 89.69 crores.

(ii) Total Resolution Plan Value: The total value of Resolution Plan is Rs. 162,90,00,000/- against the admitted claim of Rs. 19,268,777,277 to be distributed as follows:





S. No.	Name	Admitted Claim	Amount Proposed (rs)	Proposed Timeline
1.	CIRP Cost	-	2,50,00,000	45 days
2.	Secured Financial Creditor (FC) unrelated having Voting Rights (Secured)	18,94,69,25,261	1,37,00,00,000	90 days
3.	Secured FC, Related Having no voting rights	-	-	-
4.	Unsecured FC unrelated, having voting rights	-	-	-
5.	Unsecured FC, Related, having no voting rights	-	-	-
6.	Workmen and Employees	6,07,32,270	30,00,000	90 days
7.	Govt Dues	6,12,99,032	10,00,000 (in case any EPFO dues payable upon mandate of law, Max up to 2,50,00,000 at most will be adjusted from Secured Financial Creditors outlay)	-
8.	Operational Creditors (other than Workmen and Employees and Govt Dues)	20,00,02,779	50,00,000	90 days
9.	Other Creditors, if any (other than financial creditors and operational creditors)	-	-	-
10.	Overhauling and working capital expenditure	-	20,00,00,000	365 days
	TOTAL		1,62,90,00,000	

(iii) Term of Plan and Implementation Mechanism: As per Chapter VII read



with Chapter X of the Plan and the addendum dated 28.10.2024, The term of the plan of 45 days and 90 days of CIRP Cost payment and payment to the other stakeholders respectively, is outer limit and the SRA has right to pay it earlier. However, on the early payment the Board of the Corporate Debtor shall get resigned. The SRA proposes to infuse a fund of Rs. 20 Crores towards overhauling and working capital expenditure which may be made within 365 days of the NCLT approval date.

(iv) Indicative timeline of the Resolution Plan Implementation:

Sr. No.	Activity	Estimated Timeline
1.	Submission of the proposed resolution plan by the Resolution Applicant	22.10.2024
2.	NCLT Approval Date	X
3.	Formation of Monitoring Committee	X + 2 Days
4.	Payment of unpaid CIRP Costs	Within X + 45 Days
5.	Allotment of entire Share Capital in favour of Resolution Applicant or SPV	Within X + 45 Days
6.	Payment to Workman and Employees as per Resolution Plan	Within X + 90 Days
7.	Payment to Operational Creditors and Other Creditors as per Resolution Plan	Within X + 90 Days
8.	Payment of Statutory Dues as per Resolution Plan	Within X + 90 Days
9.	Complete Payment to Secured Financial Creditors as per Resolution Plan	Within X + 90 Days
10.	Cessation or deemed resignation of the existing directors and reconstitution of board with new directors	Within X+ 30 Days
11.	Settlement of dues of Unsecured Financial Creditors	NA
12.	Infusion for Working Capital, overhaulment and other requirements	Within X+ 365 Days





13.	Obtaining necessary approvals (if any)	Within X+ 365 Days
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(v) Dissenting Financial Creditors: Clause H of Chapter VII of the Plan provides that the dissenting Financial Creditors shall be paid minimum of the amount in the nature of the liquidation value due to them in terms of Section 30(2) and 53 of the Code out of the outlay provided for secured financial creditors.

(vi) EPFO Claim: The Plan provides for complete payment towards the Employment Provident Fund dues as on Insolvency Commencement Date. The SRA proposes to pay a maximum of Rs. 2.50 Crores by fresh infusion and any amount more than this shall be paid from the amount proposed to the secured financial creditor.

(vii) Source of Funds: The Resolution Plan states that the plan value will be funded through the available internal funds. It also states that the Resolution Applicant as well as its managing director and promoter of the Resolution Applicant have sufficient resources to induct more funds in the CD to meet the proposed investment as envisaged in the Resolution Plan. The source of funds for the infusions proposed in this resolution plan is as under:


S. No.	Nature of Payment	Period in days	Amount (in INR)	Description of Source of Funds
1.	Unpaid CIRP Costs	45	Actuals Upto INR 2.5 Crore	Shall be funded from the internal available funds of the Resolution Applicant. (If amount exceeds INR 2.5 Crores then the excess shall be funded out of the amount proposed to the secured financial creditors).



