

**HIGHWAY INFRASTRUCTURE LIMITED**

CIN : U45203MP2006PLC018398

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>**December 10, 2025**

To, The Secretary, Corporate Relationship Department, BSE Limited P. J. Towers, Dalal Street Mumbai- MH 400001.	To, The Secretary, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, BKC, Bandra (E) Mumbai - MH 400051.
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Scrip 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,

This is with reference to our intimation dated 6th November, 2025, informing the Stock Exchanges about the decision of the Board of Directors of the Company for appointment of Mr. Vinayak Parkhi as a Non-Executive Independent Director for a term of five years w.e.f. 6th November, 2025 to 5th November, 2030.

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose the Postal Ballot Notice for seeking approval of the Members by way of Special Resolution for the aforesaid appointment.

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, 5th December, 2025 (“**Cut-off date**”).

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 Saturday, 13th December, 2025, and ends at 05:00 p.m. (IST) on Sunday, 11th January 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.



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A copy of the Postal Ballot Notice is also available on the Company's website at www.highwayinfrastructure.in , websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the Bigshare Services Private Limited that is www.bigshareonline.com .

This is for your information and records.

Thanking You,

For Highway Infrastructure Limited

Palak

Rathore

Digitally signed by
Palak Rathore
Date: 2025.12.10
15:02:26 +05'30'

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 the 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 Section 110 of the Companies Act, 2013 ("**the Act**"), 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 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.

SPECIAL BUSINESS:

Item No. 1:

To approve and regularize the appointment of Mr. Vinayak Parkhi (DIN: 11220908) as a Non-Executive Independent Director of the Company:

In this regard, consider and, if thought fit, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder, read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules of the Companies Act, 2013 (including any



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statutory modifications or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company Mr. Vinayak Parkhi (DIN: 11220908), who was appointed as an Additional Non-Executive Independent Director by the Board effective November 6, 2025, meets the independence criteria under Section 149, and has submitted a declaration to that effect, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 consecutive years (i.e., till November 5, 2030), on the terms and conditions as mentioned in the annexed explanatory statement;

RESOLVED FURTHER THAT any of the directors be and is hereby authorized to file the requisite forms with Registrar of Companies within the prescribed period along with the prescribed fees, to do the necessary entries in the Register of Director and Key Managerial Personnel, to issue a certified true copy of the resolution and to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application(s), document(s), letter(s) etc.”

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

Palak

Digitally signed by

Palak Rathore

Rathore

Date: 2025.12.10

14:47:11 +05'30'

Palak Rathore

Company Secretary & Compliance Officer

Membership No.: - A73755

Place: Indore

Date: 10.12.2025

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, December 5, 2025 (“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.



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4. Members may note that the Notice will also be available on website of the Company i.e. www.highwayinfrastructure.in, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of the Central Depository Securities 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 duly filled and signed along with requisite supporting documents to RTA i.e. Bigshare Services Pvt. Ltd., Office no S6-2 ,6th 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 Saturday, December 13, 2025 and ends at 05:00 p.m. (IST) on Sunday, January 11, 2026.**

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.
10. The Board of Directors has appointed CS Manish Maheshwari, a practicing Company Secretary, (Membership No.: 5174, COP No. 3860), Proprietor of M/s. M. Maheshwari & Associates, Company Secretaries, Indore, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said



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purpose. The Scrutinizers' decision on the validity of the votes cast in the Postal Ballot shall be final.

11. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him.

The results of e-voting will be announced **on or before Tuesday, January 13, 2026**, and will be displayed on the Company's website at 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.

12. The resolutions, if approved, shall be deemed to have been passed on the last **date of e-voting i.e., Sunday, January 11, 2026.**
13. 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.

Members seeking to inspect such documents can send an email to cs@highwayinfrastructure.in mentioning his/her/its folio number/DP ID and Client ID.

14. 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 Scrutinizer by e-mail to mmaheshwari1306@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. 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.
15. 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 investor@bigshareonline.com.

14. PROCEDURE FOR E-VOTING:

(i) E-VOTING FACILITY:

CDSL e-Voting System - For Remote e-voting

THE INSTRUCTIONS 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.



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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 Saturday, December 13, 2025 and ends at 05:00 p.m. (IST) on Sunday, January 11, 2026**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **Friday, 5th December, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

- (iii) 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:



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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 joining virtual meeting & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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



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	<p>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 https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ 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> <p>4) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</p> <p>5) 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 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 or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 24997000

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

(iv) 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.
- 2) Click on “Shareholders” module.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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PAN	Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">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.
Dividend Bank Details OR 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">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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN i.e. for the relevant Company Name i.e. **Highway Infrastructure Limited** on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**



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- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- 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 (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 i.e. investor@bigshareonline.com.
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 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 or call at toll free no. 1800 21 09911.



