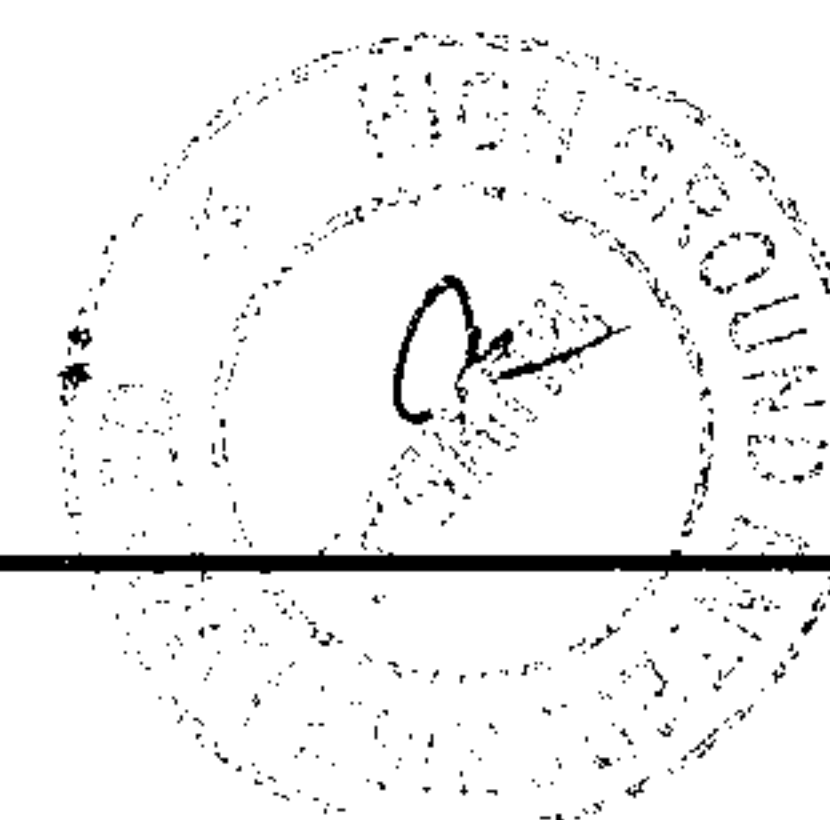


Introductory sub-table (I)(a)

| | | | | |
|--|------------------|--------------------------------------|--|---|
| Name of the Company: HIGH GROUND ENTERPRISE LIMITED | | | | |
| Scrip Code, Name of the scrip, class of security: 517080 | | | | |
| Quarter ended: 31/12/2012 | | | | |
| Partly paid-up shares:- | | No. of partly paid-up shares | As a % of total no. of partly paid-up shares | As a % of total no. of shares of the company |
| Held by promoter/promoter group | | NIL | NIL | NIL |
| Held by public | | NIL | NIL | NIL |
| | Total - D | | | |
| Outstanding convertible securities:- | | No. of outstanding securities | As a % of total no. of outstanding convertible securities | As a % of total no. of shares of the company, assuming full conversion of the convertible securities |
| Held by promoter/promoter group | | NIL | NIL | NIL |
| Held by public | | NIL | NIL | NIL |
| | Total - E | | | |
| Warrants:- | | No. of warrants | As a % of total no. of warrants | As a % of total no. of shares of the company, assuming full conversion of warrants |
| Held by promoter/promoter group | | - | - | - |
| Held by public | | - | - | - |
| | Total - F | - | - | - |
| Total paid-up capital of the company, assuming full conversion of warrants and convertible securities | | | 5,497,000.00 | |



