



Companies House
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AR01 (ef)

Annual Return



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Company Name: **THE PLACE SANDWICH VCT LIMITED**

Company Number: **05301620**

Date of this return: **01/12/2012**

SIC codes: **55100**

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

Situation of Registered Office: **17 COURT STREET
FAVERSHAM
KENT
UNITED KINGDOM
ME13 7AX**

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MRS FRANCES JOAN**

Surname: **LESTER**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **MR NIGEL JAMES**

Surname: **BUNTING**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **24/06/1967** Nationality: **BRITISH**
Occupation: **DIRECTOR**

Company Director 2

Type: **Person**

Full forename(s): **MR MARK JOHN**

Surname: **RIDER**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **12/03/1976**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	60517800
		<i>Aggregate nominal value</i>	605178
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

A)SUBJECT TO ANY SPECIAL RIGHTS OR RESTRICTIONS AS TO VOTING ATTACHED TO ANY CLASS OF SHARES (WHETHER UNDER ARTICLE 9 OR OTHERWISE), ON A SHOW OF HANDS EVERY MEMBER PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) PRESENT BY REPRESENTATIVE OR PROXY SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) PRESENT BY A REPRESENTATIVE OR PROXY SHALL HAVE ONE VOTE FOR EVERY ONE SHARE IN THE CAPITAL OF THE COMPANY OF WHICH HE IS A HOLDER. B)DIVIDENDS SHALL BE DECLARED AND PAID ON ALL ORDINARY SHARES PARI PASSU WITHOUT REGARD TO THE AMOUNTS PAID UP ON SUCH SHARES. THE DIRECTORS MAY DEDUCT FROM ANY DIVIDEND OR OTHER MONEYS PAYABLE TO ANY MEMBER ON OR IN RESPECT OF A SHARE ANY MONEYS PRESENTLY PAYABLE BY HIM TO THE COMPANY IN RESPECT OF THAT SHARE. C) THE ORDINARY SHARES SHALL RANK PARI PASSU IN ALL RESPECTS SAVE THAT D)ANY ORDINARY SHARE WHICH IS NOT FULLY PAID UP BOTH AS TO ITS NOMINAL VALUE AND TO A PREMIUM EQUAL TO THE PREMIUM PAID BY THE INVESTORS ON THEIR ORDINARY SHARES SHALL NOT BE TRANSFERABLE OTHER THAN TO THE INVESTORS UNTIL ALL SUCH AMOUNTS ARE PAID UP IN FULL; ID)IF THE COMPANY IS WOUND-UP THE HOLDER OF ANY ORDINARY SHARE WHICH IS NOT FULLY PAID UP BOTH AS TO ITS NOMINAL VALUE AND TO A PREMIUM EQUAL TO THE PREMIUM PAID BY THE INVESTORS ON THEIR ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR TO ATTEND OR VOTE AT ANY GENERAL MEETINGS OF THE COMPANY; AND IID) ON A RETURN OF ASSETS ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE (EXCEPT UPON THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) OR ON A SALE OR LISTING, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST SHAREHOLDERS OR THE SALE PROCEEDS, AS THE CASE MAY BE, AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED IN THE FOLLOWING MANNER AND ORDER OF PRIORITY: A. FIRST, IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES, A SUM EQUAL TO ALL UNPAID ARREARS AND ACCRUALS OF DIVIDEND CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL, SALE OR LISTING, AS THE CASE MAY BE; B. SECOND, IN PAYING TO THE HOLDERS OF THE ORDINARY SHARES THE SUBSCRIPTION PRICE OF EACH SUCH SHARE; C. FINALLY, IN PAYING THE BALANCE TO THE HOLDERS OF THE ORDINARY SHARES PROVIDED THAT IF ANY ORDINARY SHARE IS NOT FULLY PAID UP BOTH AS TO ITS NOMINAL VALUE AND TO A PREMIUM EQUAL TO THE PREMIUM PAID BY THE INVESTORS ON THEIR ORDINARY SHARES: I. THE HOLDERS OF SUCH ORDINARY SHARES SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR TO ATTEND OR VOTE AT ANY GENERAL MEETINGS OF THE COMPANY IN RESPECT OF SUCH RETURN OF ASSETS; AND II. THE HOLDERS OF SUCH ORDINARY SHARES SHALL ONLY BE ENTITLED TO RECEIVE AN AMOUNT EQUAL TO THE AMOUNT PAID UP ON THEIR ORDINARY SHARES. D) N/A

Class of shares	PREFERENCE	<i>Number allotted</i>	27000000
		<i>Aggregate nominal value</i>	270000
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