HIGHWAY INFRASTRUCTURE LIMITED

CIN: U45203MP2006PLC018398

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

As per the provisions of Section 72 of the Act and SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.

4. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:

- a. Form ISR-3: For opting out of nomination by shareholder(s)
- b. Form SH-14: For cancellation or variation to the existing nomination of the shareholder(s)

5. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/14 dated 28th December 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The ODR portal can be accessed at <https://smartodr.in/login/login>.



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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 Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, recommended to the Board of Directors, appointment of Mr. Vinayak Parkhi (DIN:11220908), member of The Institute of Chartered Accountants of India, as an Independent Director of the Company. The Board of Directors, vide resolution dated November 6, 2025 considered the recommendation and appointed Mr. Vinayak Parkhi (DIN:11220908), with effect from November 6, 2025, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the term of office of Mr. Vinayak Parkhi (DIN:11220908) as an Independent Director will be for 5 (five) consecutive years from November 6, 2025, subject to the approval of members of the Company. Mr. Vinayak Parkhi (DIN:11220908) is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Vinayak Parkhi (DIN:11220908) that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Vinayak Parkhi (DIN:11220908) for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Vinayak Parkhi (DIN:11220908) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Vinayak Parkhi (DIN:11220908) is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

Mr. Vinayak Parkhi who is a Chartered Accountant and a retired Senior Vice-President of HDFC Bank. His Knowledge in Taxation and Finance Management brings enormous changes on the board and company.



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Details of Mr. Vinayak Parkhi pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to this Postal Ballot Notice.

Mr. Vinayak Parkhi shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), approval of members for appointment of a person on the Board of Directors shall be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Even though Mr. Vinayak Parkhi will hold office as an Additional Director upto the date of the ensuing Annual General Meeting, in view of the aforesaid provision of the Listing Regulations, the appointment of Mr. Vinayak Parkhi as an Independent Director is put up for the consideration for approval of the Members by way of a Postal Ballot.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Vinayak Parkhi as an Independent Director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Vinayak Parkhi as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Mr. Vinayak Parkhi as an Independent Director of the Company.

Copy of the letter of appointment issued to Mr. Vinayak Parkhi setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to cs@highwayinfrastructure.in.

Mr. Vinayak Parkhi is interested in the resolution set out at Item No. 1 of this Postal Ballot Notice with regard to his appointment. Relatives of Mr. Vinayak Parkhi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.



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The Board of Directors commends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

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

Palak Rathore Digitally signed by Palak Rathore
Date: 2025.12.10 14:47:40 +05'30'

Palak Rathore
Company Secretary & Compliance Officer
Membership No.: - A73755

Place: Indore
Date: 10.12.2025

Registered Office:
57-FA, Scheme No. 94, Pipliyahana Junction,
Ring Road, Indore, Madhya Pradesh, India, 452016
CIN: U45203MP2006PLC018398
Website: www.highwayinfrastructure.in
Email: hiplindore@gmail.com
Mobile No: +91-6266226488

**HIGHWAY INFRASTRUCTURE LIMITED**

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“Annexure” to this Postal Ballot Notice

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the Director	Mr. Vinayak Parkhi
Director Identification Number (DIN)	11220908
Designation/Category of Director	Additional Director (Non-Executive & Independent)
Date of Birth	15/01/1967
Age	58 years
Date of First Appointment	06.11.2025
Qualifications	Chartered Accountant
Brief resume of the Director	He is retired from HDFC Bank from the position of Senior Vice-President.
Terms & conditions of appointment/reappointment	Please refer to the Explanatory Statement forming a part of this Notice.
Details of remuneration last drawn, if applicable	Not Applicable
Relationship between Directors inter-se with other Directors and Key Managerial Personnel of the Company	None
Number of meetings of the Board of Directors attended during the FY 2024-25.	Not Applicable
Name of the listed entities from which the person has resigned as a director in the past three years	None
Directorship in other Companies	None
Chairmanship/ Membership of Committees in other Companies	None
Shareholding in the Company including shareholding as a beneficial owner	None
Skills and capabilities required for the role and the manner in which such requirements are met	Please refer to the Explanatory Statement forming a part of this Notice.

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

Palak Rathore
Digitally signed by Palak Rathore
Date: 2025.12.10 14:48:09 +05'30'

Palak Rathore

Company Secretary & Compliance Officer

Membership No.: - A73755

Date: 10.12.2025