

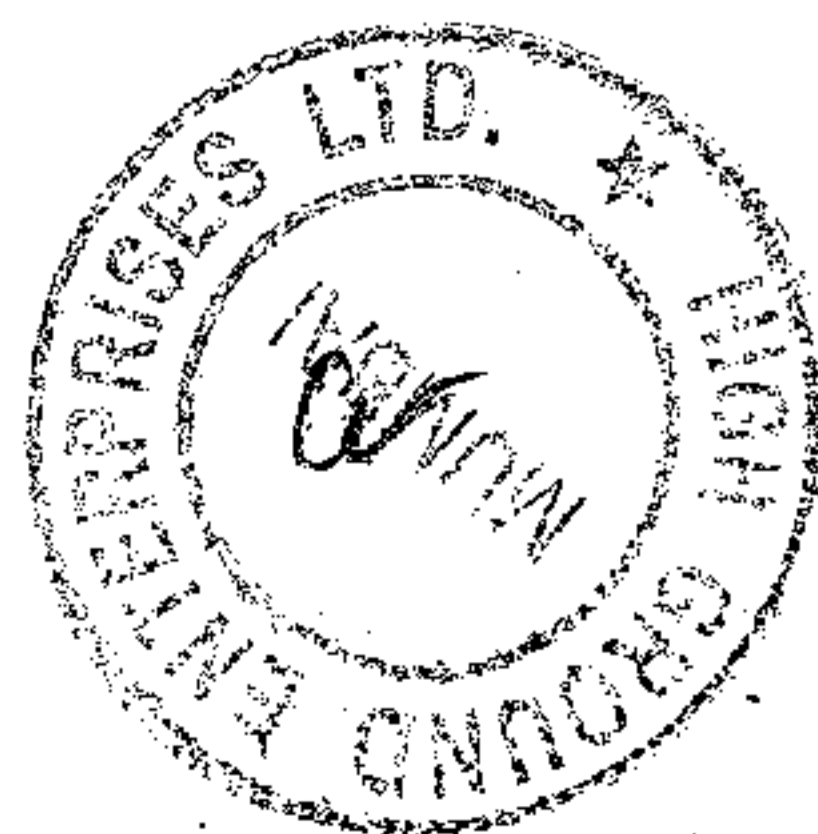
## Introductory sub-table (I)(a)

<b>Name of the Company: HIGH GROUND ENTERPRISE LTD</b>			
<b>Scrip Code, Name of the scrip, class of security:</b>			
<b>Quarter ended: 31/12/2013</b>			
<b>Partly paid-up shares:-</b>			
	<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the company</b>
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
<b>Total - D</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Outstanding convertible securities:-</b>			
	<b>No. of outstanding securities</b>	<b>As a % of total no. of outstanding convertible securities</b>	<b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b>
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
<b>Total - E</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Warrants:-</b>			
	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
<b>Total - F</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities (Grand Total (A+B+C)+ D+E+F )</b>			
		<b>5497000</b>	<b>0</b>

<b>Total (A+B+C)</b>	<b>5497000</b>
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**Statement Showing Shareholding Pattern as on 31/12/2013**

Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)		Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
			Total number of shares	Number of shares held in dematerialized form	As a percentage of(A+B) <sup>1</sup>	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family							
(b)	Central Government/ State Government(s)							
(c)	Bodies Corporate	2.00	2,699,800.00	2,699,800.00	49.11	49.11		
(d)	Financial Institutions/ Banks							
(e)	Any Others(Specify)							
(e-i)								
(e-ii)								
	<b>Sub Total(A)(1)</b>	<b>2.00</b>	<b>2,699,800.00</b>	<b>2,699,800.00</b>	<b>49.11</b>	<b>49.11</b>	<b>-</b>	<b>-</b>
<b>2</b>	<b>Foreign</b>							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)							
b	Bodies Corporate							
c	Institutions							
d	Any Others(Specify)							
d-i								
d-ii								
	<b>Sub Total(A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoter and</b>	<b>2.00</b>	<b>2,699,800.00</b>	<b>2,699,800.00</b>	<b>49.11</b>	<b>49.11</b>	<b>-</b>	<b>-</b>
<b>(B)</b>	<b>Public shareholding</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	1.00	200.00		0.00	0.00		
(b)	Financial Institutions/ Banks							
(c)	Central Government/ State Government(s)							
(d)	Venture Capital Funds							
(e)	Insurance Companies							
(f)	Foreign Institutional Investors							
(g)	Foreign Venture Capital Investors							
(h)	Any Other (specify)							
(h-i)								
(h-ii)								
	<b>Sub-Total (B)(1)</b>	<b>1.00</b>	<b>200.00</b>	<b>-</b>	<b>0.00</b>	<b>0.00</b>		



<b>B 2</b>	<b>Non-institutions</b>	-	-	-	-	-	-
(a)	Bodies Corporate	24.00	1,206,300.00	1,192,500.00	21.94	21.94	
(b)	Individuals				-	-	
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	2,001.00	539,900.00	73,700.00	9.82	9.82	
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	6.00	237,300.00	38,700.00	4.32	4.32	
(c)	Any Other (specify) A) Clearing Members	2.00	600.00	600.00	0.01	0.01	
(c-i)	NRI, Foreign Companies etc	18.00	812,900.00	199,000.00	14.79	14.79	
(c-ii)					-	-	
	<b>Sub-Total (B)(2)</b>	<b>2,051.00</b>	<b>2,797,000.00</b>	<b>1,504,500.00</b>	<b>50.89</b>	<b>50.89</b>	
(B)	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>2,052.00</b>	<b>2,797,200.00</b>	<b>1,504,500.00</b>	<b>50.89</b>	<b>50.89</b>	
	<b>TOTAL (A)+(B)</b>	<b>2,054.00</b>	<b>5,497,000.00</b>	<b>4,204,300.00</b>	<b>100.00</b>	<b>100.00</b>	
(C)	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>						
1	Promoter and Promoter Group					-	-
2	Public					-	-
	<b>Sub-Total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>		<b>-</b>	<b>-</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>2,054.00</b>	<b>5,497,000.00</b>	<b>4,204,300.00</b>		<b>100.00</b>	<b>-</b>



Sr.No	Notes
1	
2	
3	
4	
5	
6	<i>NA</i>
7	
8	
9	

**(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group" as on 31/12/2013**

Sr.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital	
		Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class		
No.	(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	HIGH GROUND PRODUCTIONS PVT. LTD.	2217300	40.34	-	-	-	-	-	-	-	-	-
2	PICTURE THOUGHTS PVT. LTD.	482500	8.78	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>		<b>2699800</b>	<b>49.11</b>	-	-	-	-	-	-	-	-	-

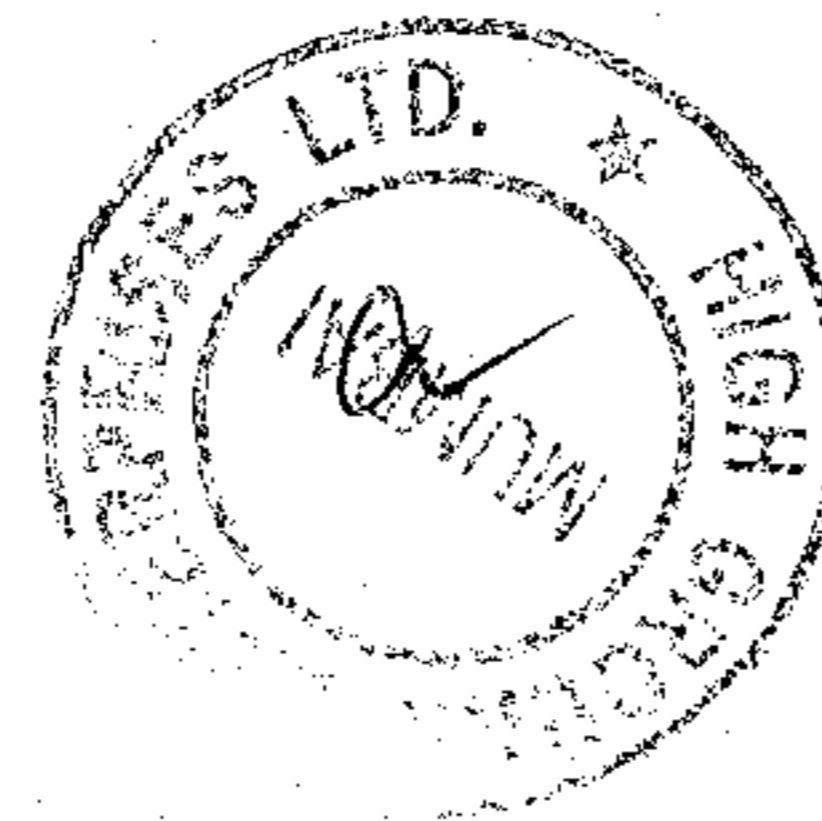
(\*) The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011





