



**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**

**06<sup>th</sup> June, 2026**

|                                                                                                                                          |                                                                                                                                                           |
|------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>To,<br/>The Secretary,<br/>Corporate Relationship Department<br/>BSE Limited<br/>P. J. Towers, Dalal Street<br/>Mumbai- MH 400001</b> | <b>To,<br/>The Secretary,<br/>Listing Department<br/>National Stock Exchange of India Ltd.<br/>Exchange Plaza, BKC, Bandra (E)<br/>Mumbai - MH 400051</b> |
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**Scrip Symbol: HILINFRA | Scrip Code: 544477 | ISIN: INE00RL01028**

**Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), we would like to inform you that the Board of Directors at its meeting held today i.e. Saturday 06<sup>th</sup> June 2026 commenced at 11:00 AM and concluded at 11:45 AM inter alia approved the following:

- a. The Alteration in the Clause of Article of Association of the Company and Adopted Altered Article of Association Pursuant to such alteration subject to approval of the shareholders of the Company.
- b. Reappointment of Mr. Arun Kumar Jain (DIN: 00006132) as the Managing Director of the Company for a further period of three-year w.e.f. 5<sup>th</sup> May 2026, subject to approval of the shareholders of the Company.
- c. Reappointment of Mr. Anoop Agrawal (DIN: 00006120) as the Whole-Time Director for a further period of three-year w.e.f. 5<sup>th</sup> May 2026, subject to approval of the shareholders of the Company.

The required information is in compliance with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed herewith as “Annexure – A”, “Annexure – B” and “Annexure-C” respectively.

The aforesaid information is also available on the website of the Company at <https://www.highwayinfrastructure.in>.



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This intimation is being submitted for your information and records.

Thank You,

**For Highway Infrastructure Limited**

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**Palak Rathore**

**Company Secretary & Compliance Officer**

**Membership No. - A73755**

Encl: As above.



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*Annexure- A*

**Alteration of the Articles of Association ("AOA") of the Company**

Changes/Amendments

| <b>S. No</b> | <b>Clause No. of AOA</b> | <b>Clause related to</b>             | <b>Type of Alteration</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|--------------|--------------------------|--------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.           | 154A                     | Waiver of right to receive dividend. | <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> |



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|----|--------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------|
| 2. | Rationale for alteration |  | The amendment is proposed to enable shareholders to voluntarily waive their entitlement to dividend in accordance with applicable laws. |
|----|--------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------|

***Annexure- B***

|                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|---------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Managing Director                                                                           | Mr. Arun Kumar Jain (DIN: 00006132)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Reason for change viz. appointment, re-appointment, <del>resignation, removal, death or otherwise</del> | <p>Re-appointment of Mr. Arun Kumar Jain (DIN: 00006132) as the Managing Director of the Company subject to approval of the shareholders of the Company.</p> <p>Mr. Arun Kumar Jain is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Date of Re-appointment and term of Re-appointment                                                       | <p>The tenure of re-appointment of Mr. Arun Kumar Jain, as the Managing Director and Promoter of the Company for a further period of three-year w.e.f. 5<sup>th</sup> May 2026, subject to approval of the shareholders of the Company.</p> <p>The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act.</p> <p>The Managing Director shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.</p> <p>The appointment shall be governed by section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder.</p> |
| Brief Profile                                                                                           | <p>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.</p>                                                                                                                                                                                                                                                                                                                                                                     |



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|-----------------------------------------------|------------------------------------------------------------------------------------------|
| Disclosure of Relationships between Directors | He is a Father of Mr. Riddharth Jain, Director & Chief Executive Officer of the Company. |
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*Annexure- C*

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|---------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Whole time Director                                                                         | Mr. Anoop Agrawal (DIN: 00006120)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Reason for change viz. appointment, re-appointment, <del>resignation, removal, death or otherwise</del> | <p>Re-appointment of Mr. Anoop Agrawal (DIN: 00006120) as the Whole-time Director of the Company subject to approval of the shareholder of the Company.</p> <p>Mr. Anoop Agrawal is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Date of Re-appointment and term of Re-appointment                                                       | <p>The tenure of re-appointment of Mr. Anoop Agrawal, as the Whole time Director of the Company for a further period of three-year w.e.f. 5<sup>th</sup> May 2026, subject to approval of the shareholders of the Company.</p> <p>The Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board, within the overall limits prescribed under the Act.</p> <p>The Director shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.</p> <p>The appointment shall be governed by section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder.</p> |
| Brief Profile                                                                                           | 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.                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Disclosure of Relationships between Directors                                                           | NA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |