Nestia® LIFE
NOURISHING LIFE, NATURALLY

CORPORATE GOVERNANCE POLICY

Code of Conduct for Directors & Senior Management

Nestia Life Limited
CIN: U15312KL2011PLC031147
Registered & Corporate Office: 7th Floor, Nestia Tower, Marine Drive, Kochi – 682 031, Kerala, India
Website: www.nestialife.com

The standards of business conduct and ethics that the Directors and Senior Management of Nestia Life Limited are required to observe, adopted pursuant to Regulation 17(5) of the SEBI Listing Regulations and Schedule IV to the Companies Act, 2013.

DOCUMENT CONTROL

Document owner	Company Secretary & Compliance Officer
Approving authority	Board of Directors
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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. Purpose & Applicability

This Code of Conduct (the "Code") has been adopted by the Board of Directors of Nestia Life Limited (the "Company") pursuant to Regulation 17(5) of the SEBI Listing Regulations and Schedule IV to the Companies Act, 2013. The Code sets out the standards of business conduct and ethics expected of the Directors and members of the Senior Management of the Company (together, the "Covered Persons").

For the purposes of this Code, "Senior Management" means the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, comprising all members of management one level below the Chief Executive Officer / Managing Director (including the functional heads and the Company Secretary and the Chief Financial Officer), as defined under the SEBI Listing Regulations.

2. Core Principles

Every Covered Person shall observe the following core principles in letter and in spirit:

- **Integrity and honesty:** act with honesty, integrity and in good faith, and in the best interests of the Company and its stakeholders as a whole;
- **Compliance with law:** comply with all applicable laws, rules and regulations, both in letter and in spirit, including the Companies Act, 2013, the SEBI Listing Regulations, the SEBI (Prohibition of Insider Trading) Regulations, 2015 and applicable food-safety, environmental, labour and tax laws;
- **Duty of care:** exercise duties with due and reasonable care, skill and diligence and independent judgement;
- **Fair dealing:** deal fairly with the Company's customers, suppliers, competitors, employees and other stakeholders, and not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information or misrepresentation.

3. Conflicts of Interest

Covered Persons must avoid any situation in which their personal interest conflicts, or may appear to conflict, with the interests of the Company. A conflict of interest may arise, among other things, from outside business or financial interests, relationships with suppliers, customers or competitors, or the acceptance of positions in other organisations.

- A Covered Person shall promptly disclose to the Board any actual or potential conflict of interest and, in the case of a Director, shall not participate in the discussion of, or vote on, any matter in which such Director is interested, in accordance with Section 184 of the Companies Act, 2013;
- Covered Persons shall not exploit for personal gain any opportunity, information or property belonging to the Company ("corporate opportunities") that is discovered through the use of the Company's assets, information or position;
- Related party transactions shall be dealt with strictly in accordance with the Company's Related Party Transactions Policy.

4. Confidentiality & Insider Trading

Covered Persons shall maintain the confidentiality of information entrusted to them by the Company or its stakeholders, except where disclosure is authorised or legally mandated, and shall not use confidential information for personal advantage. Unpublished price sensitive information ("UPSI") shall be handled strictly in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons. No Covered Person shall trade in the securities of the Company while in possession of UPSI, or communicate UPSI to any person except in furtherance of legitimate purposes.

5. Company Assets, Records & Financial Integrity

- Covered Persons shall protect the Company's assets and ensure their efficient and legitimate use for the Company's business; assets shall not be used for personal benefit except where duly authorised;
- All books, records, accounts and financial statements shall be maintained accurately, in reasonable detail, and in conformity with applicable law and the Company's system of internal controls; no false, misleading or artificial entries shall be made;
- Covered Persons shall support the integrity, fairness and timeliness of the Company's disclosures to the stock exchanges, regulators and shareholders.

6. Anti-Bribery, Gifts & Fair Competition

- Covered Persons shall not, directly or indirectly, offer, pay, solicit or accept bribes, kickbacks or any improper payment or benefit, whether to or from government officials or private parties;
- Gifts, hospitality or entertainment may be given or accepted only where they are modest, customary, lawful and consistent with reasonable business practice, and are not intended to improperly influence any decision;
- The Company competes on the merits of its products and services and complies with applicable competition law; Covered Persons shall not engage in anti-competitive arrangements.

7. People, Safety & Environment

The Company is committed to a workplace free from discrimination and harassment, to the health and safety of its employees and communities, and to responsible environmental practices across its milling, ageing and processing operations. Covered Persons shall uphold these commitments and comply with applicable food-safety, labour, health, safety and environmental laws.

8. Additional Duties of Independent Directors

In addition to the above, Independent Directors shall abide by the provisions specified in Schedule IV to the Companies Act, 2013 (Code for Independent Directors), including the following:

- Uphold ethical standards of integrity and probity, and act objectively and constructively while exercising their duties;
- Safeguard the interests of all stakeholders, particularly the minority shareholders, and balance the conflicting interests of the stakeholders;
- Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions, and satisfy themselves that the same are in the interest of the Company;
- Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, and act within their authority in assisting in protecting the legitimate interests of the Company, shareholders and its employees.

9. Reporting Concerns, Waivers & Affirmation

- Covered Persons shall promptly report any known or suspected violation of this Code to the Chairman of the Board or the Chairperson of the Audit Committee, or through the Company's Whistle-blower / Vigil Mechanism. No adverse action shall be taken against any person for reporting a concern in good faith;

- Any waiver of this Code for a Director or a member of Senior Management may be granted only by the Board and shall be disclosed as required under applicable law;
- All Directors and members of Senior Management shall affirm compliance with this Code on an annual basis, and the Annual Report of the Company shall contain a declaration to this effect signed by the Chief Executive Officer / Managing Director, in accordance with the SEBI Listing Regulations.

Any breach of this Code may attract appropriate action, including disciplinary action, in accordance with applicable law and the Company's policies. This Code is in addition to, and not in substitution of, any obligation imposed by law.

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