

**HIGHWAY INFRASTRUCTURE LIMITED**

CIN : L45203MP2006PLC018398

GSTIN : 23AABCH6631A1Z9

REG. OFFICE ADDRESS: 57-FA, SCHEME NO. 94, PIPLIYAHANA JUNCTION, RING ROAD, INDORE,

(M.P.) – 452016, INDIA

Tel: +91-731-2590013, 4047177

E-Mail:hiplindore@gmail.com, Visit us at : www. <https://www.highwayinfrastructure.in>**09 June 2026**

<b>To, The Secretary, Corporate Relationship Department, BSE Limited P. J. Towers, Dalal Street Mumbai- MH 400001.</b>	<b>To, The Secretary, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, BKC, Bandra (E) Mumbai - MH 400051.</b>
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**Script Symbol: HILINFRA | Scrip Code: 544477 | ISIN: INE00RL01028****Subject: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) – Notice of Postal Ballot**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we hereby inform you that the Board of Directors of the Company at their Meeting held on, 06<sup>th</sup> June, 2026 subject to the approval of the Shareholders of the Company, has *interalia*, considered and approved and following resolution appended below, be passed by the members of the Company through postal ballot only by way of voting through electronic means (‘remote e-voting’):

<b>S. no</b>	<b>Agenda</b>	<b>Resolution</b>
<b>1.</b>	<b><i>To consider and seek approval for insertion of Article 154a relating to waiver of right to receive dividend in the Articles of Association of the Company.</i></b>	<b><i>Special Resolution</i></b>
<b>2.</b>	<b><i>To consider and seek approval for re-appointment of Mr. Arun Kumar Jain (DIN: 00006132) as Managing Director for a further term of 3 years</i></b>	<b><i>Ordinary Resolution</i></b>
<b>3.</b>	<b><i>To consider and seek approval for re-appointment of Mr. Anoop Agrawal (DIN: 00006120) as Whole-Time Director for a further term of 3 years.</i></b>	<b><i>Ordinary Resolution</i></b>

Pursuant to Section 102 and other applicable provisions of the Act, an explanatory statement pertaining to the said resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Notice for your consideration and forms part of this Notice.

In compliance with the General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on **Friday, 5<sup>th</sup> June 2026 (“Cut-off date”)**.



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The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e-voting facility to its members. The remote e-voting period commences from **09:00 a.m. (IST) on Sunday, 14th June 2026 and ends at 05:00 p.m. (IST) on Monday 13th July 2026**. The e-voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. The communication of assent or dissent of the Members would take place only through the remote e-voting system.

The results of e-voting will be announced **on or before Wednesday, 15th July 2026** and will be displayed on the Company's website [www.highwayinfrastructure.in](http://www.highwayinfrastructure.in) and will also be communicated to the National Stock Exchange of India Limited (“NSE”), BSE Limited and Central Depository Services (India) Limited (“CDSL”).

A copy of the Postal Ballot Notice is also available on the Company’s website at [www.highwayinfrastructure.in](http://www.highwayinfrastructure.in), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

This is for your information and records.

Thanking You,

**For Highway Infrastructure Limited**

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**Palak Rathore**  
**Company Secretary & Compliance Officer**  
**Membership No.: A-73755**

Encl: Postal Ballot Notice



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**POSTAL BALLOT NOTICE**

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014) each as amended, and Regulation 36 of SEBI LODR Regulation 2015 and any other applicable Circulars issued by the Ministry of Corporate Affairs ('MCA'), Government of India, from time to time.*

Dear Members,

**NOTICE** is hereby given that the resolutions set out below are proposed for approval by the members of **Highway Infrastructure Limited ("the Company")** by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to all its members to cast their votes electronically, pursuant to Sections 108, 110 of the Companies Act, 2013 ("**the Act**"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), and Circular SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India ('SEBI') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

Pursuant to Rule 22(5) of The Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company has appointed CS Manish Maheshwari (Membership No.: 5174, COP No. 3860), Proprietor of M/s. M. Maheshwari & Associates, Practicing Company Secretaries (Peer Review No. 7870/2026), Indore as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited ("**CDSL**") as its agency for providing e-voting facility to its members. Only members as on Friday, **05 May, 2026** (the "**Cut Off Date**") are entitled to vote under the e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice for information purposes only.

The Postal Ballot Notice will also be placed on the website of the Company i.e. [www.highwayinfrastructure.in](http://www.highwayinfrastructure.in) and on the website of CDSL.

