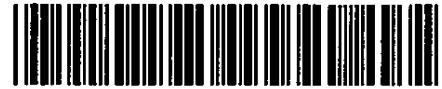




Companies House

AR01 (ef)

Annual Return



Received for filing in Electronic Format on the 06/07/2015

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Company Name GAUCHO GROUP LIMITED

Company Number 05866531

Date of this return 04/07/2015

SIC codes. 56101

Company Type Private company limited by shares

Situation of Registered Office
FOURTH FLOOR 7-9 SWALLOW STREET
LONDON
UNITED KINGDOM
W1B 4DE

RE-SCAN

Officers of the company

Company Secretary 1

Type **Person**
Full forename(s) **MR GARY**

Surname **MANN**

Former names.

Service Address recorded as Company's registered office

Company Director 1

Type **Person**
Full forename(s) **ZEEV**

Surname **GODIK**

Former names

Service Address **5 LENNOX GARDENS MEWS
LONDON
ENGLAND
SW1X 0DP**

Country/State Usually Resident **ENGLAND**

Date of Birth. **01/02/1954** *Nationality.* **DUTCH**
Occupation **DIRECTOR**

Company Director 2

Type **Person**
Full forename(s). **MR GARY**

Surname **MANN**

Former names

Service Address recorded as Company's registered office

Country/State Usually Resident **ENGLAND**

Date of Birth. **14/08/1980** *Nationality.* **BRITISH**

Occupation **FINANCE DIRECTOR**

Statement of Capital (Share Capital)

| | | | |
|------------------------|-------------------|--------------------------------|----------------|
| Class of shares | A ORDINARY | <i>Number allotted</i> | 588707 |
| | | <i>Aggregate nominal value</i> | 5887.07 |
| Currency | GBP | <i>Amount paid</i> | 0 |
| | | <i>Amount unpaid</i> | 0 |

Prescribed particulars

VOTING: ON A SHOW OF HANDS, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY OR B ORDINARY SHARES SHALL HAVE ONE VOTE AND ON A POLL, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY OR B ORDINARY SHARES SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND B ORDINARY SHARE OF WHICH HE IS THE HOLDER. SUBJECT TO THE OCCURRENCE OF A DEFAULT EVENT, THE A ORDINARY SHARES RANK PARI PASSU WITH THE B ORDINARY SHARES AS RESPECTS VOTING RIGHTS, AND BOTH RANK AHEAD OF THE PREFERENCE SHARES. ON THE OCCURRENCE OF A DEFAULT EVENT, THE A ORDINARY SHARES RANK PARI PASSU WITH THE PREFERENCE SHARES AS RESPECTS VOTING RIGHTS, AND BOTH RANK AHEAD OF THE B ORDINARY SHARES. IF AT ANY TIME WITHOUT INVESTOR CONSENT ANY SHAREHOLDER (OTHER THAN AN INVESTOR) IS IN MATERIAL BREACH OF THE PROVISIONS OF THE ARTICLES AND/OR THE INVESTMENT AGREEMENT OR ANY GROUP COMPANY IS ENTITLED TO TERMINATE ANY SERVICE