2.	Financial Creditors (Secured)	90	137 Crores	Shall be funded by liquid available internal funds of the Resolution Applicant, also including fund raised as equity/debt by established standing & credibility of the Resolution Applicant in its SPV. Further, RA is BBB-Rated Company, which shows strong credit profile of RAs
3.	Financial Creditors (Unsecured)	NA	NIL	NA
4.	Operational Creditors (Statutory/ government Dues)	90	10 Lacs plus 250 lacs against EPFO	Shall be funded from internal available funds of the Resolution Applicant.
5.	Operational Creditors (Workmen and Employees)	90	30 Lacs	Shall be funded from internal available funds of the Resolution Applicant.
6.	Operational Creditors (Others)	90	50 Lacs	Shall be funded from internal available funds of the Resolution Applicant.
7.	Other Creditors	NA	NIL	NA
8.	Overhaulment and working capital expenditure	365	20 Crores	Shall be funded by liquid/ available internal funds of the Resolution Applicant, also including funds raised as equity/ debt by established standing & credibility of the Resolution Applicant.
		365	INR 162.9 Crores Including CIRP Cost	

Further, during the course of Arguments on 09.03.2026, the SRA has placed before this Tribunal, a Principal Letter of Sanction, dated 16.09.2025, issued by Union Bank of India sanctioning a loan of Rs. 154 Crores in favor of M/s Winsome Yarns Ltd.






(viii) Effective Date and Transfer Date: Effective Date shall be the date of the approval of the Resolution Plan by the Adjudicating Authority. Transfer date is the date on which this Resolution Plan has been implemented in entirety, i.e. 90th day of the NCLT approval date.

(ix) Mandatory contents of the Plan: Chapter VI of the Plan enlists the mandatory compliances of the Resolution Plan which inter alia provides for the priority payment to (a) the CIRP Cost, (b) Operational Creditors in terms of Section 30(2), and (c) dissenting financial creditors in terms of Section 30(2) of the Code. The Plan contains the statement as to how it has dealt with interest of all creditors, the possible causes of default by the Corporate Debtor, term of the plan, mechanism for implementation, supervision, statement of eligibility under Section 29A, declaration to the fact that the plan does not contravene the provisions of law, confirmation of the other requirements under the provisions of the Code and the Regulations.

(x) Management of Corporate Debtor after Resolution: Chapter XI of the Resolution Plan provides that from the NCLT Approval Date till the Transfer Date, the management and control of the Corporate Debtor shall vest with a Monitoring Committee comprising representatives of the CoC and the Resolution Applicant, chaired by an Insolvency Professional. The existing Board of Directors shall remain suspended and all records and assets shall be handed over to the Monitoring Committee, which shall ensure that the Corporate Debtor is run as a going concern, exercise powers of the Board, and oversee implementation of the Resolution Plan. The Monitoring Committee





shall take decisions by majority with participation of both CoC and Resolution Applicant representatives and shall continue till the Transfer Date. Thereafter, the Resolution Applicant shall acquire controlling shareholding and reconstitute the Board of Directors within 30 days of approval, whereupon the management of the Corporate Debtor shall vest with the new Board, and the Monitoring Committee shall stand dissolved upon completion of implementation of the Plan.

(xi) Implementation and Supervision: The Chapter X of the Resolution Plan at Page No. 47 provides a detailed mechanism for implementation and supervision of the Resolution Plan. The Monitoring Committee comprising of one representative of CoC, one representative of SRA and one Insolvency Professional which shall be supervising the implementation of the 90 days phase of plan. The Monitoring Committee will be appointed within 2 business days of the approval of the plan and shall ensure the implementation of the plan. The Chapter provides a detailed implementation plan of 13 steps. The plan provides for the induction of the nominees of the SRA on the Board of the Corporate Debtor on 30th day of the NCLT Approval date or any other earlier date as may be agreed by the Monitoring Committee.