In accordance with the MCA circulars, SEBI circulars and Regulation 44 of the Listing Regulations, as amended, this postal ballot notice is being sent only through Electronic mode to those members whose email addresses are registered with the Company/Depositories. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company has made

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necessary arrangements with M/s. Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

In the event, that the Resolutions, as set out in the Notice, is assented to by the requisite majority by means of the e-voting process, it shall be deemed to have been passed as Special and Ordinary Resolution as mentioned in this Postal Ballot Notice. The resolutions, if approved, shall be deemed to have been passed on the last date of E voting.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Managing Director or Company Secretary of the Company. The results of e-voting will be announced on or before **Wednesday, 15 July 2026** and will be displayed on the Company's website [www.highwayinfrastructure.in](http://www.highwayinfrastructure.in) and will also be communicated to the National Stock Exchange of India Limited (“NSE”), BSE Limited and Central Depository Services (India) Limited (“CDSL”).

The postal ballot results will be submitted within 2 (Two) working days from the conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

<b>CUT-OFF DATE FOR RECKONING VOTING RIGHTS FOR E-VOTING</b>	<b>E-VOTING STARTS ON</b>	<b>E-VOTING ENDS ON</b>	<b>RESULTS ANNOUNCEMENT DATE</b>
<b>Friday, 05 June, 2026</b>	09:00 A.M. (IST) on <b>Sunday, 14 June 2026</b>	05:00 P.M. (IST) on <b>Monday, 13 July 2026</b>	On or before <b>Wednesday, 15 July 2026</b>

**SPECIAL BUSINESS:****ITEM NO. 1:****TO CONSIDER AND SEEK APPROVAL FOR INSERTION OF ARTICLE 154A RELATING TO WAIVER OF RIGHT TO RECEIVE DIVIDEND IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The members are requested to consider and if thought fit, may pass the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new Article as Article 154A after existing Article 154;

***154A. WAIVER OF RIGHT TO RECEIVE DIVIDEND.***

*Notwithstanding anything contained in these Articles, but subject to the provisions of the Companies Act, 2013 and other applicable laws, rules, regulations and guidelines for the time being in force, and subject further to such procedures, conditions and requirements as may be prescribed by the Board from time to time, a Member holding equity shares in the Company may, by submitting a written waiver in such form and manner as may be prescribed by the Board and hosted on the website of the Company, waive or forgo his/her/its/their right to receive interim or final dividend whether Recommended/declared, for any financial year in respect of all or any of the equity shares held by such Member.*



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*Any waiver or foregoing of the right to receive dividend under this Article, once communicated to and accepted by the Company in the manner prescribed by the Board, shall be final, binding and irrevocable with effect from the Record Date or Book Closure date, as the case may be, fixed for the purpose of determining the entitlement of Members to such dividend.*

*Upon such waiver becoming effective, the Company shall not be liable or obligated to pay such dividend to the Member who has waived or forgone the right to receive the same, and such Member shall have no claim whatsoever against the Company in respect of the dividend so waived or forgone.*

*The Board shall be entitled to frame, adopt, amend or modify such rules, procedures and conditions as it may deem necessary or expedient for the implementation and administration of this Article.*

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Company Secretary be and is hereby authorized to make applications, file forms, documents and returns with the Registrar of Companies and other statutory authorities, to pay requisite fees, to issue certified true copies of this resolution, and to do all such acts, deeds and things as may be necessary, expedient or incidental to give effect to this resolution, including effecting consequential amendments in the Articles of Association of the Company.”

**ITEM NO. 2:**

**RE-APPOINTMENT OF MR. ARUN KUMAR JAIN (DIN: 00006132) AS MANAGING DIRECTOR FOR A FURTHER TERM OF 3 YEARS:**

The members are requested to consider and if thought fit, may pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory amendment, modification or re-enactment thereof, for the time being in force), and applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time, and subject to other sanctions / approvals as may be necessary, on the recommendation of the Nomination & Remuneration Committee and Board of the Company the members be and is hereby approves the reappointment of **Mr. Arun Kumar Jain (DIN: 00006132)** as the Managing Director of the Company for a further period of 3 (three) years commencing from **5th May, 2026 and ending on 4th May, 2029**, at a Remuneration not exceeding to Rs. 120 Lakhs (Rupees One Hundred Twenty Lakhs) per annum and upon the terms and conditions set out in the explanatory statement annexed as per Postal Ballot notice;

**RESOLVED FURTHER THAT** the remuneration payable to **Mr. Arun Kumar Jain, (DIN: 00006132)**, shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

The details of remuneration payable to Mr. Arun Kumar Jain, (DIN: 00006132), and the terms and conditions of the appointment are reiterated below:

- I. Term of Appointment:** Three years commencing from 5<sup>th</sup> May 2026 and ending on 4<sup>th</sup> May 2029.