AGREEMENT BY REASON OF A REPUDIATORY BREACH THEREOF BY A SHAREHOLDER OR ANY PERSON BECOMES A LEAVER, THEN THE SHARES WHICH SUCH PERSON HOLDS OR TO WHICH HE IS ENTITLED AND ANY SHARES FORMERLY HELD BY SUCH PERSON SHALL IMMEDIATELY CEASE TO ENTITLE THE HOLDERS THEREOF TO ATTEND AND VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE CLASS MEETING OF THE COMPANY. IF ANY SHAREHOLDER EFFECTS A TRANSFER OF ANY SHARE IN BREACH OF THE ARTICLES, THE RELEVANT SHARES SHALL CEASE TO CONFER ON THE HOLDER THEREOF ANY RIGHTS TO VOTE (WHETHER ON A SHOW OF HANDS OR ON A POLL AND WHETHER EXERCISABLE AT A GENERAL MEETING OF THE COMPANY OR AT ANY SEPARATE MEETING OF THE CLASS IN QUESTION) DIVIDENDS: SUBJECT TO PAYMENT OF THE PREFERENCE DIVIDEND, THE BOARD RECOMMENDING PAYMENT OF AN ORDINARY DIVIDEND AND INVESTOR CONSENT, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) ACCORDING TO THE AMOUNT PAID UP OR CREDITED AS PAID UP IN RESPECT OF THE NOMINAL VALUE ON EACH SUCH SHARE THE A ORDINARY SHARES RANK PARI PASSU WITH THE B ORDINARY SHARES AS RESPECTS DIVIDENDS, BUT BOTH RANK BEHIND THE PREFERENCE SHARES. IF ANY SHAREHOLDER EFFECTS A TRANSFER OF ANY SHARE IN BREACH OF THE ARTICLES, THE RELEVANT SHARES SHALL CEASE TO CONFER ON THE HOLDER THEREOF ANY RIGHTS TO RECEIVE DIVIDENDS OR OTHER DISTRIBUTIONS (OTHER THAN THE ISSUE PRICE OF THE RELEVANT SHARES UPON A RETURN OF CAPITAL). RETURN OF CAPITAL: ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND RETURN OF CAPITAL PAYMENTS TO THE HOLDERS OF THE PREFERENCE SHARES SHALL BE APPLIED IN PAYING TO EACH HOLDER OF A ORDINARY AND B ORDINARY SHARES IN RESPECT OF EACH A ORDINARY AND B ORDINARY SHARE OF WHICH IT IS THE HOLDER A SUM EQUAL TO THE ISSUE PRICE THEREOF PROVIDED ALWAYS THAT THERE SHALL BE WITHHELD FROM SUCH AMOUNT AN AMOUNT EQUAL TO ANY AND ALL UNPAID AMOUNTS ON ANY PARTLY PAID B ORDINARY SHARES AND SUCH WITHHELD AMOUNT SHALL BE PAID TO THE COMPANY ON THE RELEVANT SHAREHOLDER'S BEHALF IN PAYING UP THE ISSUE PRICE ON SUCH SHARES. THE BALANCE OF SUCH ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY AND B ORDINARY SHARES ACCORDING TO THE AMOUNT PAID UP ON EACH SHARE. THE A ORDINARY SHARES RANK PARI PASSU WITH THE B ORDINARY SHARES AS RESPECTS CAPITAL, BUT BOTH RANK BEHIND THE PREFERENCE SHARES. IF ANY SHAREHOLDER EFFECTS A TRANSFER OF ANY SHARE IN BREACH OF THE ARTICLES, THE RELEVANT SHARES SHALL CEASE TO CONFER ON THE HOLDER THEREOF ANY RIGHTS TO RECEIVE DIVIDENDS OR OTHER DISTRIBUTIONS (OTHER THAN THE