(xii) Treatment of recoveries out of avoidance transactions: The plan provides that the recoveries during the pendency of the plan approval shall be paid to the secured financial creditors within 90 days of the NCLT Approval Date and cost shall be part of the CIRP cost. If the application is not decided during the CIRP period, the right to litigate and incur expenses shall vest with





the Financial Creditors.

(xiii) Reliefs and Concessions: Chapter XIII at Page No. 58 of the Resolution Plan provides detailed reliefs and concessions sought from the Adjudicating Authority. It is relevant to mention here that the plan is not conditional on the grant of such reliefs and concessions and the SRA undertakes to implement and apply for necessary approvals and consents from the appropriate authorities.

(xiv) Restructuring of Capital: The Resolution Plan provides that SRA proposes to take over the Corporate Debtor as a listed entity and provides a takeover mechanism in Chapter IX and Chapter X of the proposed Resolution Plan. That at the 45th day of the NCLT approval date, the equity share capital shall be reduced to 5% and the Corporate Debtor shall allot fresh equity shares to the Resolution Applicant or its controlled SPV towards the payment of the CIRP Costs.

(xv) The interests of existing shareholders have been altered by the Resolution plan as under:

S. No	Category of Shareholder	No. of Shares held before CIRP	No. of Shares held after CIRP	Voting Share (%) before CIRP	Voting Share (%) held after CIRP
1	Equity	70,70,72,290	As may be decided by RA after infusion, equivalent to 5% public shareholding	100	5 (Public Shareholding)
2	Preference	-	-	-	-



(xvi) The compliance examined by the RP is reproduced in the Table below:

Section of the Code/Regulation No.	Requirement with respect to The Resolution Plan	Compliance (Yes/No)	Relevant clause of the resolution plan
Section 25(2)(h)	The Resolution Applicant meets the criteria approved by the CoC, having regard to the complexity and scale of operations of the business of the CD	Yes	NA
Section 29A	The Resolution Applicant is eligible to submit a resolution plan as per the final list of Resolution Professional or Order, if any, of the Adjudicating Authority.	Yes	Clause 3 of Chapter IV of the Plan. (page No. 21)
Section 30(1)	The Resolution Applicant has submitted an affidavit stating that it is eligible as per the Code.	Yes	Affidavit submitted by the Resolution Applicant attached as Appendix 10 (Annexure-30 of the Application, Page No. 507 to 511) In addition to this, the RP appointed an independent professional to carry out to determine the eligibility of RA and its related parties under Section 29A of the Code, 2016. No adverse finding has been found as per the report submitted by the said professional. That the report obtained from CS. Rajiv Chauhan, practicing Company Secretary is annexed as Annexure-31 to Application.
Section 30(2)	The Resolution Plan- (a) Provides for the payment of the Insolvency Resolution Process Cost	Yes	Chapter VI, page 25 The unpaid CIRP Costs shall be paid before making payments to any other creditors of the Corporate Debtor in the manner and from the source of funds as set forth in this Plan (Financial Proposal).



			As per the information provided by the RP, the CIRP costs have been paid from time to time by the Corporate Debtor. Thus, the Resolution Applicant proposes to pay the actual unpaid CIRP costs as on the NCLT Approval Date, within 45 days of the NCLT Approval Date. The CIRP Cost will be paid in priority in accordance with Section 30 (2) (a).
	(b) Provides for the payment to the operational creditors	Yes	Chapter VI, page 25 On the basis of existing limited information, the RA believes that the liquidation value of the Corporate Debtor is insufficient for payments towards the Secured Financial Creditors itself and liquidation value will not be available for payment of Operational Creditor (Workmen and Employees) dues. Therefore, INR 30,00,000 is proposed towards such creditors which would be paid with 90 days of approval of the resolution plan by adjudicating Authority as a full and final settlement. That the amount payable to operational creditors, if any, will be paid in "priority" in payment over financial creditors.
	(c) Provides for the payment to the financial creditors who did not vote in favor of the resolution plan?	Yes	Chapter VI, page 25 In terms of Section 30(2) of the IBC read with Regulation 38(1)(b) of the CIRP Regulations the Dissenting Financial Creditors shall be paid in priority over the Assenting Financial Creditors in the manner set out in





