

A

COMPANIES FORM No 363

Annual return of a company

363

Pursuant to sections 363 and 364 of the Companies Act 1985

Note The appropriate fee should accompany this form

To the Registrar of Companies

For official use

Company number

[1512]

1545208

Please do not
write in
this margin

Please complete
legibly, preferably
in block type, or
bold block lettering

*Insert full name
of company

Annual return of (note 1)

* MICROPRODUCTS GROUP LIMITED

The information in this return is as at

4th December

19 86

t. (The date of this return note 1)

If the company has
a share capital, this
date must be the
14th day after the
annual general
meeting

Address of registered office of the company

53 Davies Street, London

Postcode W1Y 2BL

Total amount of indebtedness of the company
in respect of mortgages and charges
(note 2)

£ All monies due

If different from the
registered office, state
address where the register
of members or any register
of debenture holders or
any duplicate or part of any
register of debentures is
kept or may be inspected.

Register of members

N/A

Register of debenture holders

N/A

Particulars of the secretary

Name (notes 3 and 4) John Robin Kitchener Peile

Previous name(s) (note 3) None

Address (notes 4 and 5) 44 Davies Street, London

Postcode W1Y 2BL

*Only pages 1 and 2
need be completed
in the case of a
company without
share capital

We certify this return which comprises pages 1, 2, [3, 4, 5 and 6]† [plus 1 continuation sheets]

†Enter number of
continuation sheets
attached

Signed

Director, and

Secretary

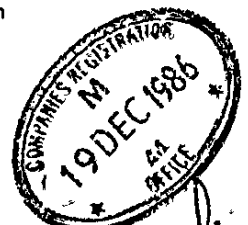
Presenter's name, address and
reference (if any):

Boodle Hatfield
44 Davies Street
London W1Y 2BL

ACY/ARP/JRKP

For official use
General Section

Post room



Royal B. Scot 280
P4 003219.

Particulars of the directors of the company continued pages 6 and 7

Name (note 3) JOHNSTON John Gibson		Business Occupation Company Director
Previous name(s) (note 3) None		Nationality British
Address (note 5) 7 Metherfield Road, Harpenden Herts		Date of birth (note 9) N/A
Postcode AL5 2AF		
Other relevant past or present directorships* (note 8) MicroProducts Programming Ltd JS Software Ltd, MicroProducts Training Ltd		

Pages 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100

Please complete legibly, print in black type, or bold black letters

* Delete if inappropriate. Enter particulars of other directorships held or previously held. If this space is insufficient use continuation sheet

Name (note 3) SMITH Richard		Business Occupation Company Director
Previous name(s) (note 3) None		Nationality British
Address (note 5) 3 Bedford Road		Date of birth (note 9) N/A
Postcode N8		
Other relevant past or present directorships* (note 8) BOS Software Ltd		

Name (note 3) STRONG Richard Martin		Business Occupation Company Director
Previous name(s) (note 3) None		Nationality British
Address (note 5) 25 Newstead Way, Somerset Road Wimbledon Common London		Date of birth (note 9) N/A
Postcode SW19 5HR		
Other relevant past or present directorships* (note 8) Charterhouse Development Capital Limited, Charterhouse Development Capital Fund Limited (see attached list: Appendix 1)		

Name (note 3) JACKS Robin Alistair		Business Occupation Company Director
Previous name(s) (note 3) None		Nationality British
Address (note 5) 29 Thurlow Road, Hampstead		Date of birth (note 9) N/A
Postcode NW3		
Other relevant past or present directorships* (note 8) BOS Software Limited, MicroProducts Training Limited, MicroProducts Programming Limited		

Summary of share capital and debentures

Nominal share capital

£ 659,375

Please do not write on this margin

divided into

Number of shares

Class
Nominal value of each share

1	250,000	CRPP Shares	£ 1
2	825,000	CCP Shares	£ 0.10p
3	3,268,750	Ordinary Shares	£ 0.10p

Please complete legibly, preferably in block type or bold block lettering

Issued share capital and debentures

1 Number of shares of each class taken up to the date of this return

* Cumulative Redeemable Participating Preference Shares

**Cumulative Convertible Participating Preferred Ordinary Shares

2 Number of shares of each class issued subject to payment wholly in cash

3 Number of shares of each class issued as fully paid up for a consideration other than cash

4 Number of shares of each class issued as partly paid up for a consideration other than cash and extent to which each such share is so paid up