A) PREFERENCE SHAREHOLDERS ARE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND AND SPEAK AT GENERAL MEETINGS OF THE COMPANY BUT MAY NOT VOTE IN RESPECT OF PREFERENCE SHARES AT ANY GENERAL MEETINGS OF THE COMPANY. B) EACH PREFERENCE SHARE CONFERS ON ITS HOLDER THE RIGHT TO A FIXED CUMULATIVE PREFERENTIAL DIVIDEND (THE "PREFERENCE DIVIDEND") AT THE ANNUAL RATE WHICH, EXCLUDING THE ASSOCIATED TAX CREDIT TO WHICH A UK RESIDENT INDIVIDUAL IS ENTITLED, IS EQUAL TO 10% OF THE SUBSCRIPTION PRICE ON EACH PREFERENCE SHARE: I) THE PREFERENCE DIVIDEND SHALL BE PAID BEFORE THE TRANSFER OF ANY SUMS TO RESERVES. THE RIGHT TO THE PREFERENCE DIVIDEND HAS PRIORITY OVER THE DIVIDEND RIGHTS OF THE HOLDERS OF ANY OTHER CLASS OF SHARES. II) THE PREFERENCE DIVIDEND SHALL ACCRUE FROM DAY TO DAY AND SHALL BE PAID HALF-YEARLY EVERY 30 JUNE AND 31 DECEMBER (OR, IF ANY SUCH DATE SHALL NOT BE A BUSINESS DAY, ON THE FIRST BUSINESS DAY FOLLOWING SUCH DATE) IN RESPECT OF THE HALF-YEARS ENDING ON THOSE DATES OUT OF THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION, EXCEPT THAT THE FIRST PREFERENCE DIVIDEND SHALL BE PAID ON 31 DECEMBER 2008 AND CALCULATED IN RESPECT OF THE PERIOD FROM THE DATE OF ISSUE OF THE PREFERENCE SHARES UP TO AND INCLUDING THAT DATE. III) ANY UNPAID PREFERENCE DIVIDEND SHALL BE CARRIED FORWARD AND PAID IN PRIORITY TO THE PREFERENCE DIVIDEND PAYABLE ON ANY LATER DATE. IV) TO THE EXTENT THAT THE COMPANY HAS PROFITS AVAILABLE FOR DISTRIBUTION, EVERY 30 JUNE AND 31 DECEMBER, THE AMOUNT OF THE PREFERENCE DIVIDEND, INCLUDING ANY UNPAID PREFERENCE DIVIDEND CARRIED FORWARD, SHALL, IPSO FACTO AND WITHOUT ANY RESOLUTION OF THE DIRECTORS OR OF THE COMPANY IN GENERAL MEETING, BECOME A DEBT DUE FROM AND IMMEDIATELY PAYABLE BY THE COMPANY. V) IF THE COMPANY DOES NOT HAVE SUFFICIENT PROFITS AVAILABLE FOR DISTRIBUTION TO PAY THE PREFERENCE DIVIDEND IN FULL ON OR BY ANY DATE ON WHICH IT IS DUE TO BE PAID (SUCH DATE BEING A "DIVIDEND PAYMENT DATE"), THEN: ? ON THE RELEVANT DIVIDEND PAYMENT DATE, THE COMPANY SHALL PAY TO EACH PREFERENCE SHAREHOLDER ON ACCOUNT OF THE UNPAID PREFERENCE DIVIDEND THE MAXIMUM SUM (IF ANY) WHICH CAN THEN PROPERLY BE PAID BY THE COMPANY; AND ? ON EACH SUCCEEDING DIVIDEND PAYMENT DATE FOR THE PREFERENCE SHARES, THE COMPANY SHALL, IN RESPECT OF SUCH SHARES, PAY ON ACCOUNT OF THE BALANCE OF THE UNPAID PREFERENCE DIVIDEND FOR THE TIME BEING REMAINING OUTSTANDING (AND UNTIL THE SAME SHALL HAVE BEEN PAID IN FULL) THE MAXIMUM SUM (IF ANY) WHICH CAN THEN PROPERLY BE PAID BY THE COMPANY. C) ON A RETURN OF ASSETS ON A WINDING-UP, REDUCTION OF CAPITAL OR OTHERWISE (OTHER THAN ON A REDEMPTION OF SHARES), THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONG THE SHAREHOLDERS SHALL BE APPLIED IN PAYING TO THE PREFERENCE SHAREHOLDERS, IN PRIORITY TO ANY PAYMENT TO THE HOLDERS OF ANY OTHER CLASS OF SHARES: I) THE SUBSCRIPTION PRICE IN RESPECT OF EACH PREFERENCE SHARE; AND II) A PREMIUM IN RESPECT OF EACH PREFERENCE SHARE EQUAL TO £1.50 PER PREFERENCE SHARE; AND III) A SUM EQUAL TO ANY ACCRUED AND/OR UNPAID PREFERENCE DIVIDEND CALCULATED TO THE DATE OF RETURN OF CAPITAL AND PAYABLE IRRESPECTIVE OF WHETHER OR NOT THE COMPANY HAS ENOUGH PROFITS AVAILABLE FOR DISTRIBUTION TO PAY THE ACCRUED AND/OR UNPAID PREFERENCE DIVIDEND. D) N/A

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	87517800
		<i>Total aggregate nominal value</i>	875178

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 01/12/2012 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 : **60517800 ORDINARY shares held as at the date of this return**
Name: **SHEPHERD NEAME LIMITED**

Shareholding 2 : **27000000 PREFERENCE shares held as at the date of this return**
Name: **SHEPHERD NEAME LIMITED**

Authorisation

Authenticated

This form was authorised by one of the following:

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