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- II. Salary:** Basic Salary not exceeding Rs. 10,00,000 per month, provided that the aggregate remuneration payable during any financial year shall not exceed Rs. 1,20,00,000/- per annum.
- III. Perquisites:**
1. Leave travel allowance for self and family once in 2 years as per rules of the Company.
  2. Medical expenses actually incurred by him and his family subject to a maximum of two months' salary.
  3. Club fees
  4. Provision for use of a car with a driver for official business.
  5. Payment/ Reimbursement of Telephone including the mobile expense.
  6. Medical & personal accident insurance.
  7. Gratuity- As per statutory law and rules, as applicable, from time to time.
  8. The Company will make suitable contributions towards the Provident Fund, Superannuation Fund, etc. as per the Rules of the Company.
- IV. Retire by Rotation:** The Director shall be liable to retire by rotation as provided in Clause 98 of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to increase, alter and/or vary the remuneration consisting of salary, perquisites, allowances, etc. including the monetary value thereof as may be permitted or authorized in accordance with the provisions of the Companies Act, 2013 for the time being in force, provided in Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof).

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of the re-appointment of Mr. Arun Kumar Jain (DIN: 00006132), as Managing Director of the Company, the payment of remuneration to him shall be the remuneration as detailed in the explanatory statement or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors or a duly constituted Committee thereof including the Nomination and Remuneration Committee, be and is hereby authorized to do all such acts, deeds, matters, and things as may be required or considered necessary, appropriate, expedient, or desirable concerning the re-appointment and payment of remuneration within the limit, as it may in its sole and absolute discretion deem fit to give effect to this resolution.”

**ITEM NO. 3:**

**RE-APPOINTMENT OF MR. ANOOP AGRAWAL (DIN: 00006120) AS WHOLE-TIME DIRECTOR FOR A FURTHER TERM OF 3 YEARS**

The members are requested to consider and if thought fit, may pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial



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Personnel) Rules, 2014, (including any statutory amendment, modification or re-enactment thereof, for the time being in force), and applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time, and subject to other sanctions / approvals as may be necessary, on the recommendation of the Nomination & Remuneration Committee and Board of the Company the members be and is hereby approves the reappointment of **Mr. Anoop Agrawal (DIN: 00006120)** as the Whole-Time Director of the Company for a further period of 3 (three) years commencing from **5<sup>th</sup> May, 2026 and ending on 4<sup>th</sup> May, 2029**, at a Remuneration not exceeding to Rs. 120 Lakhs (Rupees One Hundred Twenty Lakhs) per annum and upon the terms and conditions set out in the explanatory statement annexed as per Postal Ballot notice;

**RESOLVED FURTHER THAT** the remuneration payable to **Mr. Anoop Agrawal (DIN: 00006120)**, shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

The details of remuneration payable to **Mr. Anoop Agrawal (DIN: 00006120)**, and the terms and conditions of the appointment are reiterated below:

- I. Term of Appointment:** Three years commencing from **5<sup>th</sup> May 2026 and ending on 4<sup>th</sup> May 2029**.
- II. Salary:** Basic Salary not exceeding Rs. 10,00,000 per month, provided that the aggregate remuneration payable during any financial year shall not exceed Rs. 1,20,00,000/- per annum.
- III. Perquisites:**
  1. Leave travel allowance for self and family once in 2 years as per rules of the Company.
  2. Medical expenses actually incurred by him and his family subject to a maximum of two months' salary.
  3. Club fees
  4. Provision for use of a car with a driver for official business.
  5. Payment/ Reimbursement of Telephone including the mobile expense.
  6. Medical & personal accident insurance.
  7. Gratuity- As per statutory law and rules, as applicable, from time to time.
  8. The Company will make suitable contributions towards the Provident Fund, Superannuation Fund, etc. as per the Rules of the Company.
- IV. Retire by Rotation:** The Director shall be liable to retire by rotation as provided in Clause 98 of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to increase, alter and/or vary the remuneration consisting of salary, perquisites, allowances, etc. including the monetary value thereof as may be permitted or authorized in accordance with the provisions of the Companies Act, 2013 for the time being in force, provided in Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof).