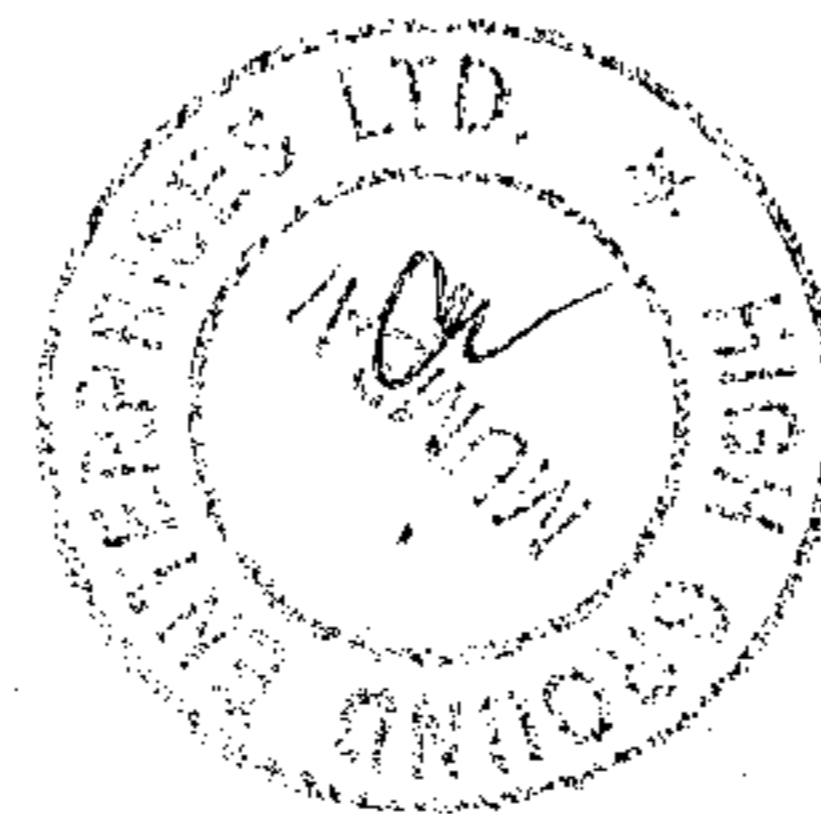
**(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares as on 31/12/2013**

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	ABHEEK PROPERTIES PRIVATE LIMITED	648600	11.80	-	-	-	-	
2	BRIGHT HILLS INFRA PROJECTS PRIVATE LIMITED	525000	9.55	-	-	-	-	
3	MAYANK BHATT	400000	7.28	-	-	-	-	
4	RAJESH SHARMA	299000	5.44	-	-	-	-	
5	MRIDUL PANDEY	108500	1.97	-	-	-	-	
6	ASHISH KATHPAL	102000	1.86	-	-	-	-	
<b>TOTAL</b>		<b>2083100</b>	<b>37.90</b>	-	-	-	-	



**(1)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company as on 31/12/2013**

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (1)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	ABHEEK PROPERTIES PVT. LTD.	648600	11.80					
2	BRIGHT HILLS INFRA PROJECTS PVT. LTD	525000	9.55		-		-	
3	MAYANK BHATT	400000	7.28		-		-	
4	RAJESH SHARMA	299000	5.44		-		-	
<b>TOTAL</b>		<b>1872600</b>	<b>34.07</b>		-		-	-

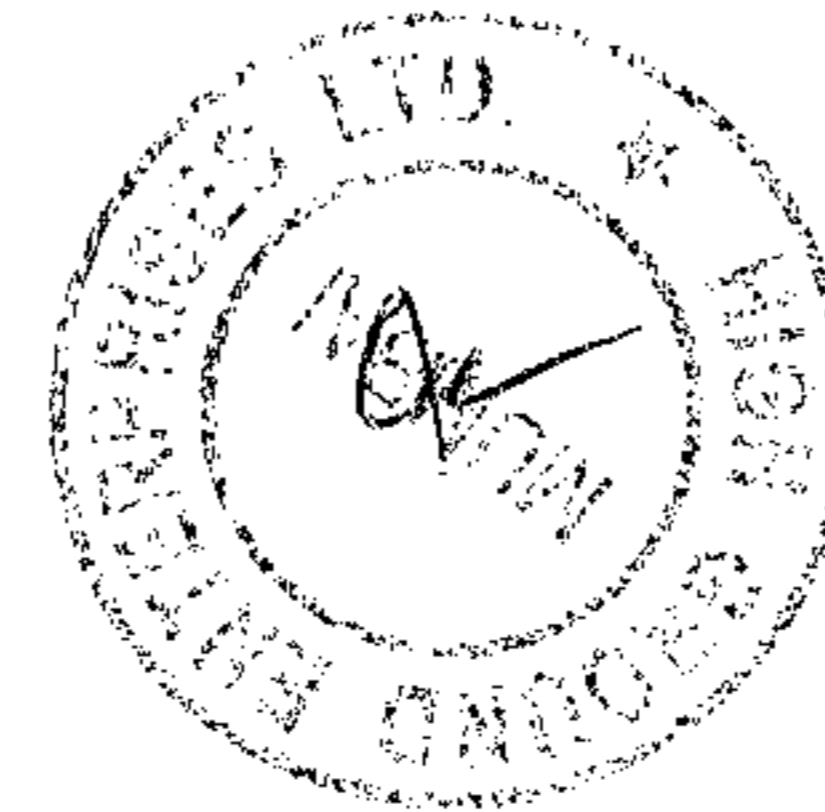


(D)(d) Statement showing details of locked-in shares as on 31/12/2013

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	HIGH GROUND PRODUCTIONS PVT. LTD.*	1079000	19.63
<b>TOTAL</b>		<b>1079000</b>	<b>19.63</b>