Statement Showing Shareholding Pattern as on 31/12/2012

| 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) ¹ | As a percentage of (A+B+C) | Number of shares | As a percentage |
| | | | (IV) | (V) | (VI) | (VII) | (VIII) | (IX) = (VIII)/(IV)*100 |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX) = (VIII)/(IV)*100 |
| (A) | Shareholding of Promoter and | | | | | | | |
| 1 | Indian | | | | | | | |
| (a) | Individuals/ Hindu Undivided Family | | | | - | - | | - |
| (b) | Central Government/ State Government(s) | | | | - | - | | - |
| (c) | Bodies Corporate | 2.00 | 2,425,800.00 | 2,425,800.00 | 44.13 | 44.13 | | - |
| | Financial Institutions/ Banks | | | | - | - | | - |
| (e) | Any Others(Specify) | | | | - | - | | - |
| (e-i) | | | | | - | - | | - |
| (e-ii) | | | | | - | - | | - |
| | | | | | | | | |
| | Sub Total(A)(1) | 2.00 | 2,425,800.00 | 2,425,800.00 | 44.13 | 44.13 | - | - |
| 2 | Foreign | | | | | | | |
| a | Individuals (Non-Residents Individuals/ Foreign Individuals) | | | | - | - | | - |
| b | Bodies Corporate | | | | - | - | | - |
| c | Institutions | | | | - | - | | - |
| d | Any Others(Specify) | | | | - | - | | - |
| d-i | | | | | - | - | | - |
| d-ii | | | | | - | - | | - |
| | | | | | | | | |
| | Sub Total(A)(2) | - | - | - | - | - | - | - |
| | Total Shareholding of Promoter and | 2.00 | 2,425,800.00 | 2,425,800.00 | 44.13 | 44.13 | - | - |
| | Public shareholding | | | | | | | |
| 1 | Institutions | | | | | | | |
| (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) | | | | | - | - | | |
| | | | | | | | | |
| | Sub-Total (B)(1) | 1.00 | 200.00 | - | 0.00 | 0.00 | | |
| B 2 | Non-institutions | - | - | - | - | - | | |



| | | | | | | | | |
|------------|---|-----------------|---------------------|---------------------|---------------|---------------|----------|----------|
| (a) | Bodies Corporate | 20.00 | 1,473,800.00 | 1,449,400.00 | 26.81 | 26.81 | | |
| (b) | Individuals | | | | - | - | | |
| I | Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh | 2,056.00 | 542,600.00 | 27,600.00 | 9.87 | 9.87 | | |
| II | ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | 6.00 | 241,700.00 | 25,200.00 | 4.40 | 4.40 | | |
| (c) | Any Other (specify) | | | | - | - | | |
| (c-i) | NRI, Foreign Companies etc | 18.00 | 812,900.00 | - | 14.79 | 14.79 | | |
| (c-ii) | | | | | - | - | | |
| | | | | | | | | |
| | Sub-Total (B)(2) | 2,100.00 | 3,071,000.00 | 1,502,200.00 | 55.87 | 55.87 | | |
| | | | | | | | | |
| (B) | Total Public Shareholding (B)= (B)(1)+(B)(2) | 2,101.00 | 3,071,200.00 | 1,502,200.00 | 55.87 | 55.87 | | |
| | | | | | | | | |
| | TOTAL (A)+(B) | 2,103.00 | 5,497,000.00 | 3,928,000.00 | 100.00 | 100.00 | | |
| | | | | | | | | |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | | | | | | |
| 1 | Promoter and Promoter Group | | | | | - | | - |
| 2 | Public | | | | | - | | - |
| | Sub-Total (C) | - | - | - | - | - | - | - |
| | | | | | | | | |
| | GRAND TOTAL (A)+(B)+(C) | 2,103.00 | 5,497,000.00 | 3,928,000.00 | | 100.00 | - | - |



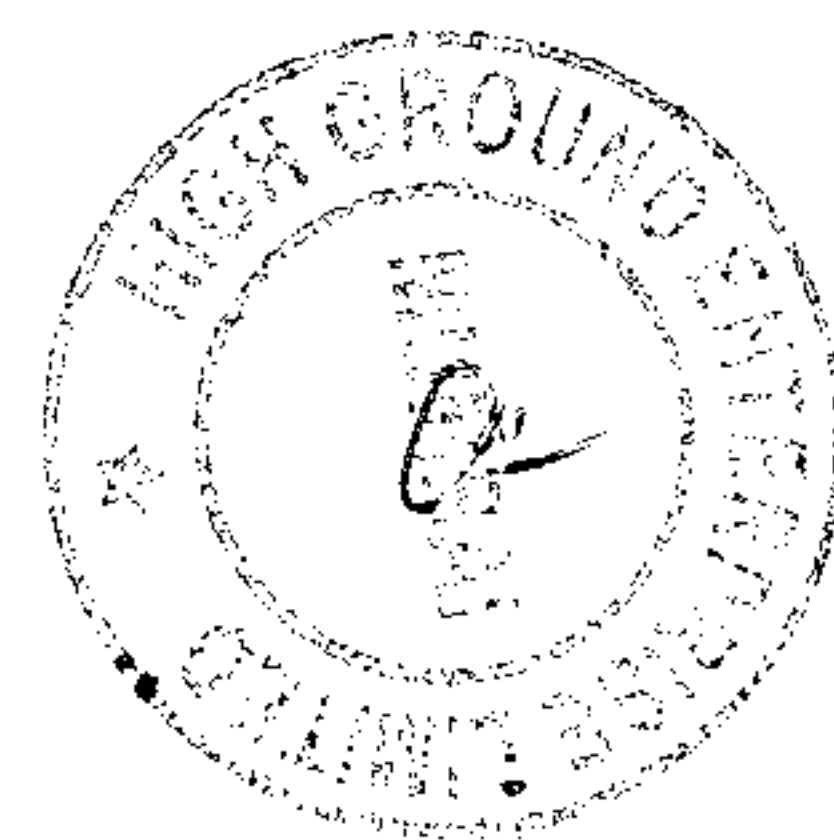
| Sr.No | Notes |
|-------|-------|
| 1 | |
| 2 | |
| 3 | |
| 4 | |
| 5 | |
| 6 | |
| 7 | |
| 8 | |
| 9 | |