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of the re-appointment of Mr. Anoop Agrawal (DIN: 00006120), as Whole-Time Director of the Company, the payment of remuneration to him shall be the remuneration as detailed in the explanatory statement or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.



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**RESOLVED FURTHER THAT** the Board of Directors or a duly constituted Committee thereof including the Nomination and Remuneration Committee, be and is hereby authorized to do all such acts, deeds, matters, and things as may be required or considered necessary, appropriate, expedient, or desirable concerning the re-appointment and payment of remuneration within the limit, as it may in its sole and absolute discretion deem fit to give effect to this resolution.”

**By the order of Board of Directors  
For Highway Infrastructure Limited**

Sd/-

**Palak Rathore**

Company Secretary & Compliance Officer

Membership No.: - A73755

Place: Indore

Date: 06 June 2026

**Registered Office:**

**57-FA, Scheme No. 94, Pipliyahana Junction,**

**Ring Road, Indore, 452016**

**Tel: +91-731-2590013**

**Website:** [www.highwayinfrastructure.in](http://www.highwayinfrastructure.in)

**Email:** [cs@highwayinfrastructure.in](mailto:cs@highwayinfrastructure.in)



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**NOTES:**

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as **on Friday, 05 June 2026 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company/Registrar and Transfer Agent /Depository Participants/ Depositories.  
  
Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility.
4. Members may note that the Notice will also be available on website of the Company i.e. [www.highwayinfrastructure.in](http://www.highwayinfrastructure.in), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of the Central Depository Services (India) Limited (“CDSL”) at <https://www.evotingindia.com>.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register/update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.highwayinfrastructure.in](http://www.highwayinfrastructure.in) duly filled and signed along with requisite supporting documents to RTA i.e. Bigshare Services Pvt. Ltd., Office no S6-2 ,6<sup>th</sup> Floor, Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai 400093.
6. Only a person, whose name is recorded in the register of members/register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
7. Voting rights of a member/beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity shares capital of the Company as on the Cut-Off Date.
8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“**SEBI Master Circular**”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. The e-voting period commences at **09:00 A.M. (IST) on Sunday, 14 June 2026 and ends at 05:00 P.M. (IST) on Monday, 13 July 2026.**



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10. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
11. The Board of Directors has appointed CS Manish Maheshwari (Membership No.: 5174, COP No. 3860), Proprietor of M/s. M. Maheshwari & Associates, Practicing Company Secretaries (Peer Review No. 7870/2026) Indore as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizers' decision on the validity of the votes cast in the Postal Ballot shall be final.
12. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairperson of the Company or any person authorized by him.
13. The results of e-voting will be announced **on or before Wednesday, 15 July 2026**, and will be displayed on the Company's website at [www.highwayinfrastructure.in](http://www.highwayinfrastructure.in) and the website of CDSL at <https://www.evotingindia.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.
14. The resolutions, if approved, shall be deemed to have been passed on the last date of E Voting.
15. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.
16. Members seeking to inspect such documents can send an email to [cs@highwayinfrastructure.in](mailto:cs@highwayinfrastructure.in) mentioning his / her / its folio number / DP ID and Client ID. Corporate/ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the company with a copy marked to Scrutinizer and [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
17. Institutional members can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

Members who update their e-mail ID after Cut-off Date can send their request for receiving the Postal Ballot Notice to the RTA Bigshare Services Pvt. Ltd. at [info@bigshareonline.com](mailto:info@bigshareonline.com).

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 09:00 A.M. (IST) on Sunday, 14 June 2026 and ends at 05:00 P.M. (IST) on Monday, 13 July 2026. During this period shareholders' of the Company, holding shares either in physical

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form or in dematerialized form, as on the cut-off date (record date) of 5 June 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon &amp; My Easi New (Token) Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or</li></ol>



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	<p>joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



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	4) For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2) Click on “Shareholders” module.

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- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Highway Infrastructure Limited on which you choose to vote.



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- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@highwayinfrastructure.in](mailto:cs@highwayinfrastructure.in) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911



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**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

**Item No. 1:**

The existing Articles of Association (“AOA”) of the Company presently do not contain any enabling provision permitting a member/s to waive or forgo his/her/its/their right to receive dividend declared by the Company.