\* Share 5,54,095 held by High Ground Productions Pvt Ltd. are lock-in period for the period of three year w.c.f 25th January 2011

\* Share 524905 held by High Ground Productions Pvt Ltd. are lock-in period for the period of three year w.c.f 20th October 2011

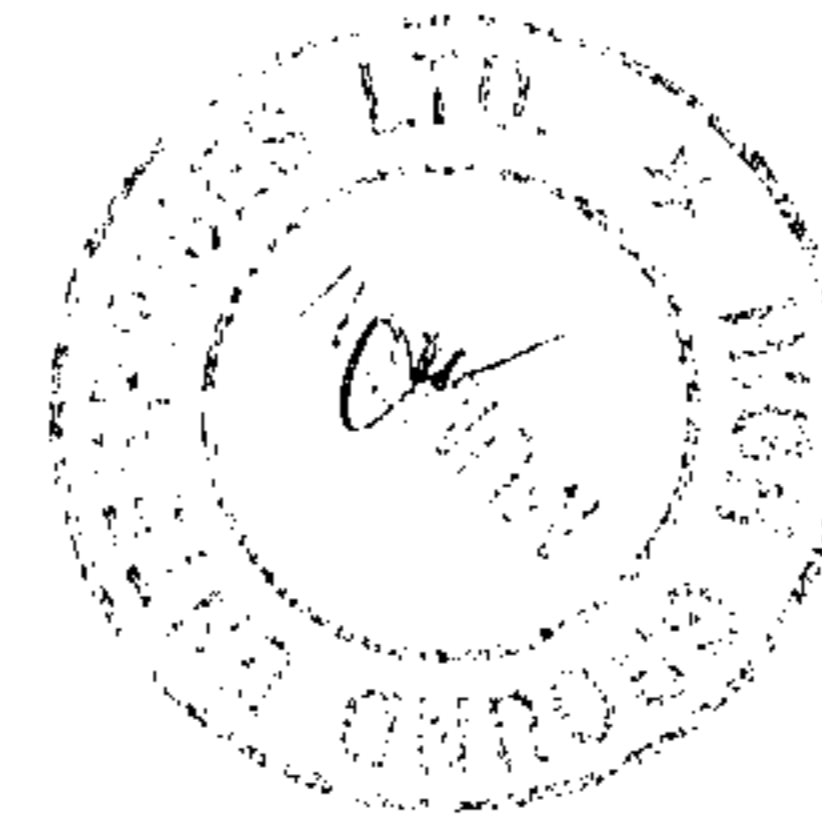




**Shareholding Pattern as on 31/12/2013**

**(II)(a) Statement showing details of Depository Receipts (DRs)**

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	NIL	NIL	NIL	NIL
<b>TOTAL</b>		-	-	-



**Shareholding Pattern as on 31/12/2013**

**(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares**

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	NIL	NIL	NIL	NIL
<b>TOTAL</b>			-	-



**Distribution Schedule  
HIGH GROUND ENTERPRISES LTD**

**Distribution of Equity Shares as on 31/12/2013**

**Total Nominal value of Rs. 5,49,70,000      Nominal value of each shares/units Rs, 10.00**

**Total Number of Shares /Units 54,97,000      Paid up value of each shares/units Rs, 10.00**

**TABLE I  
Distribution of holdings**

Shareholding of value of Rs.	Shareholders		Shareholdings		
	Number	% to Total	Shares	Amount	Amount % to Total
UPTO TO 5000	1889	91.97	325100	3,251,000.00	5.91
5001 TO 10000	101	4.92	83050	830,500.00	1.51
10001 TO 20000	21	1.02	30800	308,000.00	0.56
20001 TO 30000	13	0.63	32500	325,000.00	0.59
30001 TO 40000	6	0.29	22500	225,000.00	0.41
40001 TO 50000	2	0.10	9900	99,000.00	0.18
50001 TO 100000	9	0.44	74950	749,500.00	1.36
100001 and above	13	0.63	4918200	49,182,000.00	89.47
<b>** G Total</b>	<b>2054</b>	<b>100.00</b>	<b>5497000</b>	<b>54,970,000.00</b>	<b>100.00</b>

