Nestia® LIFE
NOURISHING LIFE, NATURALLY

CORPORATE GOVERNANCE

Board of Directors & Committees

Nestia Life Limited

CIN: U15312KL2011PLC031147

Registered & Corporate Office: 7th Floor, Nestia Tower, Marine Drive, Kochi – 682 031, Kerala, India

Website: www.nestialife.com

An overview of the composition of the Board of Directors of Nestia Life Limited, the profiles of its Directors, and the constitution and terms of reference of the Committees of the Board, adopted in preparation for the listing of the Company's Equity Shares.

DOCUMENT CONTROL

Document owner	Company Secretary & Compliance Officer
Approving authority	Board of Directors
Status / version	Version 1.0
Effective	In force with effect from June 20, 2026
Next review	Annually, or earlier if warranted by regulatory change

This document forms part of the corporate governance framework adopted by Nestia Life Limited in preparation for the listing of its Equity Shares. It is published on the Investor Relations section of the Company's website and may be updated from time to time to reflect changes in law.

1. Corporate Governance Philosophy

Nestia Life Limited (the "Company") is committed to the highest standards of corporate governance, transparency, accountability and ethical conduct in the management of its affairs. As the Company prepares for the initial public offering and listing of its Equity Shares, its Board of Directors (the "Board") has adopted a governance framework designed to comply with the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, in each case as amended. This document sets out the composition of the Board, the profiles of the Directors and the constitution and terms of reference of the Committees of the Board.

The governance framework is anchored on a Board that combines executive leadership, the perspectives of the Company's significant shareholders and independent oversight, supported by structured Committees that discharge focused responsibilities delegated by the Board.

2. Board of Directors

Under the Articles of Association, the Company shall have not fewer than three and not more than fifteen Directors. As on the date of this document, the Board comprises seven Directors, of whom three are Independent Directors and one is a woman Director, in compliance with Section 149 of the Companies Act, 2013 and the SEBI Listing Regulations. The composition of the Board is set out below.

Name	Category	Designation	DIN
Rohit Chatterjee	Promoter, Executive	Chairman & Managing Director	01984xxx
Meera Chatterjee	Executive	Whole-time Director	02714xxx
Daniel Okonkwo	Non-Executive, Non-Independent	Nominee Director (Staplefeed Inc.)	08412xxx
Faisal Al Marri	Non-Executive, Non-Independent	Nominee Director (Godwan Investment L.L.C.)	09123xxx
Dr. Kavita Nair	Non-Executive, Independent	Independent Director	06622xxx
Arun Menon	Non-Executive, Independent	Independent Director	07845xxx
Prof. S. Ramanathan	Non-Executive, Independent	Independent Director	05531xxx

The Chairman of the Board is an Executive Director and the Promoter of the Company. In accordance with Regulation 17(1C) and related requirements, the Board keeps under review the balance of executive and non-executive representation and the requirements applicable to the Company from time to time following listing.

3. Profiles of the Directors

Rohit Chatterjee — Chairman & Managing Director

Founder and Promoter of the Company. A self-made, first-generation entrepreneur with over 21 years of experience across the rice and agri-commodities value chain — procurement, milling, ageing, branding, distribution and exports. He is the principal architect of the "Nestia Life" brand and is responsible for the overall strategy, key supplier and customer relationships and growth initiatives of the Company.

Meera Chatterjee — Whole-time Director

Over 15 years of experience in brand, marketing and quality functions in the packaged foods industry. She oversees brand, product development and quality assurance for the Company.

Daniel Okonkwo — Non-Executive Nominee Director

Nominee of Staplefeed Inc. Over 24 years of experience in international agri-commodities trading and food ingredients, bringing a global markets perspective to the Board.

Faisal Al Marri — Non-Executive Nominee Director

Nominee of Godwan Investment L.L.C. Extensive experience in private investment and food distribution across the Gulf Cooperation Council region.

Dr. Kavita Nair — Independent Director

A former food-technology academic and regulatory advisor with expertise in food safety and nutrition, contributing domain depth on product quality, safety and compliance.

Arun Menon — Independent Director

A Chartered Accountant with over 30 years of experience in finance, audit and governance. He chairs the Audit Committee and the Risk Management Committee.

Prof. S. Ramanathan — Independent Director

A management academic with expertise in agri-business, supply chain and strategy, offering independent perspective on the Company’s long-term strategy and stakeholder matters.

4. Committees of the Board

The Board has constituted the following Committees, each governed by written terms of reference approved by the Board and consistent with the Companies Act, 2013 and the SEBI Listing Regulations. The Company Secretary acts as the secretary to each Committee. The composition of the Committees is set out below, followed by a summary of their principal terms of reference.