			Chapter VIII (Financial Proposal).
	(d) Provides for management of the affairs of the Corporate Debtor	Yes	<p>Chapter VI, page 26 Chapter XI page 53</p> <p>Mechanism regarding management and control of Corporate Debtor during the term is as under:</p> <ul style="list-style-type: none"> • Detailed mechanism regarding the management and control of Corporate Debtor has been described in Chapter XI. • The Resolution Applicant has taken into account the interests of all the stakeholders of the Corporate Debtor to the extent possible in Chapter VIII (Financial Proposal). • The revival of the Corporate Debtor, as envisaged under this Plan, shall contribute significantly to society, government and public at large by contributing significant direct and indirect employment and service provision opportunities in the regions. Through the Implementation of this Plan, the Resolution Applicant proposes to apt-size the balance sheet of the Corporate Debtor and focus on operational excellence, thereby serving the society and creating significant value for all stakeholders of the Corporate Debtor
	(e) provides from the implementation and supervision of the Resolution plan?	Yes	<p>Chapter XI page 55</p> <p>The Resolution Applicant together with its nominees, promoters, as the case may be,</p>





			<p>shall hold 95% shareholding in the restructured share capital of WYL, as elaborated in Chapter IX (Restructuring of Capital).</p> <p>On the 30th day of NCLT Approval Date, the Resolution Applicant shall appoint the new directors to the Board of Directors of WYL and the business of WYL shall be carried on by the new management as appointed by the Resolution Applicant. The Resolution Applicant has identified a Core Management and Technical team to manage the operations of the Company ("Management Team" or "Core Team" or "Technical Team"). The Resolution Professional shall be released of his duties and responsibilities and the COC shall be dissolved with effect from the NCLT Approval Date.</p>
	(f) contravenes any of the provisions of the law for the time being in force?	No	<p>Chapter VI, Page 26 Chapter VI, Page 29</p> <p>The Resolution Applicant confirms that the Plan does not contravene any of the provisions of Law in force</p> <p>The Resolution Applicant hereby confirms that:</p> <ul style="list-style-type: none">• the Plan addresses the cause of default by the Corporate Debtor;• the Plan is feasible and viable;• the Plan has provisions for its effective implementation;• the Plan has provisions for approvals required and timeline for the same;





			<ul style="list-style-type: none"> • the Resolution Applicant has the capability to implement the Resolution Plan; • the Resolution Applicant shall ensure that the Corporate Debtor is operated on going concern basis, in accordance with section 5(26) of the IBC (including all the amendments and modifications for the time being in force); • In implementing the Resolution Plan, it shall comply with provisions of the IBC and related regulations, judgments and directions issued by competent courts, in accordance with Applicable Laws; • Every information and records provided in connection with or in the Resolution Plan is true and correct and that discovery of any false information and record at any time will render the Resolution Applicant ineligible, forfeit any refundable deposit and attract penal action under the IBC; and • The Plan does not contravene any of the provisions of the law for the time being in force.
Section 30(4)	The Resolution plan (a) is feasible and viable, according to the CoC	Yes	<p>(a) Chapter V, Page 23 Chapter VI, Page 27</p> <p>The resolution applicant and its technical team, to be introduced for the management of the affairs of the company, are quite experienced and technically capable to revive and turnaround the Corporate Debtor in the best interest of all the stakeholders. The plan also states the process of</p>