NA

(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group" as on 31/12/2012

| 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. | 1943300 | 35.35 | | | - | - | - | - | - | - | - |
| 2 | PICTURE THOUGHTS PVT. LTD. | 482500 | 8.78 | | | - | - | - | - | - | - | - |
| | TOTAL | 2425800 | 44.13 | | | - | - | - | - | - | - | - |

(*) 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 31/12/2012

| 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 | BRIGHT HILLS INFRA PROJECTS PRIVATE LIMITED | 799000 | 14.54 | | - | | - | |
| 2 | ABHEEK PROPERTIES PRIVATE LIMITED | 650000 | 11.82 | | - | | - | |
| 3 | MAYANK BHATT | 400000 | 7.28 | | - | | - | |
| 4 | RAJESH SHARMA | 299000 | 5.44 | | - | | - | |
| 5 | MRIDUL PANDEY | 108500 | 1.97 | | - | | - | |
| 6 | ASHISH KATHPAL | 102000 | 1.86 | - | - | | - | |
| TOTAL | | 2358500 | 42.91 | - | - | - | - | - |



(I)(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 31/12/2012

| 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 (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 | 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 | BRIGHT HILLS INFRA PROJECTS PVT. LTD | 799000 | 14.54 | - | - | - | - | - |
| 2 | ABHEEK PROPERTIES PVT. LTD. | 650000 | 11.82 | - | - | - | - | - |
| 3 | MAYANK BHATT | 400000 | 7.28 | - | - | - | - | - |
| 4 | RAJESH SHARMA | 299000 | 5.44 | - | - | - | - | - |
| TOTAL | | 2148000 | 39.08 | - | - | - | - | - |



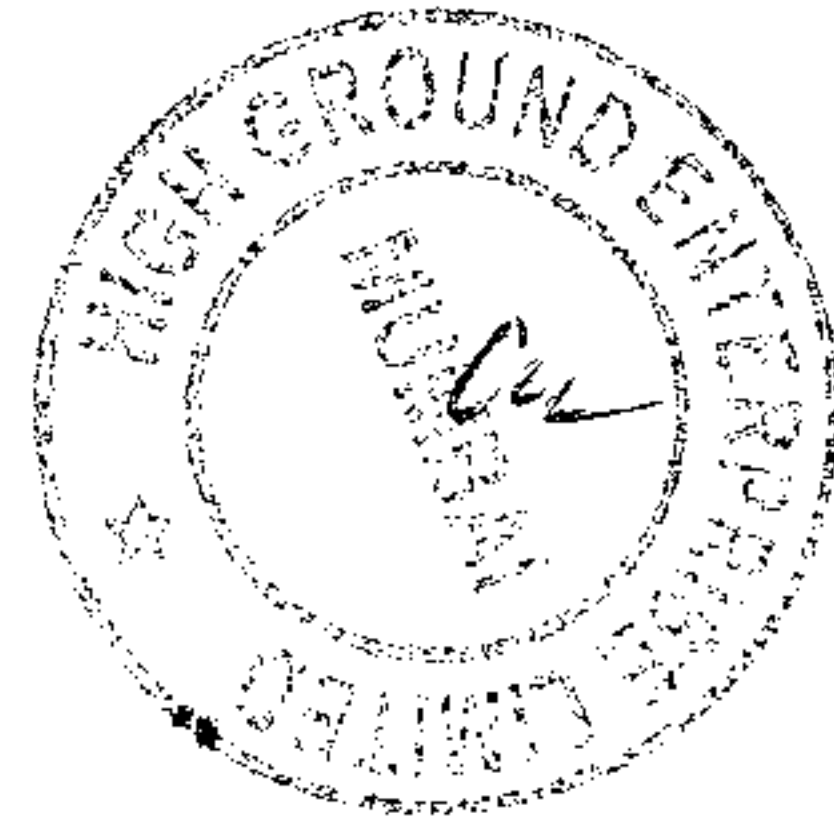
(I)(d) Statement showing details of locked-in shares as on 31/12/2012

| 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 |
| 2 | ASHISH KATHPAL** | 102000 | 1.86 |
| TOTAL | | 1181000 | 21.48 |

