



Companies House

**AR01** (ef)

**Annual Return**



Received for filing in Electronic Format on the: **27/04/2016**

**X55RUFMW**

*Company Name:* **XRO LIMITED**

*Company Number:* **00324504**

*Date of this return:* **21/03/2016**

*SIC codes:* **99999**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **BRIDGE HOUSE  
OXFORD ROAD  
UXBRIDGE  
MIDDLESEX  
UB8 1HS**

**Officers of the company**

## *Company Secretary 1*

Type: **Person**  
Full forename(s): **MICHAEL JOHN**

Surname: **BARRETT**

Former names:

Service Address: **BRIDGE HOUSE  
OXFORD ROAD  
UXBRIDGE  
MIDDLESEX  
UB8 1HS**

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## *Company Director 1*

Type: **Person**  
Full forename(s): **MR ANTHONY WILLIAM**

Surname: **ARTHURTON**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **\*\*/05/1972** Nationality: **BRITISH**  
Occupation: **ACCOUNTANT**

*Company Director* 2

*Type:* **Person**  
*Full forename(s):* **MICHAEL JOHN**

*Surname:* **BARRETT**

*Former names:*

*Service Address:* **BRIDGE HOUSE  
OXFORD ROAD  
UXBRIDGE  
MIDDLESEX  
UB8 1HS**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **\*\*/06/1959** *Nationality:* **BRITISH**  
*Occupation:* **BARRISTER**

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*Company Director*    **3**

*Type:*                      **Person**

*Full forename(s):*        **MR GABRIEL MAURICE**

*Surname:*                **MARCIANO**

*Former names:*

*Service Address recorded as Company's registered office*

*Country/State Usually Resident:*    **FRANCE**

*Date of Birth:*    **\*\*/01/1961**

*Nationality:*    **FRENCH**

*Occupation:*    **DIRECTOR**

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## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>1172378553</b>
		<i>Aggregate nominal value</i>	<b>117237855.3</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>0.1</b>
		<i>Amount unpaid</i>	<b>0</b>

### *Prescribed particulars*

ONE VOTE PER SHARE BY PROXY OR POLL. ALL DIVIDENDS SHALL BE APPORTIONED AND PAID PRO RATE ACCORDING TO THE AMOUNTS PAID UP ON THE SHARES. ON ORDINARY RESOLUTION BY THE DIRECTORS (A) CAPITALISE ANY UNDIVIDED PROFITS OF THE COMPANY NOT REQUIRED FOR PAYING ANY PREFERENTIAL DIVIDEND (WHETHER OR NOT THEY ARE AVAILABLE FOR DISTRIBUTION) OR ANY SUM STANDING TO THE CREDIT OF THE COMPANY'S SHARE PREMIUM ACCOUNT OR CAPITAL REDEMPTION RESERVE; (B) APPROPRIATE THE SUM RESOLVED TO BE CAPITALISED TO THE MEMBERS WHO WOULD HAVE BEEN ENTITLED TO IT IF IT WERE DISTRIBUTED BY WAY OF DIVIDEND AND IN THE SAME PROPORTIONS AND APPLY SUCH SUM ON THEIR BEHALF EITHER IN OR TOWARDS PAYING UP THE AMOUNTS, IF ANY, FOR THE TIME BEING UNPAID ON ANY SHARES HELD BY THEM RESPECTIVELY, OR IN PAYING UP IN FULL UNISSUED SHARES OR DEBENTURES OF THE COMPANY OF A NOMINAL AMOUNT EQUAL TO THAT SUM, AND ALLOT THE SHARES OR DEBENTURES CREDITED AS FULLY PAID TO THOSE MEMBERS, OR AS THEY MAY DIRECT, IN THOSE PROPORTIONS, OR PARTLY IN ONE WAY AND PARTLY IN THE OTHER: BUT THE SHARE PREMIUM ACCOUNT, THE CAPITAL REDEMPTION RESERVE, AND ANY PROFITS WHICH ARE NOT AVAILABLE FOR DISTRIBUTION MAY, FOR THE PURPOSES OF THIS REGULATION, ONLY BE APPLIED IN PAYING UP UNISSUED SHARES TO BE ALLOTTED TO MEMBERS CREDITED AS FULLY PAID; C)MAKE SUCH PROVISION BY THE ISSUE OF FRACTIONAL CERTIFICATES OR BY PAYMENT IN CASH OR OTHERWISE AS THEY DETERMINE IN THE CASE OF SHARES OR DEBENTURES BECOMING DISTRIBUTABLE UNDER THIS REGULATION IN FRACTIONS; AND (D) AUTHORISE ANY PERSON TO ENTER ON BEHALF OF ALL THE MEMBERS CONCERNED INTO AN AGREEMENT WITH THE COMPANY PROVIDING FOR THE ALLOTMENT TO THEM RESPECTIVELY, CREDITED AS FULLY PAID, OF ANY SHARES OR DEBENTURES TO WHICH THEY ARE ENTITLED UPON SUCH CAPITALISATION, ANY AGREEMENT MADE UNDER SUCH AUTHORITY BEING BINDING ON ALL SUCH MEMBERS. WINDING UP: DIVISION AMONG THE MEMBERS IN SPECIE AS DETERMINED BY THE LIQUIDATOR. VEST ANY PART OF THE ASSETS IN TRUSTESS FOR THE BENEFIT OF THE MEMBERS AS THE LIQUIDATOR THINKS FIT.