	(b) has been approved by the CoC with 66% voting share	Yes	its implementation and management to make it feasible and Viable. (b) 18 th CoC meeting
Section 31(1)	The Resolution Plan has provisions for its effective implementation, according to the COC.	Yes	Chapter VI, Page 29 Chapter X, page 47 The term of this Resolution Plan is 365 days ("Term") from the NCLT Approval Date, within which the payments shall be completed to all the creditors and the Infusion of required working capital and capital required for overhaulment and operational turnaround of the company is done, in the manner as contemplated in this resolution plan. The resolution applicant proposes to provide for the supervision of the implementation of the resolution plan by a monitoring committee during the period starting from NCLT approval date and ending on 90th day of the NCLT Approval Date. During this period entire payments proposed under this resolution plan shall be made. The Monitoring Committee shall be supervising the implementation of the said phase of the plan. The management and control of company including its operations will be with the Monitoring Committee during this phase. In order to ensure that the Resolution Plan is implemented in accordance hereof and that the obligations undertaken herein are adhered to, a monitoring committee shall be appointed within 2 Business Days of the NCLT





			approval of this plan. The monitoring committee shall be constituted, which shall comprise one representative of the Resolution Applicant, one representative of the COC and a qualified Insolvency Resolution Professional (which may or may not be RP) to be appointed by COC in consultation with resolution applicant, which shall monitor the implementation of the plan after the NCLT Approval Date and until Transfer Date in the manner as set out in Chapter XI (Management of the CD).
Regulation 38(1)	The amount due to the operational creditors under the resolution plan has been given priority in payment over financial creditors.	Yes	Chapter VI, page 25 On the basis of existing limited information, the RA believes that the liquidation value of the Corporate Debtor is insufficient for payments towards the Secured Financial Creditors itself and liquidation value will not be available for payment of Operational Creditor (Workmen and Employees) dues. Therefore, INR 30,00,000 is proposed towards such creditors which would be paid with 90 days of approval of the resolution plan by adjudicating Authority as a full and final settlement. That the amount payable to operational creditors, if any, will be paid in "priority" in payment over financial creditors.
Regulation 38(1A)	The Resolution Plan includes a statement as to how it has dealt with the interests of all stakeholders	Yes	Chapter VI Page 25 Clause G, Page 69 Distribution of Financial Outlay dealing with interest of all stakeholders, including financial creditors, workmen & employee; Statutory Dues and





			operational creditors (Other than Statutory Dues and Workmen Employees) and other creditors other than operational and financial creditor of Corporate Debtor has been set forth in Chapter VII & Chapter VIII of this Plan.
Regulation 38(1B))	Neither the Resolution Applicant nor any of its related parties has failed to implement or contributed to the failure of implementation of any resolution plan approved under the Code. If applicable, the Resolution Applicant has submitted a statement giving details of any such non-implementation	Yes	Clause 3 of Chapter IV, para 1, page 22
	(ii) If so, whether the Resolution Applicant has submitted the statement giving details of such non-implementation?	No	Not Applicable
Regulation 38(2)	The Resolution Plan provides: (a) the term of the plan and its implementation schedule (b) for the management and control of the business of the corporate debtor during its term	Yes	(a) Chapter VI, page 26; Chapter XII, page 57 (b) Chapter VI, page 25; Chapter XI page 53 The CoC shall notify the Resolution Applicant of its designated representatives on the Monitoring Committee, on the NCLT Approval Date. For the avoidance of doubt, it is clarified that the Board of the Corporate Debtor shall continue to remain suspended on and from the NCLT Approval Date until the Transfer Date. The Resolution Professional shall ensure that all books, records, drawings contracts and documents





	(c) adequate means for supervising its implementation		<p>relating to the Corporate Debtor that are in its control or possession are immediately and no later than 5 days from the NCL T Approval Date handed over to the Monitoring Committee.</p> <p>(c) Chapter VI, page 25; Chapter X, page 47 As part of the turnaround plan, the RA will turn around its business operations by revamping the key managerial team but retaining most of the employees / workers, re-entering into contracts with the key customers, clients and contracting parties, to the extent deemed necessary</p>
Regulation 38(3)	<p>The Resolution Plan demonstrates that-</p> <p>(a) it addresses the cause of default</p>	Yes	<p>(a) Chapter V, page 23; Chapter VI Page 29</p> <p>1. An application was filed by Edelweiss Asset Reconstruction Company Limited (Financial Creditor), for initiating the Corporate Insolvency Resolution Process ("CIRP") of the Corporate Debtor under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("IB Code" or "IBC") before the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench. The CIRP of the Corporate Debtor was thereupon admitted in CP (IB) No. 291/Chd/2018 by the Hon'ble NCLT, Chandigarh Bench vide order dated 22.12.2023 and Mr. Sanjay Gupta was appointed as the Interim Resolution Professional. Thereafter, Committee of Creditors with a majority voting share appointed M/s ARCK</p>





