

**Wanbury Pharma Limited**

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June 26, 2026

To,

BSE limited P. J. Tower, Dalal Street, Mumbai - 400 001 Script Code: 524212	National Stock Exchange of India Ltd Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai-400 051. Script Code: WANBURY
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Dear Sir/Ma'am,

Sub: Outcome of Board Meeting

Ref.: 1. Intimation under Regulation 30 of Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Incorporation of Subsidiary ("Subsidiary").

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI Listing Regulations, we would like to inform you that, the Board of Directors of the Company, at their meeting held today i.e. 26th June, 2026, has approved incorporation of subsidiary company ("Subsidiary") in India.

Pursuant to the provisions of Sections 2(87), 186 and other applicable provisions of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions of the SEBI Listing Regulations, and all other applicable laws, rules, regulations, guidelines, and circulars issued thereunder, as amended from time to time, the Board of Directors has accorded its consent for the incorporation of a Subsidiary ("Subsidiary") of the Company in India, with an estimate aggregate capital outlay of ₹ 4,10,000/- (Rupees Four Lakh and Ten Thousand only) i.e. 41,000/- (Forty-One Thousand) equity shares of face value ₹ 10 /- (Rupees Ten only) each.

All investments with the Subsidiary shall be duly disclosed to stock exchanges in accordance with the applicable disclosure and reporting requirements under the SEBI Listing Regulations and the Companies Act, 2013.

The details required pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, in relation to the proposed Subsidiary, are set out under Annexure -A hereto.

Ref.: 2. Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Appointment of Internal Auditor and Cost Auditor.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform you that the Board of Directors of the Company, in their meeting held today, amongst other subjects, inter-alia, approved the following:

a. Appointment of Internal Auditor:

M/s. Ernst & Young LLP, Chartered Accountants, as Internal Auditor of the Company for the Financial Year 2026-2027.





b. Appointment of Cost Auditor:

M/s. ABK & Associates, Cost Accountants, Mumbai as the Cost Auditor of the Company for the Financial Year 2026-2027.

The disclosures pursuant to SEBI Listing Regulations read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as **Annexure - B and Annexure - C**.

The Board Meeting commenced at 3:35 p.m. and concluded at 4:15 p.m.

We request you to take the same on records.

Thanking you,

Yours faithfully,
For Wanbury Limited



Jitendra J. Gandhi
Company Secretary

Encl.: as above

Annexure - A - Details required to be furnished pursuant to Regulation 30 of the Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026.

Sr. No.	Particulars	Details
1.	Name of the entity, date & country of incorporation, etc.	<p>Name of the Entity: Wanbury Skin Health Limited (or such other name as may be approved by the relevant authority). The necessary update will be provided to the stock exchange(s) once the Subsidiary is duly incorporated.</p> <p>Date of Incorporation: On receipt of Registrar of Companies approval.</p> <p>Country of Incorporation: India</p>
2.	Name of holding company of the incorporated company and relation with the listed entity.	The proposed Subsidiary, once incorporated, will be a subsidiary of Wanbury Limited ("the Company") which will act as the holding company.
3.	Industry to which the entity being incorporated belongs.	Pharmaceutical Industry
4.	Brief details of any governmental or regulatory approvals required for the incorporation.	The incorporation is subject to receipt of all requisite approvals, permissions, and sanctions from the Registrar of Companies, and any other regulatory, statutory, or governmental authority as may be applicable.
5.	Consideration - whether cash consideration or share swap or any other form and details of the same	Subscription to the share capital of the proposed Subsidiary will be by way of cash consideration.
6.	Cost of subscription / the price at which the shares are subscribed.	The Company will subscribe to 82% of the equity share capital of the proposed Subsidiary i. e. Company will invest an estimate initial aggregate capital outlay of upto ₹ 4,10,000/- (Rupees Four Lakhs and Ten Thousand only) to subscribe 41,000/- (Forty-One Thousand) equity shares of face value ₹ 10 /- (Rupees Ten only) each of the Subsidiary towards subscription. The Company will subscribe to the equity shares at face value.



7. Percentage of shareholding / control by the listed entity and / or number of shares allotted.	The Company will hold 82% of the total paid-up equity share capital of the proposed Subsidiary upon incorporation i.e. Company will invest an estimate initial aggregate capital outlay of upto ₹ 4,10,000/- (Rupees Four Lakhs and Ten Thousand only) to subscribe 41,000/- (Forty-One Thousand) equity shares of face value ₹ 10 /- (Rupees Ten only) each of the Subsidiary towards subscription.
8. Brief background about the entity being incorporated in terms of products / line of business	Not Applicable, since the Subsidiary is proposed to be incorporated.



Annexure - B - Details required to be furnished Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A. Details relating to the appointment of Internal Auditor:

Particulars	Details
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment
Date of appointment & term of appointment	Appointment in the Board Meeting held on June 26, 2026, for the FY 2026-27.
Term of appointment / re-appointment	1 Year
Brief profile	Ernst & Young LLP is a leading professional services firm with over 30 years of experience in Internal Audit, Risk Consulting, and Internal Controls, supported by a global network of 45,000+ professionals across 180 countries. The firm offers a comprehensive range of services including Internal Audit, Enterprise Risk Management, Internal Controls, Compliance Reviews, Risk Analytics, IT Audits, Cyber Security, Regulatory Compliance, Process Reviews, and Technology-enabled Audit Solutions. With deep expertise in the pharmaceutical and life sciences sector, EY delivers risk-based, data-driven, and practical solutions that strengthen governance, enhance operational efficiency, improve compliance, and support sustainable business performance.
Disclosure of relationships between directors	Not Applicable



Annexure - C - Details required to be furnished Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A. Details relating to the appointment of Cost Auditor:

Particulars	Details
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment
Date of appointment & term of appointment	Appointment in the Board Meeting held on June 26, 2026, for the FY 2026-27.
Term of appointment / re-appointment	1 Year
Brief profile	ABK & Associates is a firm of Cost Accountants established in 1989, with its head office in Mumbai and branch offices in Indore, Delhi, and Vadodara. With over 35 years of professional experience, the firm provides a comprehensive range of services including Cost Audit, Internal Audit, Management Consultancy, Cost Consultancy, GST Advisory, Project Finance, Budgetary Control, Standard Costing, MIS Development, and Strategic Business Advisory. The firm has extensive experience serving clients across diverse industries such as automobiles, engineering, petroleum, power, infrastructure, pharmaceuticals, textiles, FMCG, healthcare, and chemicals, delivering practical and value-driven professional solutions.
Disclosure of relationships between directors	Not Applicable

