

# **AR01** (ef)

## **Annual Return**



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Company Name: DCISIONS LIMITED

Company Number: 05527240

*Date of this return:* **03/08/2012** 

*SIC codes:* **74909** 

Company Type: Private company limited by shares

Situation of Registered

Office:

DIXON HOUSE 77-97 HARPUR STREET

BEDFORD

**BEDFORDSHIRE** 

MK40 2SY

Officers of the company

# Company Secretary 1

Type: Person
Full forename(s): MR DAVID

Surname: MOLLISON

Former names:

Service Address: LIBERTY HOUSE 222

REGENT STREET

LONDON ENGLAND W1B 5TR

## Company Secretary 2

Type: Corporate

Name: BORNEO LINNELLS COMPANY SECRETARIES LIMITED

Registered or

principal address: DIXON HOUSE 77-79

HARPUR STREET

**BEDFORD** 

BEDFORDSHIRE UNITED KINGDOM

**MK40 2SY** 

European Economic Area (EEA) Company

Register Location: ENGLAND
Registration Number: 05017485

Company Director 1

Type: Person
Full forename(s): MAYA

Surname: FERNANDEZ

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: ENGLAND

Date of Birth: 11/08/1978 Nationality: UNITED STATES

Occupation: DIRECTOR

Company Director	2
Type:	Person
Full forename(s):	MR ROBERT MONTAGUE
Surname:	JOHNSON
Former names:	
Service Address:	LIBERTY HOUSE 222
Service Hadress.	REGENT STREET
	LONDON UNITED KINGDOM
	W1B 5TR
Country/State Usually Re	sident: UNITED KINGDOM

Date of Birth: 22/04/1946 Nationality: USA

Occupation: LECTURER

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Company Director 3

Type: Person

Full forename(s): GRAHAM JOHN

Surname: MANNION

Former names:

Service Address: LIBERTY HOUSE 222

REGENT STREET

LONDON

UNITED KINGDOM

**W1B 5TR** 

Country/State Usually Resident: ENGLAND

Date of Birth: 15/04/1972 Nationality: BRITISH

Occupation: COMPANY DIRECTOR

# Statement of Capital (Share Capital)

Class of shares	ORDINARY	Number allotted	129131
Currency	GBP	Aggregate nominal value	1291.31
		Amount paid	0.01
		Amount unpaid	0

#### Prescribed particulars

1. ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE DULY AUTHORISED SHALL HAVE ONE VOTE. ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS A HOLDER. 2. THE ORDINARY SHARES, CONVERTIBLE PREFERRED SHARES AND CONVERTIBLE B PREFERRED SHARES SHALL PARTICIPATE PARI PASSU IN ANY DIVIDEND DECLARED BY THE COMPANY. 3. ON A WINDING UP, OR SALE EVENT, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): - FIRST PAYING TO THE HOLDERS OF THE CONVERTIBLE B PREFERRED SHARES IN PRIORITY TO ANY OTHER CLASSES OF SHARES £33.17 FOR EVERY CONVERTIBLE B PREFERRED SHARE HELD, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE AS CALCULATED, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE CONVERTIBLE B PREFERRED SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF CONVERTIBLE B PREFERRED SHARES; AND - NEXT IN PAYING TO THE HOLDERS OF THE CONVERTIBLE PREFERRED SHARES IN PRIORITY TO ANY OTHER CLASSES OF SHARES £33.17 FOR EVERY CONVERTIBLE PREFERRED SHARE HELD, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE AS CALCULATED, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE CONVERTIBLE PREFERRED SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF CONVERTIBLE PREFERRED SHARES; AND - THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. 4. THE ORDINARY SHARES ARE NOT REDEEMABLE.

Class of shares CONVERTIBLE Number allotted 85932

PREFERRED Aggregate nominal 859.32

value

Currency GBP Amount paid 33.17

Amount unpaid 0

#### Prescribed particulars

1. ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE DULY AUTHORISED SHALL HAVE ONE VOTE. ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS A HOLDER. 2. THE ORDINARY SHARES, CONVERTIBLE PREFERRED SHARES AND CONVERTIBLE B PREFERRED SHARES SHALL PARTICIPATE PARI PASSU IN ANY DIVIDEND DECLARED BY THE COMPANY. 3. ON A WINDING UP, OR SALE EVENT, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): - FIRST PAYING TO THE HOLDERS OF THE CONVERTIBLE B PREFERRED SHARES IN PRIORITY TO ANY OTHER CLASSES OF SHARES £33.17 FOR EVERY CONVERTIBLE B PREFERRED SHARE HELD, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE AS CALCULATED, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE CONVERTIBLE B PREFERRED SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF CONVERTIBLE B PREFERRED SHARES; AND - NEXT IN PAYING TO THE HOLDERS OF THE CONVERTIBLE PREFERRED SHARES IN PRIORITY TO ANY OTHER CLASSES OF SHARES £33.17 FOR EVERY CONVERTIBLE PREFERRED SHARE HELD, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE AS CALCULATED, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE CONVERTIBLE PREFERRED SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF CONVERTIBLE PREFERRED SHARES; AND - THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. 4. FOLLOWING A LIQUIDATION OR SALE EVENT, A HOLDER OF CONVERTIBLE PREFERRED SHARES SHALL BE ENTITLED AT ANY TIME BY NOTICE IN WRITING TO THE COMPANY TO REQUIRE THE REDEMPTION OF SOME OR ALL OF THE CONVERTIBLE PREFERRED SHARES HELD BY THAT MEMBER FOR £33.17 PER CONVERTIBLE PREFERRED SHARE, SUBJECT ALWAYS TO THE PROVISIONS OF THE COMPANIES ACT 2006 AND THE ARTICLES. ON RECEIPT OF A REDEMPTION NOTICE FROM ANY HOLDER OF CONVERTIBLE PREFERRED SHARES, THE COMPANY SHALL BE BOUND TO REDEEM THE CONVERTIBLE PREFERRED SHARES TO WHICH SUCH NOTICE RELATES WITHIN 14 DAYS OF RECEIPT. FOR THE AVOIDANCE OF DOUBT, THE COMPANY IS NOT AUTHORISED TO REDEEM ANY CONVERTIBLE PREFERRED SHARES HELD BY A MEMBER WITHOUT FIRST HAVING RECEIVED A REDEMPTION NOTICE FROM SUCH MEMBER.