			<p>Resolution Professionals LLP as the Resolution Professional ("RP") for the Corporate Debtor which has been confirmed by the Hon'ble NCLT.</p> <p>2. Moreover, as per our understanding the company might have faced a major setback due to the aforesaid reasons and in turn sudden losses in company and increase in the financial pressure, few more reasons of which can be the failure of Business established; banks charging higher interest rates, over-burdened debt; lack of adequate leverage, lack of refinancing/ deferment support from the creditors, etc. All these seemed to have slowed down/reduced the performance of WYL. The above incidents have degraded the financial position of the Corporate Debtor, it was not able to repay its dues towards its creditors, not able to hold adequate working capital, and lack of management support and initiative. This resulted in default of payment of the dues of the creditors and further the financial burden coupled with other hardships faced by the company, the operations of the company were at standstill, while WYL was in distress.</p> <p>3. There could be other incidental reasons for the current situation of the company. Thus, Resolution Applicant understands that to address the cause of default, primarily it needs to bring complete overhaul in the assets of the company. The Resolution Applicant, through this Resolution Plan, has also provided for complete overhauling the assets to bring</p>
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	<p>(b) it is feasible and viable</p>		<p>the assets to a working and operational condition.</p> <p>(b) Chapter V page 24; Chapter VI page 27; Chapter VI, page 29 as The Resolution Applicant has hands on experience on addressing such operational issues as the one faced by the corporate debtor. Here by presenting this resolution plan, the resolution applicant is making it abundantly sure that the corporate debtor would not only be revived, but by infusing required amounts as per the plan as per the provisions mentioned herein and by introducing Technical and Management Team to restart and take care of operations of the corporate debtor. The Resolution Applicant shall employ the resources and assets of the Corporate Debtor for the necessary business requirement of the Corporate Debtor, and thus in this way bring an operational turnaround to the Corporate Debtor. Moreover, it is evident that the resolution plan will maximize the value of the assets of the corporate debtor and the same would further grow in its value through the implementation of the plan as per the provisions contained herein.</p> <p>(c) Chapter VI, page 29; Chapter X, page 47</p>
	<p>(c) It has provisions for its effective implementation</p>		





	(d) It has provisions for approvals required and the timeline of the same		(d) Chapter VI, page 27; Chapter VI, page 29
	(e) The resolution applicant can implement the resolution plan		(e) Chapter IV, page 20; Chapter VI, page 29
Regulation 39(2)	Whether the RP has filed application in respect of transactions observed, found or determined by him?	Yes	Yes, Applications under Section 43, 49 and 66 has been filed
Regulation 39(4)	Provide details of performance security received as referred to in sub-regulation (4A) of Regulation 36B	Yes	Yes, deposited in the designated bank account on 18.12.2024

16. The Learned Counsel has once again reiterated the averments made in the Application and pointed out the relevant law and thus urged the Tribunal to allow the Application as prayed for.

17. The core point for consideration arises in the case whether the Resolution Plan in question satisfy the requisite conditions prescribed under provisions of Section 30 of the Code and it is in compliance with settled position of law or not. After examining the Resolution plan in question, if the Adjudicating Authority is satisfied that the plan is in accordance with law as prescribed under section 31 of the Code, the Resolution plan should be approved else it should be rejected.

18. As detailed supra, the Resolution plan in question meets the requirement as referred to in sub-section (2) of Section 30 and the Application



is filed strictly in accordance with law. And the Resolution Professional has followed principles of natural justice, while considering claims received against the Corporate Debtor and he has duly filed Form H furnishing all cardinal details of Resolution Plan.