5 Number of shares (if any) of each class issued at a discount

1	250,000	CRPP Shares *
2	450,000	CCP Ord Shares **
3	3,266,250	Ordinary Shares
1	250,000	CRPP Shares
2	475,500	Ordinary Shares
3		
1	825,000	CRPP Ord. Shares
2	2,770,750	Ord. Shares
3		

Amount per share

1	£ None
2	£
3	£
1	None
2	
3	

Continued on page 4

LIST OF PAST

Folio in register ledger containing particulars	Names and addresses	
	E A Hart, 21 Hillside Gardens, London, N6	1
	R A Jacks, 29 Thurlow Road, Hampstead NW3	2
	J G Johnston, 7 Netherfield Road, Harpenden Herts AL5 2AF	3
	R Smith, 3 Bedford Road, London N8	4
	D J Blandford, 17 Mayfield Road, Weybridge, Surrey	5
	R C Moore, 62 Raleigh Road, London, N8	6
	N Leaver, 106 Gloucester Terrace, London, W2	7
	M P Proctor, 74 Oakmead Road, London, SW12	8
	D S Chapman, 102 Kidbrooke Park Road, London SE3	9
	R M Lowe, 12 Frobisher Road, London, N8 0QS	10
	B Howarth, 9 Wolverton Gardens, London, W5	11
	R G Watson, 91 New Street Hill, Bromley, BR1 5BA	12
	J H Cooke, 103 Leigham Vale, London SW2	13
	P J Jukes, 8 Norton Road, Chelmsford, Essex	14
		15

Summary of share capital and debentures continued

Amount

Number

Class

6 Amount of balance at the close of period which has not been carried off at the close of the period

7 Amount of share called up on number of shares of each class

Please complete legibly, preferably in block type, or bold block lettering

8 Total amount of calls received (note 10)

9 Total amount if any agreed to be considered as paid on number of shares of each class issued as fully paid up for a consideration other than cash

10 Total amount if any agreed to be considered as paid on number of shares of each class issued as partly paid up for a consideration other than cash

11 Total amount of calls unpaid

12 Total amount of sums (if any) paid by way of commission in respect of any shares or debentures

13 Total amount of the sums (if any) allowed by way of discount for any debentures since the date of the last return

14 Total number of shares of each class forfeited

15 Total amount paid (if any) on shares forfeited

16 Total amount of shares for which share warrants to bearer are outstanding

17 Total amount of share warrants to bearer issued and surrendered respectively since the date of the last return

18 Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind

£ None		
£ 1.00	250,000	CCPP Shares
£ .10p	495,500	10p Ord.
£		
£ 299,550		
£ 82,500	82,500	CCPP Ord
£ 277,075	2770750	10p Ord. Shares
£		
£ None		
£ None		
£		
£ None		
£ None		
£ None		
	None	
	None	
£ None		
£ None		
£ None		
£ None		
	None	

AND PRESENT MEMBERS (notes 11 and 12)

Account of Shares				
Number of shares or amount of stock held by existing members at date of return (note 11)	Particulars of shares transferred since the date of the last return, or, in the case of the first return, of the incorporation of the company, by (a) persons who are still members, and (b) persons who have ceased to be members (note 12)			Remarks
	Number	Date of Registration of transfer (a) (b)		
402422 Ordinary 10 pence				
701840 "				
542015 "				
542015 "				
542015 "				
127500 "				
76313 "				
47025 "				
20813 "				
20813 "				
31500 "				
17250 "				
13875 "				
13875 "				

