



M. Maheshwari & Associates

Company Secretaries

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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 Chairman
HIGHWAY INFRASTRUCTURE LIMITED
CIN: U45203MP2006PLC018398
REG. OFFICE ADDRESS: 57-FA, SCHEME NO. 94,
PIPLIYAHANA JUNCTION, RING ROAD, INDORE

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 on 10th December, 2025 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 10th December, 2025, 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 10th December, 2025.

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).

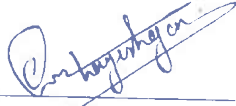
2. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through Postal Ballot through electronic means on the Resolutions contained in the Postal Ballot notice dated 10th December, 2025.
3. Our responsibility 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 notice along with statement setting out material facts under Section 102 of the Companies Act, 2013 dated 10th December, 2025 was sent to the shareholders by email at their registered email addresses whose names appear in the register of Members/list of Beneficial owners as received from CDSL as on 05th December, 2025.
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 Monday, 15th December, 2025 (11:50 a.m. IST onwards) to Wednesday 14th January, 2026 (up to 5:00 p.m. IST).

Originally, the e-voting period was scheduled to commence on Saturday, 13th December, 2025 (9:00 a.m. IST) and end on Sunday, 11th January, 2026 (5:00 p.m. IST). However, due to technical formalities, the EVSN could not be activated as scheduled. A corrigendum is issued in continuation to the Postal Ballot Notice dated 10th December, 2025, revising the e-voting period as follows:



Revised Remote E-Voting Period: Monday, 15th December, 2025 (11:50 a.m. IST) to Wednesday, 14th January, 2026 (5:00 p.m. IST).

6. 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, in English" and "Choutha Sansar in Hindi" dated 12th December, 2025. A corrigendum was published in the same newspapers on 16th December, 2025, announcing changes to the e-voting period.
7. The votes cast through electronic means received up to 5:00 pm (IST) on Wednesday, 14th January, 2026 being last time and date fixed by the company for receipt of the votes cast through electronic means were considered for my scrutiny;
8. The votes cast through electronic means received upto 5.00 pm (IST) on Wednesday, 14th January, 2026 were unblocked on Thursday, 15th January, 2026, in the presence of 2 witnesses, Mr. Chayesh Garg and Ms. Avani Moghe, who are not in employment of the Company.



Chayesh Garg



Avani Moghe

9. 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	185	53248982
	Total (1+2)	185	53248982
(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	185	53248982
	Total (1+2)	185	53248982

10. 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 approve and regularize the appointment of Mr. Vinayak Parkhi (DIN: 11220908) as a Non-Executive Independent Director of the Company.	Special	5,32,46,253	99.99 %	2,729	0.1%

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

12. **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.

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

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



Manish Maheshwari

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

Date: 15th January 2026
Place: Indore
UDIN: F005174G003309145