<b>Class of shares</b>	<b>CONVERTIBLE REDEEMABLE</b>	<i>Number allotted</i>	<b>227552614</b>
		<i>Aggregate nominal value</i>	<b>45510522.8</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.2</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

**WINDING UP: RIGHT TO RECEIVE OUT OF THE ASSETS OF THE COMPANY , POSTPONED AND SUBJECT TO ANY PAYMENT ON THE USS CUMULATIVE REDEEMABLE PREFERENCE SHARES AND PARI PASSU FURTHER PREFERENCE SHARES BUT IN PRIORITY TO ANY OTHER CLASS OF SHARES, 1P FOR EVERY 20P IN NOMINAL AMOUNT OF THE SCRPS HELD, AND PARI PASSU WITH ANY PAYMENT ON THE ORDINARY SHARES A SUM EQUAL TO THE AMOUNTS WHICH WOULD HAVE BEEN PAID ON THE ORDINARY SHARES WHICH WOULD HAVE ARISEN IF THE SCRPS HAS CARRIED THE RIGHT TO BE CONVERTED INTO FULLY PAID ORDINARY SHARES AT 5P IN NOMINAL AMOUNT OF ORDINARY SHARES FOR EVERY £1,000 IN NOMINAL AMOUNT OF SCRPS.**

<b>Class of shares</b>	<b>CONVERTIBLE PREFERENCE</b>	<i>Number allotted</i>	<b>227552614</b>
		<i>Aggregate nominal value</i>	<b>2275526.14</b>
<i>Currency</i>	<b>USD</b>	<i>Amount paid per share</i>	<b>0.01</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

**UPON ANY RESOLUTIONS ON WHICH THE HOLDERS OF THE USS CONVERTIBLE PREFERENCE SHARES ARE ENTITLED TO VOTE, ON A SHOW OF HANDS, EACH SUCH HOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE OR PROXY NOT BEING HIMSELF A MEMBER SHALL HAVE ONE VOTE AND, ON A POLL, EACH SUCH HOLDER PRESENT IN PERSON OR BY PROXY SHALL (IN HIS CAPACITY AS SUCH) HAVE 401 VOTES FOR EVERY USS 0.05 IN NOMINAL AMOUNT OF USS CONVERTIBLE PREFERENCE SHARES OF WHICH HE IS THE HOLDER. RESOLUTIONS: ON WINDING UP THE COMPANY, AFFECTING MODIFYING, DEALING WITH OR ABROGATING ANY OF THE RIGHTS OR PRIVILEGES ATTACHED TO THE USS CONVERTIBLE PREFERENCE SHARES WHERE A DIVIDEND HAS REMAINED UNPAID FOR AT LEAST SIX MONTHS FROM ANY USS FIXED DIVIDEND DATE.**

<b>Class of shares</b>	<b>PREFERRED ORDINARY SHARES</b>	<i>Number allotted</i>	<b>1172378553</b>
		<i>Aggregate nominal value</i>	<b>11723785.53</b>
<i>Currency</i>	<b>USD</b>	<i>Amount paid</i>	<b>0.01</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