In order to provide flexibility to the Members of the Company holding equity shares to voluntarily waive or forgo their entitlement to receive dividend, whether interim or final, for any financial year, the Board of Directors of the Company (“Board”), at its meeting, subject to approval of the Members of the Company, approved insertion of a new Article 154A in the Articles of Association of the Company relating to waiver of the right to receive dividend.

The proposed Article 154A, inter alia, provides that a member may waive or forgo his/her/its/their right to receive dividend in such form, manner and within such timelines as may be prescribed by the Board from time to time. The proposed Article further provides that such waiver, once communicated to and accepted by the Company, shall become final, binding and irrevocable from the Record Date / Book Closure date fixed for determining entitlement to dividend.

The proposed amendment is enabling in nature and does not impose any obligation on any Member to waive or forgo dividend.

The proposed alteration of the Articles of Association requires approval of the Members of the Company by way of Special Resolution pursuant to Section 14 of the Companies Act, 2013.

A copy of the existing Articles of Association of the Company along with the proposed amendments shall be available for inspection by the Members electronically during the period of remote e-voting. Members seeking to inspect the same may send an e-mail request to the Company at [cs@highwayinfrastructure.in](mailto:cs@highwayinfrastructure.in).

None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Postal Ballot Notice for approval of the Members.

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**Item No. 2**

The Board of Directors, at its meeting held on the 05<sup>th</sup> Day of May 2018 has appointed Mr. Arun Kumar Jain (DIN:00006132) as Managing Director of the Company for a period of five years with effect from 05<sup>th</sup> May 2018 to 04<sup>th</sup> May 2023 subject to approval from Shareholders at next General Meeting.

Subsequently, at the Extra Ordinary General Meeting of the Company held on 30<sup>th</sup> May 2018, the members approved the appointment and terms of remuneration of Mr. Arun Kumar Jain (DIN: 00006132) as Managing Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its meeting held on 06<sup>th</sup> May 2023, has re-appointed Mr. Arun Kumar Jain (DIN: 00006132) as the Managing Director of the company for a further period of three years with effect from 05<sup>th</sup> May 2023 to 04<sup>th</sup> May 2026, Subsequently Shareholder at the Annual General Meeting held on 30<sup>th</sup> September 2023 approved the same.

Further, Being the promotor director of the Company and considering the vast experience of Mr. Arun Kumar Jain and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its meeting held on 06<sup>th</sup> June 2026, has re-appointed **Mr. Arun Kumar Jain (DIN: 00006132)** as the Managing Director of the company for a further period of three years with effect from 05<sup>th</sup> May 2026 to 04<sup>th</sup> May 2029, subject to the approval of the members.

**Brief Profile of Mr. Arun Kumar Jain is as follows:**

Mr. Arun Kumar, aged 56 years, is the Managing Director and Promoter of the Company. He holds a Diploma in Textile Technology from the Madhya Pradesh Board of Technical Education, Bhopal. He has over 31 years of experience in the infrastructure sector and plays a key role in the strategic planning, management, and overall business operations of the Company. He has held various leadership positions in industry associations, including CREDAI and the Builders Association of India.

He has contributed a great value in the growth and success of the company with his rich experience in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to re-appoint him as Managing Director.

It is therefore proposed to seek Members approval for the re-appointment of and remuneration payable to Mr. Arun Kumar Jain (DIN: 00006132) as a Managing Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

Broad Particulars of the terms of the re-appointment of and remuneration payable to Mr. Arun Kumar Jain (DIN: 00006132) are as under:

**A. Tenure of Appointment**

The appointment as Managing Director is for a period of **three years** with effect from **5<sup>th</sup> May 2026**.

**B. Remuneration**

- a) Basic Salary not exceeding Rs. 10,00,000 per month, provided that the aggregate remuneration payable during any financial year shall not exceed Rs. 1,20,00,000/- per annum.



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**b) *Perquisites and Allowances:***

- i) The Company's contribution to provident fund, superannuation, gratuity payable, retirement benefits, and leave encashment as per the rules of the company, if any, shall be in addition to the basic salary mentioned under (a) above, and as per the limits prescribed under the applicable laws of the country.
- ii) The Managing Director shall be entitled to perquisites which include, HRA, Transport, Medical Allowance, Special Allowance, company car with chauffeur, leave travel concession for self and family including dependents, and other benefits/allowances in accordance with the rules of the company from time to time, for the aforesaid benefits.

**c) *Reimbursement of Expenses:***

The Managing Director shall be reimbursed at actuals for all the expenses incurred by him for travelling boarding and lodging including for his spouse and attendants during business trips conducted on behalf of the company. The reimbursement of expenses will not be included in the calculation of remuneration or perquisites of the Managing Director.

