



Companies House
— for the record —

AR01 (ef)

Annual Return



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Company Name: **SECURISTYLE GROUP HOLDINGS LIMITED**

Company Number: **05879071**

Date of this return: **18/07/2012**

SIC codes: **25720**

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

Situation of Registered Office: **ASSA ABLOY LIMITED PORTOBELLO
SCHOOL STREET
WILLENHALL
WEST MIDLANDS
WV13 3PW**

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MR ALEXANDER PAUL**

Surname: **STERN**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **MRS CLAIRE LOUISE**

Surname: **BAILEY**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **12/08/1968** Nationality: **BRITISH**
Occupation: **DIRECTOR**

Company Director **2**

Type: **Person**
Full forename(s): **MR CHRISTOPHER DAVID**

Surname: **BROWNING**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **30/06/1965** Nationality: **BRITISH**

Occupation: **DIRECTOR**

Company Director **3**

Type: **Person**
Full forename(s): **MR PAUL CHARLES**

Surname: **COOK**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **25/03/1949** Nationality: **BRITISH**

Occupation: **DIRECTOR**

Company Director 4

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

Surname: **HUTCHINSON**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **04/11/1968** Nationality: **BRITISH**

Occupation: **DIRECTOR**

Company Director 5

Type: **Person**
Full forename(s): **MR JOHN LINLEY**

Surname: **MIDDLETON**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **04/02/1956** Nationality: **SOUTH AFRICIAN**

Occupation: **DIRECTOR**

Company Director **6**

Type: **Person**

Full forename(s): **MR ALLAN DAVID**

Surname: **TALBOT-COOPER**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **18/11/1968**

Nationality: **BRITISH**

Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	728000
		<i>Aggregate nominal value</i>	728000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

VOTING RIGHTS: UPON A SHOW OF HANDS EVERY HOLDER OF ORDINARY SHARES SHALL HAVE ONE VOTE AND UPON A POLL ONE VOTE FOR EVERY ORDINARY SHARE OF WHICH HE IS A REGISTERED HOLDER. INCOME RIGHTS: NO DIVIDEND WILL BE PAYABLE IN RESPECT OF THE VOTING ORDINARY SHARES UNLESS WITH THE PRIOR CONSENT OF THE INSTITUTION (AS DEFINED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY). IN THE EVENT OF SUCH A DIVIDEND BEING DECLARED, THE VOTING ORDINARY SHARES SHALL RANK PARI PASSU WITH THE OTHER ORDINARY SHARES. CAPITAL RIGHTS: ON A RETURN OF CAPITAL ON LIQUIDATION, CAPITAL REDUCTION, EXIT OR OTHERWISE THE ORDINARY SHARES SHALL RANK BELOW THE PREFERENCE SHARES AND PARI PASSU WITH THE OTHER ORDINARY SHARES IN THE CAPITAL OF THE COMPANY.

Class of shares	A ORDINARY	<i>Number allotted</i>	70000
		<i>Aggregate nominal value</i>	70000
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