VOTING UPON ANY RESOLUTIONS ON WHICH THE HOLDERS OF THE US\$ CONVERTIBLE PREFERENCE SHARES ARE ENTITLED TO VOTE, ON A SHOW OF HANDS, EACH SUCH HOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE OR PROXY NOT BEING HIMSELF A MEMBER SHALL HAVE ONE VOTE AND, ON A POLL, EACH SUCH HOLDER PRESENT IN PERSON OR BY PROXY SHALL (IN HIS CAPACITY AS SUCH) HAVE 401 VOTES FOR EVERY US\$ 0.05 IN NOMINAL AMOUNT OF US\$ CONVERTIBLE PREFERENCE SHARES OF WHICH HE IS THE HOLDER. RESOLUTIONS: ON WINDING UP THE COMPANY, AFFECTING MODIFYING, DEALING WITH OR ABROGATING ANY OF THE RIGHTS OR PRIVILEGES ATTACHED TO THE US\$ CONVERTIBLE PREFERENCE SHARES WHERE A DIVIDEND HAS REMAINED UNPAID FOR AT LEAST SIX MONTHS FROM ANY US\$ FIXED DIVIDEND DATE. DIVIDEND A FIXED CUMULATIVE PREFERENCE DIVIDEND OF SUCH US\$ AMOUNT PER ANNUM AS, IN THE OPINION OF AN INDEPENDENT FINANCIAL ADVISER, HAS THE EFFECT THAT AS AT THE TIME AT WHICH THE US\$ CUMULATIVE REDEEMABLE PREFERENCE SHARES ARE FIRST ISSUED THERE IS NO MATERIAL DIFFERENCE BETWEEN THE VALUES OF (I) A HOLDING OF ONE STERLING CUMULATIVE REDEEMABLE PREFERENCE SHARE AND (II) A HOLDING OF ONE STERLING CUMULATIVE REDEEMABLE PREFERENCE SHARE IMMEDIATELY PRIOR TO THAT TIME, SUCH PAYMENT TO RANK PARI PASSU WITH ANY PAYMENT OF DIVIDEND ON ANY US\$ CUMULATIVE REDEEMABLE PREFERENCE SHARE ISSUED AFTER THAT TIME, RANKING PARI PASSU AS TO PARTICIPATION IN THE PROFITS OF THE COMPANY WITH THE US\$ CUMULATIVE REDEEMABLE PREFERENCE SHARES AND IN PRIORITY TO ANY DIVIDEND ON ANY OTHER CLASS OF SHARES IS PAYABLE IN TWO EQUAL INSTALMENTS ON 31 JANUARY AND 31 JULY, PAID OUT OF THE PROFITS AVAILABLE AND RESOLVED TO BE DISTRIBUTED ON WINDING UP, THE US\$ CUMULATIVE REDEEMABLE PREFERENCE SHARES CONFER THE RIGHT TO RECEIVE OUT OF THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO ITS MEMBERS IN PREFERENCE TO RIGHTS OF ANY OTHER SHARES AN AMOUNT UP TO THE US\$ EQUIVALENT OF £1, AND A SUM EQUAL TO ALL THE ARREARS AND ACCRUALS OF US\$ PREFERENTIAL DIVIDENDS.

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**Statement of Capital (Totals)**

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<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>1399931167</b>
		<i>Total aggregate nominal value</i>	<b>162748378.1</b>
<i>Currency</i>	<b>USD</b>	<i>Total number of shares</i>	<b>1399931167</b>
		<i>Total aggregate nominal value</i>	<b>13999311.67</b>

## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 21/03/2016 or that had ceased to be shareholders since the made up date of the previous Annual Return

*A full list of shareholders for the company are shown below*

*Shareholding 1* : **227552614 CONVERTIBLE REDEEMABLE shares held as at the date of this return**  
*Name:* **XEROX OVERSEAS HOLDINGS LIMITED**

*Shareholding 2* : **1172378553 PREFERRED ORDINARY SHARES shares held as at the date of this return**  
*Name:* **XEROX OVERSEAS HOLDINGS LIMITED**

*Shareholding 3* : **1172378553 ORDINARY shares held as at the date of this return**  
*Name:* **XEROX OVERSEAS HOLDINGS LIMITED**

*Shareholding 4* : **227552614 CONVERTIBLE PREFERENCE shares held as at the date of this return**  
*Name:* **XEROX OVERSEAS HOLDINGS LIMITED**

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### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.