**d) *Bonus:***

The Managing Director may be paid a Performance Linked Bonus in each financial year, based on the performance parameters as may determine by the Board of Directors or any of its committees. The bonuses shall not be considered as part of perquisites under (b) above.

**e) *Minimum Remuneration:***

In the event of loss or inadequacy of profits in any financial year, during the tenure of the Managing Director, the company will pay the Remuneration to the Managing Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, as per the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company.

**f) *Perquisites***

- a) Leave travel allowance for self and family once in 2 years as per rules of the Company.
- b) Medical expenses actually incurred by him and his family subject to a maximum of two months' salary.
- c) Club fees
- d) Provision for use of a car with a driver for official business.
- e) Payment/ Reimbursement of Telephone including the mobile expense.
- f) Medical & personal accident insurance.
- g) Gratuity- As per statutory law and rules, as applicable, from time to time.
- h) The Company will make suitable contributions towards the Provident Fund, Superannuation Fund, etc. as per the Rules of the Company.

**Statement of Information relevant to Mr. Arun Kumar Jain as required under Section II of Part II of Schedule V of the Companies Act, 2013**



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### GENERAL INFORMATION

#### 1. Nature of Industry

We are an infrastructure development and management Company. Our Company is engaged in the business of tollway collection, EPC Infra and real estate businesses. While the Company's business spans facets of infrastructure development and management, tollway collection stands out as a significant mix of its business, driving our revenues and financial performance followed by EPC Infra business which comprises of executing construction development projects of different types like roads, bridges, tanks, irrigation related construction and civil buildings etc. for customers.

#### 2. Date or expected date of commencement of commercial production

The company was incorporated on 10<sup>th</sup> February, 2006 and commenced commercial activities after that.

#### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable

#### 4. Financial performance based on given indicators (In Lacs):

Financial information is available on the company website <https://www.highwayinfrastructure.in/financial-reports/>

#### 5. Foreign investments or collaborations, if any

The Company has not made any investment in foreign or has no such collaboration.

### I. INFORMATION ABOUT THE APPOINTEE

#### 1. Background details

Mr. Arun Kumar, aged 56 years, is the Managing Director and Promoter of the Company. He holds a Diploma in Textile Technology from the Madhya Pradesh Board of Technical Education, Bhopal. He has over 31 years of experience in the infrastructure sector and plays a key role in the strategic planning, management, and overall business operations of the Company. He has held various leadership positions in industry associations, including CREDAI and the Builders Association of India.

Under his leadership, the Company has made significant growth in the Infrastructure, Construction and Toll Business and has become one of the renowned names in the industry in Indore. He is responsible for building the business from scratch and bringing it up to the current position. His acumen has helped the company to consolidate its position in the industry. He leads the Company in overall planning, general business, generating strategies and identifying opportunities. Mr. Arun Kumar Jain has been actively associated with Indian business associations with Industrial groups.

#### 2. Past remuneration

Sr. No.	Name of Director	Remuneration paid in FY 25-26
1.	Mr. Arun Kumar Jain	60,00,000 per annum

#### 3. Job profile and his suitability

As a Managing Director, Mr. Arun Kumar Jain is entrusted with to perform such duties and exercise such powers as have been entrusted on him at this position or may from time to time be entrusted or conferred upon them him by the Board.



## HIGHWAY INFRASTRUCTURE LIMITED

CIN: L45203MP2006PLC018398

REG. OFFICE ADDRESS: 57-FA, SCHEME NO. 94, PIPLIYAHANA JUNCTION, RING ROAD, INDORE, (M.P.) – 452016, INDIA

Tel: +91-731-2590013, 4047177

E-Mail: hiplindore@gmail.com, Visit us at: www.highwayinfrastructure.in

Mr. Arun Kumar Jain is of proven caliber and skill and are having wide ranging experience in the industry.

Mr. Arun Kumar Jain shall have all powers and duties as the Board may determine from time to time apart from all the powers of day today functioning of the Company as MD.

#### 4. Remuneration proposed

Details of proposed remuneration have been disclosed in aforesaid points.

#### 5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size of the company, profile of Mr. Arun Kumar Jain, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.

#### 6. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any

Besides the remuneration being received, Mr. Arun Kumar Jain does not have any pecuniary relationship with the company. Mr. Jain holds 24.79% equity share in the Company along with Beneficial interest.