LIST OF PAST

Company
Name
Address
Postcode
County

Name and Address

R S Wheelhouse, 44 Rayners Lane, South Harrow, Middlesex	16
J R Britton, 71 Ellerdale Street, Lewisham, London SE13 7JX	17
A S W Smith, 28 Wilson Gardens, Harrow, Middlesex	18
J E Heesom, 41 Warminster Road, London, SE25	19
M Hines, Flat 3, 75 Fitzjohns Avenue, NW3	20
A J Underwood, 70 Brookville Road, London SW6	21
G J Copas, 60 Maldstone Road, Boudsgreen, London N11 2JR	22
S Forsyth, 45 Walcourt Road, Kempston, Beds MK42 8ST	23
S Band, 13 Pennethorne Close, London, E9 7HF	24
S J Langdon, 32 Wharton St., Islington, London, WC1	25
N Greenwood, 17A Knollys Road, London SW16 2JJ	26
I Mistry, 20 Hunter road, Leicester, LE4 5GH	27
R Robinson, 5b Lonsdale Place, London N1	28
C F Turner, 9 Tell Grove, London, SE22	29
R W Turner, 3 Sheendale Road, Richmond, Surrey	30

Notes

1. An annual return is required for every calendar year. If the company has a share capital the date of this return must be the 14th day after the date of the annual general meeting. If it does not have a share capital the date of this return must be a date not more than 42 days after the annual general meeting.

2. This section should include only indebtedness in respect of charges (whenever created) of any description set out in section 396(1) of the Companies Act 1985 (in the case of English and Welsh companies) or section 410(4) of that Act (in the case of Scottish companies).

3. For an individual, his present christian name(s) and surname must be given, together with any previous christian name(s) or surname(s).

"Christian name" includes a forename. In the case of a peer or person usually known by a title different from his surname, "surname" means that title. In the case of a corporation, its corporate name must be given.

A previous christian name or surname need not be given if:-

(a) in the case of a married woman, it was a name by which she was known before her marriage; or

(b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or

(c) in the case of a peer or a person usually known by a British title different from his surname, it was a name by which he was known before he adopted the title or succeeded to it.

4. Where all the partners in a firm are joint secretaries, only the firm name and its principal office need be given.

Where the secretary or one of the joint secretaries is a Scottish firm, give only the firm name and its principal office.

5. Usual residential address must be given. In the case of a corporation, give the registered or principal office.

6. Director includes any person who occupies the position of a director, by whatever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.

7. If the space provided for listing directors is inadequate, a prescribed continuation sheet must be used.

8. The names must be given of all bodies corporate incorporated in Great Britain of which the director is also a director, or has been a director at any time during the preceeding five years.

However, a present or past directorship need not be disclosed if it is, or has been, held in a body corporate which, throughout that directorship, has been:-

(a) a dormant company (which is a company which has had no transactions required to be entered in the company's accounting records, except any which may have arisen from the taking of shares in the company by a subscriber to the memorandum as such);

(b) a body corporate of which the company making the return was a wholly-owned subsidiary;

AND PRESENT MEMBERS

AND PRESENT MEMBERS CANAL 1906

Account of Shares

Number of shares of nominal value of stock held by existing members at date of return none 11.	Particulars of shares transferred since the date of the last return, or in the case of the first return, of the incorporation of the company by (a) persons who are not members, and (b) persons who have ceased to be members since 12)			Remarks
	Number	Date of Registration of transfer (a) (b)		
13875	Ord			16
15957	"			17
13875	"			18
28525	"			19
6013	"			20
7500	"			21
14411	"			22
9375	"			23
880	"			24
3750	"			25
3900	"			26
2605	"			27
375	"			28
15000	"			29
7632	"			30

(c) a wholly-owned subsidiary of the company making the return; or

(d) a wholly-owned subsidiary of a body corporate of which the company making the return was also a wholly-owned subsidiary.

9. Dates of birth need only be given if the company making the return is:—

- (a) a public company;
- (b) the subsidiary of a public company; or
- (c) the subsidiary of a public company registered in Northern Ireland.

10. Include payments on application and allotment, and any sums received or shares forfeited.

11. Show all the persons currently holding shares or stock in the company at the date of the return, giving their names and addresses, the number of shares or amount of stock held, and details of all transfers since the last return or, if this is the first annual return of the company, all transfers since the company was incorporated. If more than one class of share is held please add more columns as appropriate.

Additionally, show all persons and their relevant details if they have ceased to be members since the last return was made, or if this is the first return, since the company was incorporated.

If the list of members is not in alphabetical order, an index which will enable any member to be readily located within the list must be attached to this return. If the space provided for listing members is inadequate, a prescribed continuation sheet is available.