VOTING RIGHTS: THE HOLDERS OF THE A ORDINARY SHARES SHALL NOT BE ENTITLED TO VOTE ON ANY RESOLUTION AT ANY MEETING OF THE COMPANY. INCOME RIGHTS: NO DIVIDEND WILL BE PAYABLE IN RESPECT OF THE A ORDINARY SHARES UNLESS WITH THE PRIOR CONSENT OF THE INSTITUTION (AS DEFINED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY). IN THE EVENT OF SUCH A DIVIDEND BEING DECLARED, THE A ORDINARY SHARES SHALL RANK PARI PASSU WITH THE OTHER ORDINARY SHARES. CAPITAL RIGHTS: ON A RETURN OF CAPITAL ON LIQUIDATION, CAPITAL REDUCTION, EXIT OR OTHERWISE THE A ORDINARY SHARES SHALL RANK BELOW THE PREFERENCE SHARES AND PARI PASSU WITH THE OTHER ORDINARY SHARES IN THE CAPITAL OF THE COMPANY. IF UPON A SALE, WINDING UP, IPO OR WHERE THE HOLDERS OF ORDINARY SHARES HAVE OR WILL OTHERWISE RECEIVE OR HAVE RECEIVED PROCEEDS IN RESPECT OF THEIR ORDINARY SHARES OR ANY OF THEM, THE AGGREGATE VALUE OF OR PROCEEDS RECEIVED BY MEMBERS IN RESPECT OF ORDINARY SHARES IS EQUAL TO OR GREATER THAN A£11.05 MILLION, THEN THE VALUE OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES AS BETWEEN THEMSELVES (AND NOT THE VOTING ORDINARY SHARES) SHALL BE ADJUSTED AS FOLLOWS; (A) THE TOTAL INSTITUTIONAL ORDINARY SHARE CONSIDERATION SHALL NOT BE ADJUSTED AND SHALL FOR THE AVOIDANCE OF DOUBT BE CALCULATED AS OTHERWISE PROVIDED FOR IN THESE ARTICLES. (B) THE RIGHTS OF THE A ORDINARY SHARES TO DIVIDENDS AND PROCEEDS ON A RETURN OF CAPITAL OR A WINDING UP OR A SALE OF SHARES SHALL BE ADJUSTED SUCH THAT THE VALUE OF THE A ORDINARY SHARES SHALL BE THE VALUE OTHERWISE CALCULATED IN ACCORDANCE WITH THE ARTICLES PLUS AN AMOUNT EQUAL TO 2.5 PER CENT OF THE TOTAL ORDINARY SHARE CONSIDERATION AND CONSEQUENTLY THE VALUE OF THE B ORDINARY SHARES SHALL BE ADJUSTED DOWNWARDS BY A CORRESPONDING AMOUNT.

Class of shares	B ORDINARY	<i>Number allotted</i>	602000
		<i>Aggregate nominal value</i>	602000
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

VOTING RIGHTS: UPON A SHOW OF HANDS EVERY HOLDER OF B ORDINARY SHARES SHALL HAVE ONE VOTE AND UPON A POLL ONE VOTE FOR EVERY B ORDINARY SHARE OF WHICH HE IS A REGISTERED HOLDER. INCOME RIGHTS: NO DIVIDEND WILL BE PAYABLE IN RESPECT OF THE B ORDINARY SHARES UNLESS WITH THE PRIOR CONSENT OF THE INSTITUTION (AS DEFINED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY). IN THE EVENT OF SUCH A DIVIDEND BEING DECLARED, THE B ORDINARY SHARES SHALL RANK PARI PASSU WITH THE OTHER ORDINARY SHARES. CAPITAL RIGHTS: ON A RETURN OF CAPITAL ON LIQUIDATION, CAPITAL REDUCTION, EXIT OR OTHERWISE THE B ORDINARY SHARES SHALL RANK BELOW THE PREFERENCE SHARES AND PARI PASSU WITH THE OTHER ORDINARY SHARES IN THE CAPITAL OF THE COMPANY. IF UPON A SALE, WINDING UP, IPO OR WHERE THE HOLDERS OF ORDINARY SHARES HAVE OR WILL OTHERWISE RECEIVE OR HAVE RECEIVED PROCEEDS IN RESPECT OF THEIR ORDINARY SHARES OR ANY OF THEM, THE AGGREGATE VALUE OF OR PROCEEDS RECEIVED BY MEMBERS IN RESPECT OF ORDINARY SHARES IS EQUAL TO OR GREATER THAN A£11.05 MILLION, THEN THE VALUE OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES AS BETWEEN THEMSELVES (AND NOT THE VOTING ORDINARY SHARES) SHALL BE ADJUSTED AS FOLLOWS; (A) THE TOTAL INSTITUTIONAL ORDINARY SHARE CONSIDERATION SHALL NOT BE ADJUSTED AND SHALL FOR THE AVOIDANCE OF DOUBT BE CALCULATED AS OTHERWISE PROVIDED FOR IN THESE ARTICLES. (B) THE RIGHTS OF THE A ORDINARY SHARES TO DIVIDENDS AND PROCEEDS ON A RETURN OF CAPITAL OR A WINDING UP OR A SALE OF SHARES SHALL BE ADJUSTED SUCH THAT THE VALUE OF THE A ORDINARY SHARES SHALL BE THE VALUE OTHERWISE CALCULATED IN ACCORDANCE WITH THE ARTICLES PLUS AN AMOUNT EQUAL TO 2.5 PER CENT OF THE TOTAL ORDINARY SHARE CONSIDERATION AND CONSEQUENTLY THE VALUE OF THE B ORDINARY SHARES SHALL BE ADJUSTED DOWNWARDS BY A CORRESPONDING AMOUNT.