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

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

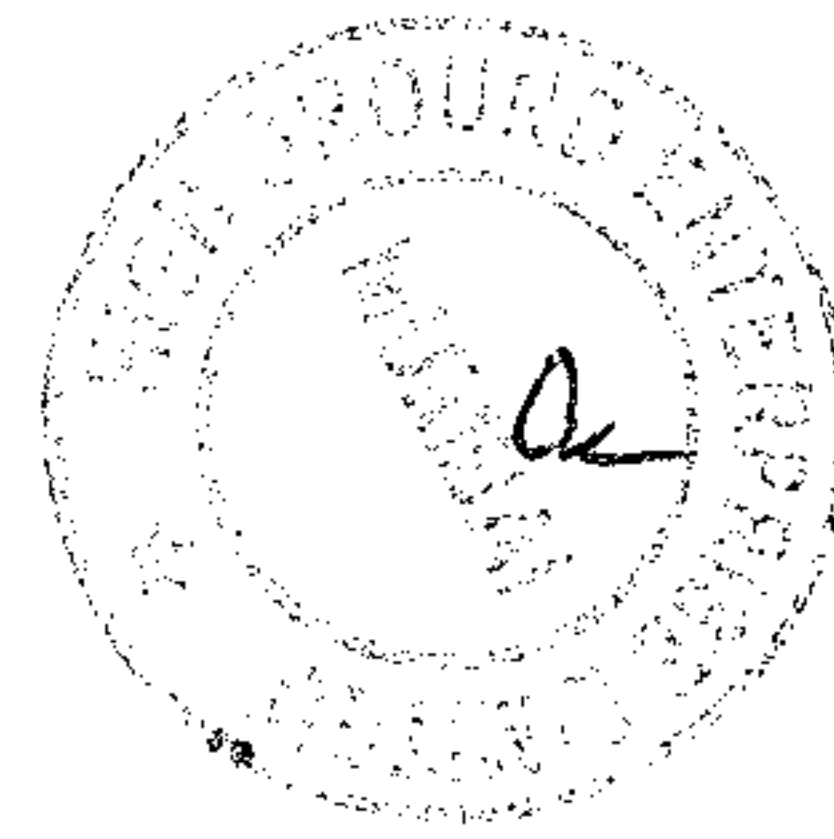
** Share held by Ashish Kathpal Are lock -in for the period of One year w.e.f 24th July 2012



Shareholding Pattern as on 31/12/2012

(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 |
| | | | | |
| | | | | |
| TOTAL | | - | - | - |



Shareholding Pattern as on 31/12/2012

(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 |
| TOTAL | | | - | |



**Distribution Schedule
HIGH GROUND ENTERPRISES LIMITED**

Distribution of Equity Shares as on 31/12/2012

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 | | Shareholding:- | | Amount % to Total |
|------------------------------|--------------|---------------|----------------|----------------------|-------------------------|
| | Number | % to Total | Shares | Amount | |
| UPTO TO 5000 | 1940 | 92.25 | 333800 | 3,338,000.00 | 6.07 |
| 5001 TO 10000 | 101 | 4.80 | 82900 | 829,000.00 | 1.51 |
| 10001 TO 20000 | 22 | 1.05 | 33300 | 333,000.00 | 0.61 |
| 20001 TO 30000 | 11 | 0.52 | 26700 | 267,000.00 | 0.49 |
| 30001 TO 40000 | 6 | 0.29 | 21700 | 217,000.00 | 0.39 |
| 40001 TO 50000 | 3 | 0.14 | 14000 | 140,000.00 | 0.25 |
| 50001 TO 100000 | 7 | 0.33 | 60600 | 606,000.00 | 1.10 |
| 100001 and above | 13 | 0.62 | 4924000 | 49,240,000.00 | 89.58 |
| ** G Total | 2103 | 100.00 | 5497000 | 54,970,000.00 | 100.00 |