If full details have been given on the return for either of the last two years, a company may, if it so wishes, only include in this section details relating to persons who since the date of the last return:—

- (a) have become members;
- (b) have ceased to be members; or
- (c) are existing members whose holdings of stock or shares have changed.

If full details have been given on the return for either of the last two years and there have been no changes please state "No Change".

12. For consistency, it is suggested that particulars should be placed opposite the name of the transferor and not opposite that of the transferee, but the name of the transferee may be inserted in the remarks column opposite the particulars of each transfer.



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crinacott Street, London SE1 5TS

Companies A363

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COMPANIES FORM No. 363 (Cont.)

**Annual return of a
company (continuation)**

Continuation sheet No. 1
to Form No. 363

Company number

1545298

Name of company

MICROPRODUCTS GROUP LIMITED

Particulars of the directors of the company continued pages 6 and 71

Name (note 3) **Robin Alistair Jacks**

Business Occupation
Company Director

Previous name(s) (note 3) **None**

Nationality

Address (note 5) **29 Thurlow Road,
Hampstead**

British

Postcode **NW3**

Date of birth (note 8)
N/A

Other relevant past or present directorships* (note 8) **BOS SOFTWARE LIMITED,
MicroProducts Training Limited, MicroProducts Programming Limited**

Name (note 3)

Business Occupation

Previous name(s) (note 3)

Nationality

Address (note 5)

Date of birth (note 8)

Postcode

Other relevant past or present directorships* (note 8)

Name (note 3)

Business Occupation

Previous name(s) (note 3)

Nationality

Address (note 5)

Date of birth (note 8)

Postcode

Other relevant past or present directorships* (note 8)

LIST OF PAST

Form 1
Registered
Copyright
Confidentiality
Particulars

Names and addresses

Please fill in
with
the name

Please complete
legibly, preferably
in block type or
bold block lettering

N Morrel, 36 Enfield Cloisters, Farnshaw Street, Shoreditch N1 6LD
T A Dolega, 140 Catherine Gardens, Hounslow Middx TW3 2PU
H J Dyson, 40 Bridgman Road, Chiswick W4
C A Stevens, Flat 3, 1 Bishops Road, Highgate London N6
M Hall, 30 Jenkins Avenue, Bricket Wood Street, St Albans, Herts.
S Zaimoglu, 76 Brockley Grove, Crofton Park, Brockley SE4 1RJ
S M Daffy, 47 Carmichael Court, Barnes, London SW13
A N G Pollard, Clinan, Densack Green Road, Weston Hitchin Herts SG4 7PA
S Jacob, 56 Wallington Avenue, London N15
A Goodwin, 113 Eleanor Road, London E8
D J Murray, 12 Keston Road, Tottenham, London N17 6PN
F M MacDonald, 88 Harbut Road, Battersea, SW11
Anthony Saunders, Højbjergvarng, 41 2840 Holte, Denmark
John Claisse, Shepards Down, Dundridge Lane, Bishops Waltham,
Southampton
A P Cadell, Heatherside, Bennetts Lane, Burley, Nr Ringwood, Hants
R A Skeans, 209 Coulsdon Road, Caterham on the Hill, Surrey CR3 5NW
N D Curtis, 2 Taunton Close, Sutton Surrey
Investors in Industry Plc, 91 Waterloo Road, London SE1 8XP
Investors in Industry Plc, 91 Waterloo Road, London SE1 8XP
Charterhouse Development Capital Fund Ltd, 65 Holborn Viaduct,
London EC1A 2DR
Charterhouse Development Capital Fund Ltd, 65 Holborn Viaduct,
London EC1A 2DR
C M Flynn, Anril Lodge, Stevenage Road, Little Wymondley, Nr Hitchin
Herts
A V Speakman, 106 Whitton Dene, Hounslow Middlesex TW3 2JU
D K Garrett, 25 Braybrooke Gardens, London SE19 2UN
Gareth Davies, Flat1 Clandon Road, Seven Kings, Ilford Essex
Marie Hines, Flat 3, 75 Fitzjohns Avenue, London NW3 6PQ
I Mistry, 20 Hunter Road, Leicester LE4 5GH