## II. OTHER INFORMATION:

#### 1. Reasons for loss or inadequate profits

At present the company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.

#### 2. Steps taken or proposed to be taken for improvement.

During the year under review, the Company has taken various effective cost control measures which would result in better profitability in the ensuing years.

#### 3. Directorship in other Listed Company.

He is neither a director in any listed Company nor a member in any committee of listed Company in past three year.

## III. DISCLOSURES:

Except Arun Kumar Jain, His Son Mr. Riddharth Jain his relatives, and his relative none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of this notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 2 of the Postal Ballot Notice for approval of the Members.

#### **Item No : 3**

The Board of Directors, at its meeting held on the 05<sup>th</sup> Day of May 2018 has appointed **Mr. Anoop Agrawal (DIN: 00006120)** as Whole-Time Director of the Company for a period of five years with effect from 05<sup>th</sup> May 2018 to 04<sup>th</sup> May 2023 subject to approval from Shareholders at next General Meeting.

Subsequently, at the Extra Ordinary General Meeting of the Company held on 30<sup>th</sup> May 2018, the members approved the appointment and terms of remuneration of **Mr. Anoop Agrawal (DIN: 00006120)** as the Whole-Time Director of the Company.



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Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its meeting held on 06<sup>th</sup> May 2023, has re-appointed **Mr. Anoop Agrawal (DIN: 00006120)** as the Whole-Time Director of the company for a further period of three years with effect from 05<sup>th</sup> May 2023 to 04<sup>th</sup> May 2026. Subsequently Shareholder at the Annual General Meeting held on 30<sup>th</sup> September 2023 approved the same.

Further, Being the promotor director of the Company and considering the vast experience of Mr. Anoop Agrawal and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its meeting held on 06<sup>th</sup> June 2026, has re-appointed **Mr. Anoop Agrawal (DIN: 00006120)** as the Whole-Time Director of the company for a further period of three years with effect from 05<sup>th</sup> May 2026 to 04<sup>th</sup> May 2029, subject to the approval of the members.

***Brief Profile of Mr. Anoop Agrawal is as follows:***

Mr. Anoop Agrawal, aged 46 years, is the Whole-time Director and Chief Financial Officer and Promoter of the Company. He has over 22 years of experience in the infrastructure industry and has been associated with the Company since 2006. He plays a key role in project execution, business development, identification of new opportunities, and coordination with governmental authorities. He has contributed a great value in the growth and success of the company with his rich experience in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to re-appoint him as Whole Time Director.

It is therefore proposed to seek Members approval for the re-appointment of and remuneration payable to **Mr. Anoop Agrawal (DIN: 00006120)** as a Whole-Time Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

Broad Particulars of the terms of the re-appointment of and remuneration payable to **Mr. Anoop Agrawal (DIN: 00006120)** are as under:

**A. Tenure of Appointment**

The appointment as the Whole-Time Director is for a period of **three years** with effect from **5<sup>th</sup> May 2026**.

**B. Remuneration**

- a) Basic Salary not exceeding Rs. 10,00,000 per month, provided that the aggregate remuneration payable during any financial year shall not exceed Rs. 1,20,00,000/- per annum.
- b) Perquisites and Allowances:
  - a. The Company's contribution to provident fund, superannuation, gratuity payable, retirement benefits, and leave encashment as per the rules of the company, if any, shall be in addition to the basic salary mentioned under (a) above, and as per the limits prescribed under the applicable laws of the country.
  - b. The Whole-Time Director shall be entitled to perquisites which include, HRA, Transport, Medical Allowance, Special Allowance, company car with chauffeur, leave travel concession for self and family including dependents, and other benefits/allowances in accordance with the rules of the company from time to time, for the aforesaid benefits.
- c) **Reimbursement of Expenses:**

The Whole-Time Director shall be reimbursed at actuals for all the expenses incurred by him for travelling boarding and lodging including for his spouse and attendants during business trips conducted on behalf of the



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company. The reimbursement of expenses will not be included in the calculation of remuneration or perquisites of the Whole-time Director.

### **d) Bonus:**

The Whole-Time Director may be paid a Performance Linked Bonus in each financial year, based on the performance parameters as may determine by the Board of Directors or any of its committees. The bonuses shall not be considered as part of perquisites under (b) above.

### **e) Minimum Remuneration:**

In the event of loss or inadequacy of profits in any financial year, during the tenure of the Whole-Time Director, the company will pay the Remuneration to the Whole-Time Director, within the maximum ceiling per annum as per Section II of Part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, as per the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company.

