

**HIGHWAY INFRASTRUCTURE LIMITED**

CIN : L45203MP2006PLC018398

GSTIN : 23AABCH6631A1Z9

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

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13th April, 2026

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: Disclosure under Regulation 30 and 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Voting Results and Scrutinizer’s report on Postal Ballot

Dear Sir/Madam,

In continuation to our letter dated 09th March 2026 regarding Notice of Postal Ballot issued to the Members of the Company, we wish to inform you that the Members of the Company have passed the following Special Resolution, as stated in the said Notice, through remote e-voting with requisite majority on Monday, 13th April 2026 on the date on which scrutinizer submitted his report to the company :

S. No.	Details of Resolution
1.	The Alteration of Object Clause of Memorandum of Association of the Company and Adopted Altered Memorandum of Association Pursuant to Alteration in Object Clause
2.	The Alteration in the Clause of Article of Association of the Company and Adopted Altered Article of Association Pursuant to such alteration.

The remote e-voting commenced on Friday, 13th March, 2026 at 00:09 a.m. (IST) and ends at Saturday, 11th April 2026 at 05:00 p.m. (IST). Based on the report dated 13th April 2026, of the Scrutinizer, the resolution as set out in the Notice has been duly approved by the members of the Company with requisite majority. The details of the voting results of Postal Ballot in terms of the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Scrutinizer's Report are attached as Annexure 1 and Annexure 2 respectively.

The voting results and the Scrutinizer's Report have also been uploaded on the website of the Company at www.highwayinfrastructure.in .

Thank You,
For Highway Infrastructure Limited

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

Encl: As below.

HIGHWAY INFRASTRUCTURE LIMITED_EQ NEW FV RS 5

Date of the AGM/EGM	13/04/2026
Total number of shareholders on record date	62172
No. of shareholders present in the meeting either in person or through proxy:	0
Promoters and promoter Group:	0
Public:	0
No. of shareholders attended the meeting through Video Conferencing:	NOT ARRANGED
Promoters and promoter Group:	
Public:	

Resolution 1 :TO CONSIDER AND SEEK APPROVAL FOR ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AND TO ADOPT ALTERED MEMORANDUM OF ASSOCIATION PURSUANT TO ALTERATION IN OBJECT CLAUSE:

Resolution required :(Ordinary / Special)	Special Resolution:
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	50231344	50231344	100.00	50231344	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL		50231344	50231344	100.00	50231344	0	100.00
Public - Institutions	E-VOTING	294365	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL		294365	0	0.00	0	0	0.00
Public-Non Institutions	E-VOTING	21194923	2966314	14.00	2965742	572	99.98	0.02
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL		21194923	2966314	14.00	2965742	572	99.98
TOTAL		71720632	53197658	74.17	53197086	572	100.00	0.00

Resolution 2 :TO CONSIDER AND SEEK APPROVAL FOR ALTERATION IN THE CLAUSE OF ARTICLE OF ASSOCIATION OF THE COMPANY AND TO ADOPT ALTERED ARTICLE OF ASSOCIATION PURSUANT TO SUCH ALTERATION

Resolution required :(Ordinary / Special)	Special Resolution:
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	50231344	50231344	100.00	50231344	0	100.00	0.00
Promoter & Promoter Group	POLL	0	0	0.00	0	0	0.00	0.00
Promoter & Promoter Group	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	50231344	50231344	100.00	50231344	0	100.00	0.00
Public - Institutions	E-VOTING	294365	0	0.00	0	0	0.00	0.00
Public - Institutions	POLL	0	0	0.00	0	0	0.00	0.00
Public - Institutions	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00

	TOTAL	294365	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	21194923	2966314	14.00	2965742	572	99.98	0.02
Public-Non Institutions	POLL	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	21194923	2966314	14.00	2965742	572	99.98	0.02
TOTAL		71720632	53197658	74.17	53197086	572	100.00	0.00



M. Maheshwari & Associates

Company Secretaries

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8-B South Tukoganj, Indore - 452001

Ph. : 0731-4068730

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Email : cs@mmaheshwari.com

Website : www.mmaheshwari.com

Manish Maheshwari

M.Com, LLB, F.C.S

Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairperson,
Highway Infrastructure Limited
CIN: L45203MP2006PLC018398
REG. Office Address: 57-FA, Scheme No. 94,
Pipliyahana Junction, Ring Road, Indore MP 452016

Dear Sir,

Sub: **Scrutinizer's Report on Postal Ballot by remote E- Voting Process conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014.**

I, Manish Maheshwari, Company Secretary in Practice having Membership No. FCS 5174, CP 3860 and proprietor of M/s. M. Maheshwari & Associates, Company Secretaries in Indore has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed in the board meeting held on 06th March, 2026 as required under Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Postal Ballot process through remote e-voting as contained in the notice dated 06th March, 2026 in a fair and transparent manner.

