



**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**

## **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 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. 1191/2021), Indore as Scrutinizer for conducting



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the Postal Ballot, through e-voting process, in a fair and transparent manner and they he has have communicated their 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, February 27, 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 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 as mentioned in this Postal Ballot Notice. The resolutions, if approved, shall be deemed to have been passed on the date on which scrutinizer will submit his report to the company.

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 **Monday, April 13, 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.



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<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>
Friday, February 27, 2026	09:00 A.M. (IST) on Friday, March 13, 2026	05:00 P.M. (IST) on Saturday, April 11, 2026	On or before Monday April 13, 2026

**SPECIAL BUSINESS:**

**ITEM NO. 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:**

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 4, 13 and 15 and all other applicable provisions and rules, if any, of the Companies Act, 2013, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or enactment thereof for the time being in force), and agreed to by board of directors and subject to the approval of Registrar Of Companies Central Processing Centre, and such other authorities as may be required, consent of the members of the Company be and is hereby accorded to alter the Object **Clause III A** of the Memorandum of Association of the Company by adding the following new sub-clauses after the existing **Clause III A (4)**:

**Clause III A (5)**

5. *To conceive, plan, develop, promote, establish, acquire, construct, own, operate, run, engage in, manage, administer, renovate, upgrade, maintain, lease, license, rent, and otherwise deal in all kinds of movable and immovable properties and infrastructure facilities, including but not limited to hotels, restaurants, cafes, hospitals, villas, banquet halls, marriage gardens, guest rooms, event spaces, business parks, multiplex, malls, turfs, sports clubs, gymnasiums, healthcare centers, yoga centers, rehabilitation centers, jogging parks, amusement parks, resorts, water parks, swimming pools, old age homes, orphanages, care centers, exhibition centers, ropeways, cable cars, aerial ropeway transport systems, ports, airports, bus terminals, railway stations, godowns,*

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*warehouses, SEZ units, IT parks, logistics parks, industrial parks, petrol pump, Power plants, Water treatment plants, Solar parks, wind farms, hybrid renewable projects, EV charging stations, battery-swapping stations, beer house and other commercial, institutional, residential, recreational, cultural, religious, and public utility premises, and to utilize, operate and make available such properties and facilities for accommodation, lodging, marriage ceremonies, social functions, corporate meetings, conferences, exhibitions, cultural programmes, religious functions, wellness and sports activities, and other lawful purposes by providing the same on rental, lease, licence, franchise, management, concession, or usage basis to individuals, firms, companies, institutions, government bodies, and other entities, and to organize, supervise, coordinate, and manage the day-to-day operations thereof, including providing comprehensive facility management, housekeeping, maintenance, security, hospitality, catering, logistics, technical, administrative, and other allied and auxiliary services, and to do all such acts, deeds, matters, and things as may be necessary, expedient, incidental, or conducive to the attainment of the aforesaid objects, including entering into contracts, agreements, collaborations, joint ventures, partnerships, and other arrangements incidental or ancillary thereto.*

**Clause III A (6)**

6. *To carry on the business of collection of tolls and user charges and to collect, operate, manage, maintain and administer toll systems and toll plazas on highways, expressways, bridges, flyovers, tunnels, bypasses, corridors and other infrastructure projects, whether owned, leased, licensed or operated by the Company or undertaken through concession agreements, public-private partnership (PPP) models, joint ventures, collaborations, outsourcing arrangements, subcontracting or any other lawful mode; and to enter into arrangements, agreements and contracts as principal or agent/vendor with the Central Government, State Government, Semi-Government Bodies, Municipal, Local or other Authorities, statutory bodies, public sector undertakings, private parties or any institution or company in India or abroad, and to procure, obtain and maintain any rights, privileges, charters, contracts, licenses and concessions in connection therewith and to carry out, exercise and comply with the same; and To design, develop, construct, establish, install, operate and maintain wayside amenities and allied facilities in connection with such infrastructure projects, including rest areas, restaurants, food courts, fuel stations, electric vehicle charging stations, parking areas, hotels, motels, retail outlets, convenience stores, medical aid centers, vehicle service centers, information and other traveler facilities, and to generate, recover and appropriate revenue therefrom including toll fees, user charges, lease rentals, advertisements, branding, sponsorships and other commercial activities.*



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**RESOLVED FURTHER THAT** the **Clause III A (5)** and **Clause III A (6)** of Memorandum of Association be adopted accordingly and the same shall be noted in every copy of the Memorandum of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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 Memorandum of Association of the Company.”