Committee	Chairperson	Members
Audit Committee	Arun Menon (ID)	Prof. S. Ramanathan (ID); Daniel Okonkwo (NED)
Nomination & Remuneration Committee	Dr. Kavita Nair (ID)	Prof. S. Ramanathan (ID); Faisal Al Marri (NED)
Stakeholders’ Relationship Committee	Prof. S. Ramanathan (ID)	Meera Chatterjee (WTD); Daniel Okonkwo (NED)
Corporate Social Responsibility Committee	Dr. Kavita Nair (ID)	Rohit Chatterjee (CMD); Meera Chatterjee (WTD)
Risk Management Committee	Arun Menon (ID)	Rohit Chatterjee (CMD); Dr. Kavita Nair (ID); Suresh Iyer (CFO)

ID – Independent Director; NED – Non-Executive Nominee Director; WTD – Whole-time Director; CMD – Chairman & Managing Director; CFO – Chief Financial Officer.

4.1 Audit Committee

Constituted under Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. Two-thirds of the members are Independent Directors, all members are financially literate and the Chairperson is an Independent Director. The Committee shall meet at least four times a year, with a quorum of two members or one-third of the members, whichever is greater, with at least two Independent Directors present. Principal terms of reference include:

- Oversight of the Company's financial reporting process and the disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending the appointment, remuneration, terms and removal of the statutory auditors, and reviewing their independence, performance and effectiveness;
- Reviewing the quarterly, half-yearly and annual financial statements and the auditors' report before submission to the Board, focusing on changes in accounting policies, major estimates, related party transactions and compliance with listing and legal requirements;
- Approval or subsequent modification of transactions with related parties, including omnibus approvals, and scrutiny of inter-corporate loans and investments;
- Reviewing the adequacy of internal financial controls and the risk management systems, and the performance and findings of internal audit;
- Reviewing the functioning of the whistle-blower / vigil mechanism and monitoring the end-use of funds raised through public offers.

4.2 Nomination & Remuneration Committee

Constituted under Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations. All members are Non-Executive Directors, a majority are Independent Directors and the Chairperson is an Independent Director. Principal terms of reference include:

- Formulating the criteria for determining the qualifications, positive attributes and independence of a Director, and recommending a policy on the remuneration of Directors, Key Managerial Personnel and other employees;
- Identifying persons qualified to become Directors and to hold senior management positions, and recommending their appointment and removal, and carrying out evaluation of every Director's performance;
- Devising a policy on Board diversity and recommending to the Board all remuneration, in whatever form, payable to senior management;
- Administering and supervising the Company's employee stock option plan(s), including ESOP 2024.

4.3 Stakeholders' Relationship Committee

Constituted under Section 178(5) of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations, chaired by a Non-Executive Director. Principal terms of reference include:

- Considering and resolving the grievances of security holders, including complaints relating to transfer/transmission of shares, non-receipt of annual reports, dividends and notices;
- Reviewing the measures taken for effective exercise of voting rights by shareholders and the services rendered by the Registrar and Share Transfer Agent;
- Reviewing the adherence to service standards and the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants and statutory notices by shareholders.

4.4 Corporate Social Responsibility Committee

Constituted under Section 135 of the Companies Act, 2013. Principal terms of reference include:

- Formulating and recommending to the Board a Corporate Social Responsibility (CSR) Policy indicating the activities to be undertaken in accordance with Schedule VII of the Companies Act, 2013;
- Recommending the amount of expenditure to be incurred on CSR activities and the annual action plan, and monitoring the CSR Policy and implementation of projects from time to time.

4.5 Risk Management Committee

Constituted under Regulation 21 of the SEBI Listing Regulations. A majority of the members are members of the Board and at least one Independent Director is a member. Principal terms of reference include:

- Formulating a detailed risk management policy covering financial, operational, sectoral, sustainability (including ESG), information and cyber security risks, and the measures for risk mitigation and business continuity;
- Monitoring and reviewing the risk management plan, and the adequacy and effectiveness of risk management systems, including in respect of paddy availability and price, foreign exchange, regulatory and food-safety risks relevant to the Company's business;
- Keeping the Board informed of material risks and the actions taken to manage them.

5. Key Managerial Personnel & Compliance

Name	Position
Rohit Chatterjee	Chairman & Managing Director
Suresh Iyer	Chief Financial Officer
Priya Sharma	Company Secretary & Compliance Officer
Rakesh Verma	Chief Operating Officer
Anitha George	Chief Marketing Officer
Mohammed Rafi	Head — Exports

Compliance Officer: Priya Sharma, Company Secretary & Compliance Officer. Tel: +91 484 400 1100 | E-mail: compliance@nestialife.com.

Registrar & Share Transfer Agent (to the Offer): Skyline Registry Services Limited, Plot 31-32, Financial District, Gachibowli, Hyderabad – 500 032; Tel: +91 40 6716 2222; E-mail: einward.ris@skylineregistry.in; Contact Person: M. Venkatesh.

Statutory Auditors: M/s Varma & Krishnan LLP, Chartered Accountants (Firm Registration No. 021456S/S200088).

Approved and adopted by the Board of Directors of **Nestia Life Limited** at its meeting held on June 20, 2026, to take effect upon the listing of the Equity Shares of the Company on BSE Limited and the National Stock Exchange of India Limited. This policy shall be reviewed by the Board periodically and may be amended to remain consistent with the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable law.

For and on behalf of the Board	
Rohit Chatterjee	Priya Sharma
Chairman & Managing Director (DIN: 01984xxx)	Company Secretary & Compliance Officer