Class of shares CONVERTIBLE B Number allotted 45222

PREFERRED Aggregate nominal 452.22

value

Currency GBP Amount paid 33.17

Amount unpaid 0

#### Prescribed particulars

1. ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE DULY AUTHORISED SHALL HAVE ONE VOTE. ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS A HOLDER. 2. THE ORDINARY SHARES, CONVERTIBLE PREFERRED SHARES AND CONVERTIBLE B PREFERRED SHARES SHALL PARTICIPATE PARI PASSU IN ANY DIVIDEND DECLARED BY THE COMPANY. 3. ON A WINDING UP, OR SALE EVENT, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): - FIRST PAYING TO THE HOLDERS OF THE CONVERTIBLE B PREFERRED SHARES IN PRIORITY TO ANY OTHER CLASSES OF SHARES £33.17 FOR EVERY CONVERTIBLE B PREFERRED SHARE HELD, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE AS CALCULATED, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE CONVERTIBLE B PREFERRED SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF CONVERTIBLE B PREFERRED SHARES; AND - NEXT IN PAYING TO THE HOLDERS OF THE CONVERTIBLE PREFERRED SHARES IN PRIORITY TO ANY OTHER CLASSES OF SHARES £33.17 FOR EVERY CONVERTIBLE PREFERRED SHARE HELD, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE AS CALCULATED, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE CONVERTIBLE PREFERRED SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF CONVERTIBLE PREFERRED SHARES; AND - THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. 4. FOLLOWING A LIQUIDATION OR SALE EVENT, A HOLDER OF CONVERTIBLE B PREFERRED SHARES SHALL BE ENTITLED AT ANY TIME BY NOTICE IN WRITING TO THE COMPANY TO REQUIRE THE REDEMPTION OF SOME OR ALL OF THE CONVERTIBLE B PREFERRED SHARES HELD BY THAT MEMBER FOR £33.17 PER CONVERTIBLE PREFERRED SHARE, SUBJECT ALWAYS TO THE PROVISIONS OF THE COMPANIES ACT 2006 AND THE ARTICLES. ON RECEIPT OF A REDEMPTION NOTICE FROM ANY HOLDER OF CONVERTIBLE PREFERRED SHARES, THE COMPANY SHALL BE BOUND TO REDEEM THE CONVERTIBLE B PREFERRED SHARES TO WHICH SUCH NOTICE RELATES WITHIN 14 DAYS OF RECEIPT. FOR THE AVOIDANCE OF DOUBT, THE COMPANY IS NOT AUTHORISED TO REDEEM ANY CONVERTIBLE B PREFERRED SHARES HELD BY A MEMBER WITHOUT FIRST HAVING RECEIVED A REDEMPTION NOTICE FROM SUCH MEMBER.

Staten	nent of Capital (Totals)		
Currency	GBP	Total number of shares	260285
		Total aggregate nominal value	2602.85

## Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 03/08/2012 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 : 90000 ORDINARY shares held as at the date of this return

Name: GRAHAM JOHN MANNION

Shareholding 2 : 10395 ORDINARY shares held as at the date of this return

Name: DIETRICH HAUPTMEIER

Shareholding 3 : 960 ORDINARY shares held as at the date of this return

Name: PHILIPP FREISE

Shareholding 4 : 2915 ORDINARY shares held as at the date of this return

Name: MAYA FERNANDEZ

Shareholding 5 : 1640 ORDINARY shares held as at the date of this return

Name: ALAN MORGAN

Shareholding 6 : 8163 ORDINARY shares held as at the date of this return

Name: PAUL THORNTON

Shareholding 7: 7446 ORDINARY shares held as at the date of this return

Name: RICHARD BURRILL

Shareholding 8 : 4080 ORDINARY shares held as at the date of this return

Name: ROBERT PAUL REID

Shareholding 9 : 2789 ORDINARY shares held as at the date of this return

Name: GRAEME HART

Shareholding 10 : 84425 CONVERTIBLE PREFERRED shares held as at the date of this return

Name: DELTA EQUITY FUND III LP

Shareholding 11 : 1507 CONVERTIBLE PREFERRED shares held as at the date of this return

Name: ALAN MORGAN

Shareholding 12 : 457 ORDINARY shares held as at the date of this return

Name: NIGEL ASTON

Shareholding 13 : 286 ORDINARY shares held as at the date of this return

Name: DAVID MOLLISON

Shareholding 14 : 45222 CONVERTIBLE B PREFERRED shares held as at the date of this return

Name: DELTA EQUITY FUND III LP

### Authorisation

Authenticated

This form was authorised by one of the following:

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