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|------------------------|-------------------|--------------------------------|----------------|
| Class of shares | B ORDINARY | <i>Number allotted</i> | 411293 |
| | | <i>Aggregate nominal value</i> | 4112.93 |
| <i>Currency</i> | GBP | <i>Amount paid</i> | 0 |
| | | <i>Amount unpaid</i> | 0 |

Prescribed particulars

VOTING: ON A SHOW OF HANDS, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY OR B ORDINARY SHARES SHALL HAVE ONE VOTE AND ON A POLL, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY OR B ORDINARY SHARES SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND B ORDINARY SHARE OF WHICH HE IS THE HOLDER. SUBJECT TO THE OCCURRENCE OF A DEFAULT EVENT, THE B ORDINARY SHARES RANK PARI PASSU WITH THE A ORDINARY SHARES AS RESPECTS VOTING RIGHTS, AND BOTH RANK AHEAD OF THE PREFERENCE SHARES. DIVIDENDS: SUBJECT TO PAYMENT OF THE PREFERENCE DIVIDEND, THE BOARD RECOMMENDING PAYMENT OF AN ORDINARY DIVIDEND AND INVESTOR CONSENT, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) ACCORDING TO THE AMOUNT PAID UP OR CREDITED AS PAID UP IN RESPECT OF THE NOMINAL VALUE ON EACH SUCH SHARE. THE B ORDINARY SHARES RANK PARI PASSU WITH THE A ORDINARY SHARES AS RESPECTS DIVIDENDS, BUT BOTH RANK BEHIND THE PREFERENCE SHARES. IF ANY SHAREHOLDER EFFECTS A TRANSFER OF ANY SHARE IN BREACH OF THE ARTICLES, THE RELEVANT SHARES SHALL CEASE TO CONFER ON THE HOLDER THEREOF ANY RIGHTS TO RECEIVE DIVIDENDS OR OTHER DISTRIBUTIONS (OTHER THAN THE ISSUE PRICE OF THE RELEVANT SHARES UPON A RETURN OF CAPITAL). RETURN OF CAPITAL: ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES AND RETURN OF CAPITAL PAYMENTS TO THE HOLDERS OF THE PREFERENCE SHARES SHALL BE APPLIED IN PAYING TO EACH HOLDER OF A ORDINARY AND B ORDINARY SHARES IN RESPECT OF EACH A ORDINARY AND B ORDINARY SHARE OF WHICH IT IS THE HOLDER A SUM EQUAL TO THE ISSUE PRICE THEREOF PROVIDED ALWAYS THAT THERE SHALL BE WITHHELD FROM SUCH AMOUNT AN AMOUNT EQUAL TO ANY AND ALL UNPAID AMOUNTS ON ANY PARTLY PAID B ORDINARY SHARES AND SUCH WITHHELD AMOUNT SHALL BE PAID TO THE COMPANY ON THE RELEVANT SHAREHOLDER'S BEHALF IN PAYING UP THE ISSUE PRICE ON SUCH SHARES. THE BALANCE OF SUCH ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY AND B ORDINARY SHARES ACCORDING TO THE AMOUNT PAID UP ON EACH SHARE. THE B ORDINARY SHARES RANK PARI PASSU WITH THE A ORDINARY SHARES AS RESPECTS CAPITAL, BUT BOTH RANK BEHIND THE PREFERENCE SHARES. IF ANY SHAREHOLDER EFFECTS A TRANSFER OF ANY SHARE IN BREACH OF THE ARTICLES, THE RELEVANT SHARES SHALL CEASE TO CONFER ON THE HOLDER THEREOF ANY RIGHTS TO RECEIVE DIVIDENDS OR OTHER DISTRIBUTIONS (OTHER THAN THE ISSUE PRICE OF THE RELEVANT SHARES UPON A RETURN OF CAPITAL). REDEMPTION: THE B ORDINARY SHARES ARE NOT REDEEMABLE.

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| Class of shares | REDEEMABLE | <i>Number allotted</i> | 13917100 |
| | PREFERENCE | <i>Aggregate nominal value</i> | 139171 |
| <i>Currency</i> | GBP | <i>Amount paid</i> | 0 |
| | | <i>Amount unpaid</i> | 0 |