**ITEM NO. 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**

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 Sections 14 and all 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) or re-enactment(s) thereof for the time being in force), and agreed to by board of directors, consent of the members of the Company be and is hereby accorded to alter the following clause of the Articles of Association of the Company;

<b>S. No</b>	<b>Clause No. of AOA</b>	<b>Clause related to</b>	<b>Type of Alteration</b>
1.	1 (xxiv)	Common Seal	Deleted
2.	96	Board of Director	Clause 96 is hereby redrafted and, upon such alteration, shall be read as follows:  <i><b>“The promoter directors of the company are:  1. Mr. Anoop Agrawal. 2. Mr. Arun Kumar Jain. 3. Mr. Riddharth Jain.”</b></i>
3.	145	The Seal	Deleted



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**RESOLVED FURTHER THAT** the Board of Directors of the Company 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.”

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

**Sd/-**

**Palak Rathore**

Company Secretary & Compliance Officer

Membership No.: - A73755

Place: Indore

Date: March 6, 2026

**Registered Office:**

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

**Ring Road, Indore, 452016**

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**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, February 27, 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 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](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



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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 Friday, March 13, 2026 and ends at 05:00 P.M. (IST) on Saturday, April 11, 2026.**
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. 1191/2021) 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 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 Monday, April 13, 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.



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14. The resolutions, if approved, shall be deemed to have been passed on the date on which scrutinizer will submit his report to the company.
  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).



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**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 Friday, March 13, 2026 and ends at 05:00 P.M. (IST) on Saturday, April 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 **Friday, February 27, 2026** 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.



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- (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:**

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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl 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.</li> <li>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 <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.</li> </ol>



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	<p>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 NSDL Depository</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.nsd.com">https://eservices.nsd.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.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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> <p>4) For OTP based login you can click</p>



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**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

	<p>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 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 &amp; 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>

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <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 NSDL	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



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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.**

**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.
- 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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 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"><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>



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- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant i.e Highway Infrastructure Limited on which you choose to vote.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.



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- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) 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) (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.



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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

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)



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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 Board of Directors of the Company, after evaluating the existing business profile and future growth opportunities, has identified potential opportunities in the infrastructure support services sector, particularly in the areas of toll collection, toll plaza management and development of wayside amenities along highways and other infrastructure corridors. With the continued expansion of highway and expressway networks in India and increasing participation of private entities through public-private partnership (PPP) models, concession agreements and infrastructure development projects, the Board believes that the business of toll operations, toll system management and allied infrastructure services would provide the Company with significant long-term growth opportunities. In order to enable the Company to commence and undertake such activities, it is proposed to amend the Object Clause of the Memorandum of Association so as to expressly include enabling provisions for carrying on the business of hotels, resorts, lodges, guest houses, restaurants, cafés, food courts and other allied hospitality and tourism-related activities, either directly or through subsidiaries, joint ventures or other permissible business arrangements.

The Board of Directors, at its meeting, approved the proposal for diversification into the hotel business and recommended alteration of the Memorandum of Association for approval of the members by way of a **Special Resolution**, subject to such statutory and regulatory approvals as may be required.

The proposed amendment will provide the Company with operational flexibility to explore new avenues of growth and diversify its revenue streams.

A copy of the existing Memorandum of Association along with the proposed amended Memorandum of Association is available for inspection by the members in electronic mode up to the last date of voting. Members desirous of inspecting the same may send a request at [cs@highwayinfrastructure.in](mailto:cs@highwayinfrastructure.in).



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

The Board of Directors recommends the **Special Resolution** set out in **Item No. 1** of this Postal Ballot Notice for approval of the members.

**ITEM NO. 2:**

The Articles of Association (“AOA”) of the Company presently contain certain provisions relating to use of the Common Seal and identification of promoter directors, which are proposed to be revised in order to align the Articles with the current legal framework and governance requirements.

Pursuant to the Companies Act, 2013, the use of a Common Seal by a company is no longer mandatory. In view of this statutory relaxation and to streamline procedural requirements, it is proposed to delete the provisions relating to the Common Seal from the Articles of Association. Consequential amendments are also proposed in the clause relating to issuance of share certificates by removing reference to the Common Seal.

Further, it is proposed to redraft the clause relating to promoter directors to appropriately reflect the existing governance structure of the Company. The proposed amendment is clarificatory and administrative in nature and does not in any manner affect the rights of the shareholders.

The proposed alterations are intended to align the Articles of Association with the provisions of the Companies Act, 2013 and to ensure greater procedural efficiency and regulatory clarity.

A copy of the existing Articles of Association along with the proposed amended Articles of Association is available for inspection by the members in electronic mode up to the last date of voting. Members desirous of inspecting the same may send a request at [cs@highwayinfrastructure.in](mailto:cs@highwayinfrastructure.in).

Alteration of the Articles of Association requires approval of the members by way of a **Special Resolution**.

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



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The Board of Directors recommends the Special Resolution set out in **Item No. 2** of this 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: March 06, 2026

**Registered Office:**

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

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

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