19. It is settled position of law that once an Application is filed in prescribed format furnishing all the required material facts and if Resolution plan is approved is with the requisite majority by CoC by exercising its commercial wisdom, the Adjudicating Authority can hardly have any jurisdiction to reject it. In this regard, it is relevant to refer the judgement rendered in the case of **K. Sashidhar vs. Indian Overseas Bank** in Civil Appeal No. (10673/2018), (2019) 12 SCC 150, where the Hon'ble Supreme Court has, inter alia, held that:

"If CoC had approved the Resolution Plan by the requisite percent of voting share, then as per Section 30(6) of the Code, it is imperative for the Resolution Professional to submit the same to the Adjudicating Authority. On receipt of such a proposal, the Adjudicating Authority (NCLT) is required to satisfy itself that the resolution plan as approved by CoC meets the requirements specified in Section 30(2). No more and no less".

And held further in para 35 of the judgement that –

"the discretion of the adjudicating authority (NCLT) is circumscribed by Section 31 limited to scrutiny of the resolution plan "as approved" by the requisite percent of voting share of financial creditors. Even in that enquiry, the grounds on which the adjudicating authority can reject the resolution plan is in reference to matters specified in Section 30(2), when the resolution plan does not conform to the stated requirements".





Similarly, The Hon'ble Supreme Court reiterated this view in the case of **Essar Steel Vs. Satish Kumar Gupta & Ors. in Civil Appeal No.8766 67/2019, decided on 15.11.2019: (2020) 8 SCC 531** by holding that:

"...it is clear that the limited judicial review, which can in no circumstances trespass upon a business decision of the majority of the CoC, has to be within the four corners of section 30(2) of the Code, in so far as the Adjudicating Authority is concerned...."

The above ratio is again reiterated in the recent case if **Vallal RCK v. Siva Industries and Holdings Ltd. and Ors., (2022) ibclaw.in 63 SC**, wherein it is inter-alia held that:

"21. This Court has consistently held that the commercial wisdom of the CoC has been given paramount status without any judicial intervention for ensuring completion of the stated processes within the timelines prescribed by the IBC. It has been held that there is an intrinsic assumption, that financial creditors are fully informed about the viability of the corporate debtor and feasibility of the proposed resolution plan. They act on the basis of thorough examination of the proposed resolution plan and assessment made by their team of experts...."

Emphasizing yet again, that

"27. This court has, time and again, emphasized the need for minimal judicial interference by the NCLAT and NCLT in the framework of IBC."

20. We have heard the Learned Counsel for the RP and have carefully perused all the pleadings, extant provisions of the code and the relevant law.

21. Therefore, when tested on the touch stone of the rulings, and considering the facts of the case, we are of the view that the Resolution Plan satisfies the requirements of Section 30 (2) of the IBC and Regulations 37, 38



& 39 of CIRP Regulations. We also find that the Resolution Applicant is eligible to submit the Resolution Plan under Section 29A of IBC.

22. It is hereby clarified that approval of the Resolution Plan shall not be construed as waiver of any statutory obligations/ liabilities of the Corporate Debtor and shall be dealt with by the appropriate Authorities in accordance with law. Any waiver/concession/ relief sought in the Resolution Plan, shall be subject to approval by the Authorities concerned. The Corporate Debtor has to approach the Authorities concerned for such reliefs, and we trust the Authorities concerned will do the needful. *“Approval of this plan by NCLT shall be deemed to be sufficient notice, which may be required to be given to any person for such matter and no further notice shall be required to be given”* as per the view taken by the Hon’ble Supreme Court in the case of **Ghanashyam Mishra and Sons Private Limited Versus Edelweiss Asset Reconstruction Company Limited** in **Civil Appeal No.8129/2019 with Civil Appeal No.1554/2021 and 1550-1553/2021, decided on 13.04.2021.:** (2021) 9 SCC 657.