Prescribed particulars

VOTING UNLESS AT ANY TIME A DEFAULT EVENT HAS OCCURRED WITHOUT INVESTOR CONSENT, THE PREFERENCE SHARES ENTITLE THE HOLDERS THEREOF TO RECEIVE NOTICE OF ALL GENERAL MEETINGS BUT NOT TO ATTEND OR VOTE AT ANY GENERAL MEETING. SUBJECT TO THE OCCURRENCE OF A DEFAULT EVENT, THE PREFERENCE SHARES RANK BEHIND THE A ORDINARY AND B ORDINARY SHARES AS RESPECTS VOTING RIGHTS. IF AT ANY TIME WITHOUT INVESTOR CONSENT ANY SHAREHOLDER (OTHER THAN AN INVESTOR) IS IN MATERIAL BREACH OF THE PROVISIONS OF THE ARTICLES AND/OR THE INVESTMENT AGREEMENT OR ANY GROUP COMPANY IS ENTITLED TO TERMINATE ANY SERVICE AGREEMENT BY REASON OF A REPUDIATORY BREACH THEREOF BY A SHAREHOLDER OR ANY PERSON BECOMES A LEAVER, THEN THE SHARES WHICH SUCH PERSON HOLDS OR TO WHICH HE IS ENTITLED AND ANY SHARES FORMERLY HELD BY SUCH PERSON SHALL IMMEDIATELY CEASE TO ENTITLE THE HOLDERS THEREOF TO ATTEND AND VOTE AT ANY GENERAL MEETING OR AT ANY SEPARATE CLASS MEETING OF THE COMPANY. IF ANY SHAREHOLDER EFFECTS A TRANSFER OF ANY SHARE IN BREACH OF THE ARTICLES, THE RELEVANT SHARES SHALL CEASE TO CONFER ON THE HOLDER THEREOF ANY RIGHTS TO VOTE (WHETHER ON A SHOW OF HANDS OR ON A POLL AND WHETHER EXERCISABLE AT A GENERAL MEETING OF THE COMPANY OR AT ANY SEPARATE MEETING OF THE CLASS IN QUESTION) DIVIDENDS EACH PREFERENCE SHARE SHALL ACCRUE A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 10 PER CENT. OF THE ISSUE PRICE PER SHARE WHETHER OR NOT EARNED OR DECLARED AND WHETHER OR NOT THERE ARE SUFFICIENT AVAILABLE PROFITS TO PERMIT SUCH PAYMENT. THIS DIVIDEND IS PAYABLE BY THE COMPANY WITHOUT RESOLUTION OF THE BOARD OR THE COMPANY IN GENERAL MEETING AND BEFORE APPLICATION OF ANY PROFITS TO RESERVE OR FOR ANY OTHER PURPOSE THE PREFERENCE SHARES RANK AHEAD OF THE A ORDINARY AND B ORDINARY SHARES AS RESPECTS DIVIDENDS. IF ANY SHAREHOLDER EFFECTS A TRANSFER OF ANY SHARE IN BREACH OF THE ARTICLES, THE RELEVANT SHARES SHALL CEASE TO CONFER ON THE HOLDER THEREOF ANY RIGHTS TO RECEIVE DIVIDENDS OR OTHER DISTRIBUTIONS (OTHER THAN THE ISSUE PRICE OF THE RELEVANT SHARES UPON A RETURN OF CAPITAL) RETURN OF CAPITAL. ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED FIRST IN PAYING TO EACH HOLDER OF PREFERENCE SHARES IN RESPECT OF EACH PREFERENCE SHARE OF WHICH IT IS THE HOLDER AN AMOUNT EQUAL TO 100% OF THE ISSUE PRICE THEREOF AND THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR UNPAID AMOUNTS OF PREFERENCE DIVIDEND. THE PREFERENCE SHARES RANK AHEAD OF THE A ORDINARY AND B ORDINARY SHARES AS RESPECTS CAPITAL. IF ANY SHAREHOLDER EFFECTS A TRANSFER OF ANY SHARE IN BREACH OF THE ARTICLES, THE RELEVANT SHARES SHALL CEASE TO CONFER ON THE HOLDER THEREOF ANY RIGHTS TO RECEIVE DIVIDENDS OR OTHER DISTRIBUTIONS (OTHER THAN THE ISSUE PRICE OF THE RELEVANT SHARES UPON A RETURN OF CAPITAL). REDEMPTION THE COMPANY SHALL REDEEM ONE THIRD OF THE PREFERENCE SHARES THEN IN ISSUE ON 31 JANUARY 2013, ONE HALF OF THE PREFERENCE SHARES THEN IN ISSUE ON 31 JANUARY 2014 AND ALL OF THE PREFERENCE SHARES THEN IN ISSUE ON 31 JANUARY 2015 THE COMPANY SHALL (UNLESS DIRECTED TO THE CONTRARY BY AN INVESTOR DIRECTION) REDEEM ALL THE PREFERENCE SHARES THEN IN ISSUE IMMEDIATELY PRIOR TO EITHER A SALE OR A QUOTATION. SUBJECT TO INVESTOR CONSENT, THE COMPANY MAY AT ANY TIME ON NOT LESS THAN 25 BUSINESS DAYS' NOTICE IN WRITING TO THE HOLDERS OF PREFERENCE SHARES REDEEM, IN MULTIPLES OF NOT LESS THAN 1,000 PREFERENCE SHARES, SUCH TOTAL NUMBER OF PREFERENCE SHARES AS IS SPECIFIED IN SUCH NOTICE THE HOLDERS OF THE PREFERENCE SHARES MAY REQUIRE THE COMPANY TO REDEEM SUCH AMOUNT

Statement of Capital (Totals)

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|----------|-----|----------------------------------|----------|
| Currency | GBP | Total number of shares | 14917100 |
| | | Total aggregate nominal value | 149171 |

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 04/07/2015 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 . 588707 A ORDINARY shares held as at the date of this return
Name GAUCHO HOLDINGS LTD

Shareholding 2 . 411293 B ORDINARY shares held as at the date of this return
Name GAUCHO HOLDINGS LTD

Shareholding 3 . 13917100 REDEEMABLE PREFERENCE shares held as at the date of this return
Name. GAUCHO HOLDINGS LTD

Authorisation

Authenticated

This form was authorised by one of the following

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



Companies House

COMPANY NAME: GAUCHO GROUP LIMITED

COMPANY NUMBER: 05866531

A SECOND FILED AR01 WAS REGISTERED ON 28/11/2015