AND PRESENT MEMBERS Continued pages 11 and 12

Please complete
legibly preferably
in block type or
bold block lettering

Account of Shares				
Number of shares or amount of stock held by existing members at date of return		Particulars of shares transferred since the date of the last return or in the case of the first return of the incorporation of the company by (a) persons who are still members, and (b) persons who have ceased to be members - 10.12		Remarks
		Number	Date of Registration of transfer (a) (b)	
1800	Ord			
375	"			
1500	"			
2625	"			
1125	"			
375	"			
675	"			
5000	"			
600	"			
50	"			
454	"			
600	"			
3866	"			
1516	"			
1000	Ordinary	10 Pence		
1515	"			
230	"			
181818	"A"	Cumulative Redeemable Participating Preference		
327273	"B"	Cumulative Convertible Participating Preferred Ordinary		
68182	"B"	Cumulative Redeemable Participating Preference		
122727	Charterhouse	Development Capital Fund Limited		
	1684	25.10.85		
	566		19.12.85	
	1126		19.12.85	
	1284		24.04.86	
	366		10.06.86	
	1500		10.06.86	
	1516	29.07.86	(see page 5)	
	3150	15.09.86	(see page 5)	
	1515	21.09.86		
	230	13.10.86		

Particulars of other directorships held or previously held specifying the director in question and:

Please do not
write in
the margin

Please complete
legibly, preferably in
block type, or good
hand lettering

APPENDIX 1

Directorships

November 1986
DIRSNPS/RMS

Richard Martin Strong

Private Address: 25 Newstead Way, Somerset Road, London, SW19 5NR

Business Address: 6 New Bridge Street, London, EC4V 6JH

<u>Name of Company</u>	<u>Date Appointed</u>	
Rees Group Ltd (formerly Wm F Rees Ltd)	08.05.61	
Charterhouse Development Ltd	19.10.65	
Rees Group Pension Trustees Ltd	01.01.74	
(formerly Wm Rees Pension Trustees Ltd)		
Haymarket Publishing Group Ltd	09.10.74	
CAP Group Plc	13.04.77	
R H Group Ltd (formerly R H Freight Services Ltd)	11.05.77	
Charterhouse Development Capital Ltd (formerly	20.03.80	
Charterhouse Development Holdings Ltd)		
Charterhouse Development Capital Fund Ltd (formerly	16.02.83	
Charterhouse Development Capital Ltd)		
Crossroads Commercials Ltd	11.08.83	
New English Ltd	12.08.83	
Radiatron Holdings Ltd	26.03.84	
Resort Hotels Ltd	20.03.84	
(formerly Norfolk Resort Hotels Ltd)		
ROCC Corporation Ltd	22.11.84	
ROCC Leasing Ltd	22.11.84	
ROCC Computer* Ltd	22.11.84	
Craven House Marketing Ltd	29.07.85	
Motorway Remoulds Ltd	27.08.85	
Crawford Services Ltd	11.09.85	
MicroProducts Group Ltd	01.10.85	
Coastal Resort Hotels PLC	25.11.85	
ROCC Credit Ltd	17.03.86	
Charterhouse Associates Limited	05.09.86	
ROCC Investment Limited	05.03.86	
<u>Previous Directorships</u>	<u>Date Appointed</u>	<u>Date Resigned</u>
Liquids Powders & Gas Transport	10.03.76	30.06.81
Company (Holdings) Ltd		
United Electronic Holdings Ltd	24.11.78	03.08.83
The Byte Shop Ltd	24.11.78	22.02.80
Intel Electronics Holdings Ltd	24.11.78	03.08.83
Landau Calculators Ltd	08.11.78	30.10.80
Hi Fi Care Retail Ltd	05.12.78	03.08.83
Liquids Powders & Gas Transport Co (Scotland) Ltd	23.05.79	30.06.81
Charterhouse Development Investments Ltd	29.05.80	21.12.84
Liquids Powders & Gas Transport Co Ltd	04.12.80	30.06.81
P J Burke Ltd	10.12.81	21.04.82
M H S Investments Ltd (formerly Alnery No 95 Ltd)	10.12.81	21.06.85
M H S (Holdings) Ltd (formerly	03.11.82	21.12.84
P J Burke (Holdings) Ltd)		