23. With the above remarks, we hereby approve the Resolution Plan submitted by the Resolution Applicant, **M/s Mohini Health and Hygiene Limited**, and order as under:

- I. The Resolution Plan shall be binding on the Corporate Debtor, its employees, members, creditors, including the Central Government, any State Government or any local authority to whom a debt in respect of the payment of dues arising under any



law for the time being in force is due, guarantors and other stakeholders involved in the resolution plan.

- II. All crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of this Resolution Plan.
- III. If the SRA fails to pay the amount as envisaged in the Resolution Plan to the stakeholders within the timeline fixed in the Plan, the entire amount paid by the SRA shall be forfeited.
- IV. It is hereby ordered that the Performance Bank Guarantee furnished by the Resolution Applicant shall remain in force till the amount proposed to be paid to the creditors under this plan is fully paid off and the plan is fully implemented.
- V. The Memorandum of Association (MoA) and the Articles of Association (AoA) shall accordingly be amended and filed with the concerned Registrar of Companies (RoC), for information and record. The Resolution Applicant, for effective implementation of the Plan, shall obtain all necessary approvals, under any law for the time being in force, within such period as may be prescribed.
- VI. Henceforth, no creditor of the erstwhile Corporate Debtor can claim anything other than the liabilities referred to in the Resolution Plan.
- VII. The moratorium under Section 14 of IBC shall cease to have effect from the date of this Order.





- VIII. The Applicant shall forward all records relating to the conduct of the CIRP and the Resolution Plan to the IBBI along with a copy of this order for information.
- IX. The Applicant shall forthwith send a copy of this Order to the CoC and the Resolution Applicant.
- X. The Registry is directed to furnish free copy to the parties as per Rule 50 of the NCLT Rules, 2016.
- XI. The Registry is directed to communicate this Order to the concerned Registrar of Companies, for updating the master data and also forward a copy to IBBI.
24. Accordingly, the Application bearing **IA(IBC)(PLAN)/1/(CH)/2025** is hereby **Allowed and Disposed of**.

IA 213/2026 & IA 46 of 2026

25. I.A. No. 213/2026 has been filed by the Resolution Professional under Section 60(5) of the Code read with Rule 11 of the NCLT Rules, 2016, inter alia seeking remand of the present Plan Application, i.e. I.A. (PLAN) (IBC) No. 1/CHD/2025, to the Committee of Creditors for reconsideration along with consequential reliefs, in terms of the resolution passed in the 26th CoC Meeting dated 06.02.2026. Further, I.A. No. 46/2026 has been filed by the Successful Resolution Applicant under Section 60(5) of the Code seeking various directions against the Resolution Professional in relation to maintenance of the Corporate Debtor as a going concern and renewal of licenses.

26. However, during the course of arguments on 09.03.2026, it





submitted by Mr. Sandeep Bajaj, Ld. Counsel of the RP/ Applicant in IA 213/2026 that if the Resolution Plan is considered and found to be in compliance with the relevant rules and regulations, the Resolution Professional shall not press the IA No. 213/2026. Similarly, Mr. Anand Chhibbar, learned Senior Counsel appearing for the SRA, Mohini Health & Hygiene Limited, submitted that they are not pressing IA No. 46/2026 in case the Plan is considered by the Adjudicating Authority.

27. Since, we have considered and approved the Resolution Plan of MOHINI HEALTH AND HYGIENE LIMITED in respect of M/S WINSOME YARNS LTD., the Applications bearing **IA 213/2026 and IA 46/2026** are rendered infructuous and are hereby **Dismissed as Infructuous and Disposed of.**

28. In the result, The **IA(IBC)(PLAN)/1/(CH)/2025 stands Allowed and Disposed of** and applications bearing **IA 213/2026 and IA 46/2026 are Dismissed as Infructuous and Disposed of.**

Sd/-
(SHISHIR AGARWAL)
MEMBER (TECHNICAL)



Sd/-
(KHETRABASI BISWAL)
MEMBER (JUDICIAL)
Aakash

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DD / DR / AR / Court Officer
National Company Law Tribunal
Chandigarh Bench, Chandigarh