### **f) Perquisites**

- i. Leave travel allowance for self and family once in 2 years as per rules of the Company.
- ii. Medical expenses actually incurred by him and his family subject to a maximum of two months' salary.
- iii. Club fees
- iv. Provision for use of a car with a driver for official business.
- v. Payment/ Reimbursement of Telephone including the mobile expense.
- vi. Medical & personal accident insurance.
- vii. Gratuity- As per statutory law and rules, as applicable, from time to time.
- viii. The Company will make suitable contributions towards the Provident Fund, Superannuation Fund, etc. as per the Rules of the Company.

## **Statement of Information relevant to Mr. Anoop Agrawal as required under Section II of Part II of Schedule V of the Companies Act, 2013**

### **GENERAL INFORMATION**

#### **1. Nature of Industry**

We are an infrastructure development and management Company. Our Company is engaged in the business of tollway collection, EPC Infra and real estate businesses. While the Company's business spans facets of infrastructure development and management, tollway collection stands out as a significant mix of its business, driving our revenues and financial performance followed by EPC Infra business which comprises of executing construction development projects of different types like roads, bridges, tanks, irrigation related construction and civil buildings etc. for customers

#### **2. Date or expected date of commencement of commercial production**

The company was incorporated on 10<sup>th</sup> February, 2006 and commenced commercial activities after that.

#### **3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.**

Not applicable



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**4. Financial performance based on given indicators (In Lacs):**

Financial information is available on the company website <https://www.highwayinfrastructure.in/financial-reports/>.

**5. Foreign investments or collaborations, if any**

The Company has not made any investment in foreign or has no such collaboration.

**I. INFORMATION ABOUT THE APPOINTEE**

**1. Background details**

Mr. Anoop Agrawal, aged 46 years, is the Whole-time Director and Chief Financial Officer and Promoter of the Company. He has over 22 years of experience in the infrastructure industry and has been associated with the Company since 2006. He plays a key role in project execution, business development, identification of new opportunities, and coordination with governmental authorities. He is currently driving the company as an experienced sustainability and networking Director/Promoter through capabilities of effective coordination, management and implementation, finance management, strategic planning, and business leadership. Under his leadership, the Company has made significant growth in the Infrastructure, Construction and Toll Business and has become one of the renowned names in the industry. He is responsible for handling finances for the Company from scratch and bringing it up to the current position. His acumen has helped the company to consolidate its position in the industry.

**2. Past remuneration**

Sr. No.	Name of Director	Remuneration paid in FY 25-26
1.	Mr. Anoop Agrawal	60,00,000 per annum

**3. Job profile and his suitability**

As a Whole-Time Director, Mr. Anoop Agrawal is entrusted with to perform such duties and exercise such powers as have been entrusted on him at this position or may from time to time be entrusted or conferred upon them him by the Board.

Mr. Anoop Agrawal is of proven caliber and skill and are having wide ranging experience in the industry.

Mr. Anoop Agrawal shall have all powers and duties as the Board may determine from time to time apart from all the powers of day today functioning of the Company as Whole Time Director.

**4. Remuneration proposed**

Details of proposed remuneration have been disclosed in aforesaid points.

**5. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

Taking into consideration the size of the company, profile of Mr. Anoop Agrawal, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.

**6. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any**



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Besides the remuneration being received, Mr. Anoop Agrawal does not have any pecuniary relationship with the company. Mr. Agrawal holds 26.77 % equity share in the Company.

**II. OTHER INFORMATION:**

**1. Reasons for loss or inadequate profits**

At present the company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.

**2. Disclosure of relationships between directors inter-se**

Not related with any Director of the Company.

**3. Directorship in other Listed Company.**

He is neither a director in any listed Company nor a member in any committee of listed Company in past three year.

**III. Disclosures:**

Except Mr. Anoop Agrawal and his relatives, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of this notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Postal Ballot Notice for approval of the Members.

**By the order of Board of Directors  
For Highway Infrastructure Limited**

Sd/-

**Palak Rathore**

Company Secretary & Compliance Officer

Membership No.: - A73755

Place: Indore

Date: 06 June 2026

**Registered Office:**

**57-FA, Scheme No. 94, Pipliyahana Junction,  
Ring Road, Indore, 452016**

**Tel: +91-731-2590013**

**Website: [www.highwayinfrastructure.in](http://www.highwayinfrastructure.in)**

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