NOMINATION AND REMUNERATION COMMITTEE REPORT
For the Year 2024-2025

In compliance with the Commission's Notification on Corporate Governance Code No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 3, 2018, the Board of Directors of Alhaj Textile Mills Limited in its Board Meeting held on October 28, 2025 re-constituted the Nomination and Remuneration Committee ("NRC") after getting approval of BSEC Ref. No. 53.02.0000.000.122.0002.23.562, October 8, 2025 of two independent directors. As per CGC the Independent Director is the chairman of the committee.

Composition of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee is now composed of the following members:

Mr. Md. Faizul Matin	Independent Director	Chairman
Mr. Md. Bakhtiar Rahman	Director	Member
Ms. Khodeza Khatoon	Director	Member
Mr. Md. Joynul Abedin Chowdhury	Director	Member
Mr. Md. Monirul Islam, FCA	Independent Director	Member

Members of the Senior Management team will also attend the meetings by invitation of the Chairman only as and when necessary. The Company Secretary functions as the Secretary of the Nomination and Remuneration Committee.

Meeting

During the year ended 30th June 2025 the Nomination and Remuneration Committee held 01 meeting Proceedings of the Nomination and Remuneration Committee meeting was reported to the Board of Directors.

Role of the NRC

(a) NRC shall be independent and responsible or accountable to the Board and to the shareholders;

(b) NRC shall oversee, among others, the following matters and make report with recommendation to the Board:

(i) Formulating the criteria for determining qualifications, positive attributes and independence of a director and. recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:
   (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully.
   (b) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   (c) remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;

(ii) Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;

(ii) Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;

(iv) Formulating the criteria for evaluation of the performance of independent directors and the Board;

(v) Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria, and

(vi) Developing, recommending and reviewing annually the company's human resources and training policies;

(c) The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.

Proposal for re-election of Directors

The Nomination & Remuneration Committee (NRC) proposed Mr. Md. Bakhtiar Rahman, Mrs. Khodeza Khatoon and Mr. Md. Harunoor Rashid, Directors of the Company for retirement by rotation and being eligible for re-election by the shareholders in this upcoming 43rd Annual General Meeting.

Take note on appointment of Independent Directors

The Nomination & Remuneration Committee (NRC) take note on appointment of Mr. Faizul Matin, Independent Director and Mr. Md. Monirul Islam FCA as the Independent Directors of the Company as per BSEC approval letter No. 53.02.0000.000. 122.0002.23.562, October 8, 2025.

Take note for Company Secretary appointment

The Nomination & Remuneration Committee (NRC) of Alhaj Textile Mills Limited take note on appointment of Mr. Amit Kumar Dey FCS as Company Secretary – Acting & DGM (Admin & Affairs) and to fixup his remuneration.

Acknowledgment

The Nomination and Remuneration Committee expresses its sincere thanks to the Chairman and Members of the Board and Management Team for their support in carrying out the duties and responsibilities

On behalf of the Nomination and Remuneration Committee



Mr. Md. Faizul Matin
Chairman
Nomination & Remuneration Committee