Nestia® LIFE
NOURISHING LIFE, NATURALLY

CORPORATE GOVERNANCE POLICY

# Related Party Transactions Policy

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

The Company's policy on the identification, materiality and manner of dealing with transactions with related parties, framed pursuant to Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations.

## DOCUMENT CONTROL

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| **Document owner** | Company Secretary & Compliance Officer |
| **Approving authority** | Board of Directors |
| **Status / version** | Version 1.0 |
| **Effective** | Adopted by the Board of Directors on June 20, 2026 and effective upon listing of the Equity Shares |
| **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. Objective & Scope

This Related Party Transactions Policy (the "Policy") has been adopted by the Board of Directors of Nestia Life Limited (the "Company") to set out the manner of dealing with transactions between the Company and its related parties, and the materiality thresholds applicable to such transactions. The Policy is framed pursuant to Section 188 of the Companies Act, 2013 and the rules thereunder, and Regulation 23 read with Regulation 2(1)(zb) and 2(1)(zc) of the SEBI Listing Regulations.

This Policy applies to all Related Party Transactions (as defined below) of the Company and shall be read together with the Company's Code of Conduct and the terms of reference of the Audit Committee. In the event of any inconsistency between this Policy and applicable law, the provisions of applicable law shall prevail.

## 2. Definitions

Capitalised terms used in this Policy shall have the meanings assigned to them under the Companies Act, 2013 and the SEBI Listing Regulations. In particular:

- **"Related Party"** means a related party as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, and includes any person or entity forming part of the promoter or promoter group irrespective of shareholding, and any person or entity holding equity shares of 20% or more (or 10% or more with effect from the thresholds prescribed under the SEBI Listing Regulations) in the Company, directly or on a beneficial interest basis;
- **"Related Party Transaction"** or **"RPT"** means a transaction involving a transfer of resources, services or obligations between the Company or its subsidiary on one hand and a related party of the Company or its subsidiary on the other hand, as more particularly described in Regulation 2(1)(zc) of the SEBI Listing Regulations, regardless of whether a price is charged;
- **"Arm's Length Transaction"** means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest;
- **"Ordinary Course of Business"** means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities, as determined by the Board or the Audit Committee;
- **"Material Modification"** means any modification to an existing RPT which exceeds the thresholds specified by the Audit Committee as part of this Policy.

## 3. Materiality Thresholds

A transaction with a related party shall be considered **material** if the transaction(s) to be entered into, individually or taken together with previous transactions during a financial year, exceed **Rupees 1,000 crore** or **10% of the annual consolidated turnover** of the Company as per its last audited financial statements, whichever is **lower**, in accordance with Regulation 23(1) of the SEBI Listing Regulations.

In addition, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the payments, individually or taken together with previous transactions during a financial year, exceed 5% of the annual consolidated turnover of the Company as per its last audited financial statements, in accordance with the SEBI Listing Regulations.

The Audit Committee may, from time to time, specify monetary or other thresholds for the purpose of determining what constitutes a Material Modification to an existing RPT.

## 4. Approval of Related Party Transactions

### 4.1 Audit Committee approval

All Related Party Transactions and any subsequent material modifications thereto shall require the prior approval of the Audit Committee. Only those members of the Audit Committee who are Independent Directors shall approve related party transactions. The Audit Committee may grant **omnibus approval** for RPTs proposed to be entered into by the Company, subject to the conditions specified under the SEBI Listing Regulations, including that such approval is in the interest of the Company, specifies the particulars prescribed, and is reviewed on at least a quarterly basis and is valid for a period not exceeding one year.

### 4.2 Board approval

Transactions that are not in the ordinary course of business or are not on an arm's length basis, and such other transactions as require Board approval under Section 188 of the Companies Act, 2013, shall be placed before the Board for approval. Any Director who is interested in a transaction shall not be present during, or participate in, the discussion and voting on such transaction.

### 4.3 Shareholder approval

All **material** Related Party Transactions, and subsequent material modifications, shall require the prior approval of the shareholders through a resolution, and no related party shall vote to approve such resolution whether or not such party is a party to the particular transaction, in accordance with the SEBI Listing Regulations. Transactions requiring shareholder approval under Section 188 of the Companies Act, 2013 and the rules thereunder shall additionally be approved by the shareholders as required.

## 5. Determination of Arm's Length & Ordinary Course

For the purpose of determining whether a transaction is at arm's length and in the ordinary course of business, the Audit Committee and the Board may take into account relevant factors, including comparable uncontrolled prices, the nature of the transaction, prevailing market conditions, quotations from unrelated parties, benchmarking studies, valuation or other professional advice, and the commercial rationale of the transaction. Where required, the Company may obtain the opinion of an independent professional or valuer.

## 6. Transactions Not Requiring Approval

Notwithstanding the above, the following are not treated as related party transactions requiring approval under this Policy, to the extent permitted by applicable law:

- The issue of specified securities on a preferential basis, or corporate actions such as payment of dividend, sub-division or consolidation of securities, rights issues or bonus issues, or buy-back of securities, which are uniformly applicable/offered to all shareholders in proportion to their shareholding;
- Transactions entered into between two government companies, or between a holding company and its wholly-owned subsidiary (other than as specified under the SEBI Listing Regulations) whose accounts are consolidated and placed before the shareholders at the general meeting for approval, in each case to the extent exempt under applicable law.

## 7. Disclosures & Reporting

- The Company shall make disclosures of related party transactions in the format and within the timelines prescribed under the SEBI Listing Regulations, including disclosures to the stock exchanges on a consolidated basis along with (or in the manner accompanying) its financial results;
- The Company shall disclose this Policy on its website and provide a web-link thereto in its Annual Report, and shall disclose related party transactions in the financial statements as required under applicable accounting standards and the Companies Act, 2013;
- The Audit Committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to any omnibus approval granted.

## 8. Review & Amendment

This Policy shall be reviewed by the Board and the Audit Committee periodically and may be amended to give effect to any change in applicable law or as considered necessary. Any subsequent amendment to, or restatement of, the applicable provisions of the Companies Act, 2013 or the SEBI Listing Regulations shall be deemed to be incorporated into this Policy, and in the event of any inconsistency the provisions of applicable law shall prevail.

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.

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