I am pleased to present the report on the Postal Ballot process through remote e-voting conducted by Highway Infrastructure Limited ("the Company") seeking consent of its Members for the Special Resolution as contained in the Notice of the Postal Ballot dated 06th March, 2026.

1. In terms of Sections 110 and 108 of the Companies Act, 2013, and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable laws and regulations, General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 22/ 2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020 and General Circular No. 39/ 2020 dated December 31, 2020 including General Circular No. 10/2021 dated June 23, 2021 and 20/2021 dated 8 December, 2021 and 3/2022 dated 5 May, 2022, 11/2022 dated 28th December 2022, 9/2023 dated September 25, 2023 and read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as ‘MCA Circulars’), in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by COVID- 19” issued by the Ministry of Corporate Affairs, Government of India, and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/1133 dated October 3, 2024, issued by the 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”), the 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).

2. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through Postal Ballot through electronic means on the Resolutions contained in the Postal Ballot notice dated 06th March, 2026.
3. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer Report of the votes cast “in favour” or “against” the resolution, based on the postal ballot forms submitted by the shareholders through e-voting system provided by the Central Depository Services (India) Limited (“CDSL”), the authorized agency to provide e - voting facilities, engaged by the company for extending the facility of electronic voting to the Shareholders of the Company.
4. The postal ballot notice dated 06th March 2026 along with statement setting out material facts under Section 102 of the Companies Act, 2013 dated 10th March, 2026 was sent to the shareholders by email at their registered email addresses whose names appear as on the cut off date in the register of Members/list of Beneficial owners.
5. In terms of the aforesaid notice, Members were required to convey their assent or dissent, as the case maybe, through e-voting on the e-voting platform

provided by Central Depository Services (India) Limited (“CDSL”), from Friday 13th March, 2026 (9:00 A.M. IST onwards) to Saturday 11th April, 2026 (up to 5:00 P.M. IST).

6. The company has hosted the postal ballot notice dated 06th March 2026 on its website www.highwayinfrastructure.in and also submitted to the Bombay Stock Exchange (“BSE”) and National Stock Exchange of India Ltd (“NSE”).
7. As confirmed by the Company, the company has issued a public Advertisement for notice to the members of the company in two Newspapers namely “Times of India” (English Edition) and “Choutha Sansar (Hindi Edition) dated 10th March, 2026.
8. The votes cast through electronic means received up to 5:00 P.M (IST) on Saturday, 11th April, 2026 being last time and date fixed by the company for receipt of the votes cast through electronic means were considered for my scrutiny;
9. The votes cast through electronic means received upto 5.00 P.M (IST) on Saturday, 11th April, 2026 were unblocked on Saturday, 11th April, 2026, in the presence of 2 witnesses, Mr. Chayesh Garg and Ms. Avani Moghe, who are not in employment of the Company.

10.A Summary of votes cast through electronic means is placed for consideration by the Members are given below:-

Sr. No.	Particulars	No. of Postal ballot Forms/e-voting options	No. of shares
(a)	1. Total postal Ballot forms received	0	0
	2. Total E-voting options received	142	5,31,97,658
	Total (1+2)	142	5,31,97,658
(b)	Less: Invalid postal ballot forms	0	0
(c)	1. Net valid postal Ballot forms (As per register)	0	0
	2. Net E-voting options	142	5,31,97,658
	Total (1+2)	142	5,31,97,658

11. The result of e-voting is given below:


Sr. No	Particulars	Type of Resolution	Votes in favour (In no.)	Votes In favour (In %)	Votes casted Against (In no.)	Votes casted Against (In %)
1.	To consider and seek approval for alteration of object clause of memorandum of association of the company and to adopt altered memorandum of association pursuant to alteration in object clause	Special	5,31,97,086	100	572	0
2.	To consider and seek approval for alteration in the clause of article of association of the company and to adopt altered article of association pursuant to such alteration	Special	5,31,97,086	100	572	0

12. All relevant records of electronic voting received will remain in my safe custody until the Chairperson considers, approve and signs the minutes and the same shall be handed over thereafter to the Company Secretary for safe keeping.

13. Restriction of Use: This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) to be placed at the website of the Company. This report is not to be used for any other purpose or to be distributed to any other person. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

14. Result: The Resolution has requisite majority of votes, the resolution may be considered to have been passed. The Chairperson may accordingly declares the result of voting.

**For M. Maheshwari & Associates
Company Secretaries
Firms U.C.N. I2001MP213000**

**Manish
Maheshwari**  Digitally signed by
Manish Maheshwari
Date: 2026.04.13
13:06:56 +05'30'

**Manish Maheshwari
Proprietor
FCS - 5174 CP - 3860
PR No. - 1191/2021**

**Date: 13th April 2026
Place: Indore
UDIN: F005174H000077171**