



**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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29 May, 2026

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

**Subject: Annual Secretarial Compliance Report of Highway Infrastructure Limited for FY 2025-26**

**Reference: Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”)**

Dear Sir/Madam,

Pursuant to Regulation 24A of the Listing Regulations, please find enclosed the Annual Secretarial Compliance report for the year ended March 31, 2026.

The above can be accessed on the website of the Company at the link [www.highwayinfrastructure.in](http://www.highwayinfrastructure.in).

We request you to take the above information on record.

Thanking You,

**For Highway Infrastructure Limited**

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

**Encl: As above.**



# Ragini Chokshi & Co.

## Company Secretaries

34, Kamer Building, 5th Floor, 38 Cawasji Patel Street, Fort, Mumbai - 400 001.  
E-mail : ragini.c@rediffmail.com / mail@csraginichokshi.com  
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022-2283 1134

Date : 29/05/2026

### SECRETARIAL COMPLIANCE REPORT OF HIGHWAY INFRASTRUCTURE LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
The Members,  
Highway Infrastructure Limited

I, **Abhishek Shukla, Partner of Ragini Chokshi & Co., Practicing Company Secretaries**, have examined:

- all the documents and records to the extent made available to me and explanation and representations provided by **Highway Infrastructure Limited having CIN: L45203MP2006PLC018398** ("the listed entity"),
- the filings/ submissions made by the Listed entity to the Stock Exchange,
- website of the Listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this Report,

for the financial year ended March 31, 2026 ("Review Period") in respect of compliance with the applicable provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations, 2015);
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (*Not applicable to the Listed entity during the review period*);



- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Listed entity during the review period);
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Listed entity during the review period);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018 and amendments from time to time;

and circulars/guidelines issued thereunder; and based on the above examination, considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, I hereby report that, during the Review Period:

- (a) the Listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Regulation / Circular No	Deviation	Action Taken By	Detail of Violation	Fine Amount	Observation / Remark of the Practicing Company Secretary	Management Response / Remark
The Listed entity has complied with all applicable provisions, and no instances of non-compliance were observed during the period under review.								

- (b) The Listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the Secretarial Compliance report for the year ended March 31, 2025 (The years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken / penalty imposed, if any, on the Listed entity	Remedial actions, if any, taken by the Listed entity	Comments of the PCS on the actions taken by the Listed entity
Since the Listed Entity's securities were listed on August 12, 2025, the provisions relating to the Secretarial Compliance Report were not applicable to the Listed entity for the financial year preceding the date of listing.						



We hereby report that, during the review period the compliance status of the Listed entity with the following requirements:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1	<b><u>Secretarial Standard</u></b> The compliances of the Listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Listed entity Secretaries India (ICSI)	Yes	--
2	<b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Listed entity</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/ guidelines issued by SEBI</li> </ul>	Yes  Yes	--  --
3	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes Yes  Yes	-- --  --
4	<b><u>Disqualification of Director:</u></b> None of the Director of the Listed entity are disqualified under Section 164 of Companies Act, 2013	Yes	--
5	<b><u>To examine details related to Subsidiaries of the Listed entity:</u></b> Identification of material subsidiary companies requirements with respect to disclosure of material as well as other subsidiaries	NA	--
6	<b><u>Preservation of Documents:</u></b> The Listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	--



7	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	--
8	<b>Related Party Transactions:</b> (a) The Listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the Listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee	Yes  NA	
9	<b>Disclosure of events or information:</b> The Listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	Yes	--
10	<b>Prohibition of Insider Trading:</b> The Listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	--
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the Listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder	NA	We have been informed that no action has been taken by SEBI and Stock Exchanges against the Listed entity and its Promoters and Directors
12	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	NA	There were no such transactions during the period under review
13	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	--



**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the Listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR Regulations, 2015 and is neither an assurance as to the future viability of the Listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the Listed entity.

**Place: Indore**  
**Date: May 29, 2026**



**CS. Abhishek Shukla**  
**ACS No.: 67793**  
**CP No.: 25404**  
**UDIN: A067793H000543356**  
**Peer Review No.: 4166/2023**