Class of shares	PREFERENCE	<i>Number allotted</i>	11750000
		<i>Aggregate nominal value</i>	117500
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

VOTING RIGHTS: THE HOLDERS OF THE PREFERENCE SHARES SHALL NOT BE ENTITLED TO VOTE ON ANY RESOLUTION AT ANY GENERAL MEETING OF THE COMPANY. INCOME RIGHTS: IN RESPECT OF ANY FINANCIAL YEAR COMMENCING AFTER THE SENIOR FACILITY FINAL REPAYMENT DATE (AS DEFINED IN THE ARTICLES OF ASSOCIATION OF THE COMPANY) THE COMPANY MAY DISTRIBUTE 50 PER CENT OF ANY AVAILABLE PROFITS AMONGST THE HOLDERS OF THE PREFERENCE SHARES PRO RATA WITH THEIR HOLDING OF SUCH SHARES. CAPITAL RIGHTS: ON A RETURN OF CAPITAL ON LIQUIDATION, CAPITAL REDUCTION, EXIT OR OTHERWISE THE A ORDINARY SHARES SHALL RANK AHEAD OF ALL OTHER CAPITAL OF THE COMPANY

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	13150000
		<i>Total aggregate nominal value</i>	1517500

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 18/07/2012 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 : 0 A ORDINARY shares held as at the date of this return
70000 shares transferred on 2012-01-27

Name: CAVENDISH SQUARE PARTNERS (GENERAL PARTNER) LIMITED, ACTING IN ITS CAPACITY AS GENERAL PARTNER OF CAVENDISH SQUARE PARTNERS LIMITED

Shareholding 2 : 0 PREFERENCE shares held as at the date of this return
401065 shares transferred on 2012-01-27

Name: CHRISTOPHER BROWNING

Shareholding 3 : 0 ORDINARY shares held as at the date of this return
227148 shares transferred on 2012-01-27

Name: ANDREW LARGE

Shareholding 4 : 0 PREFERENCE shares held as at the date of this return
598263 shares transferred on 2012-01-27

Name: NIGEL THOMPSON

Shareholding 5 : 0 PREFERENCE shares held as at the date of this return
9106250 shares transferred on 2012-01-27

Name: BANK OF SCOTLAND

Shareholding 6 : 0 PREFERENCE shares held as at the date of this return
752409 shares transferred on 2012-01-27

Name: PAUL COOK

Shareholding 7 : 0 ORDINARY shares held as at the date of this return
152208 shares transferred on 2012-01-27

Name: CHRISTOPHER BROWNING

Shareholding 8 : 0 ORDINARY shares held as at the date of this return
285644 shares transferred on 2012-01-27

Name: PAUL COOK

Shareholding 9 : 0 PREFERENCE shares held as at the date of this return
598263 shares transferred on 2012-01-27

Name: ANDREW LARGE

Shareholding 10 : 0 ORDINARY shares held as at the date of this return
35000 shares transferred on 2012-01-27

Name: DAVID WALSH

Shareholding 11 : 0 ORDINARY shares held as at the date of this return
28000 shares transferred on 2012-01-27

Name: JON SOPHER

Shareholding 12 : 0 PREFERENCE shares held as at the date of this return
293750 shares transferred on 2012-01-27

Name: JON SOPHER

Shareholding 13 : 0 B ORDINARY shares held as at the date of this return
602000 shares transferred on 2012-01-27

Name: BANK OF SCOTLAND

Shareholding 14 : 728000 ORDINARY shares held as at the date of this return

Name: ASSA ABLOY UK LTD

Shareholding 15 : 70000 A ORDINARY shares held as at the date of this return

Name: ASSA ABLOY UK LTD

Shareholding 16 : 602000 B ORDINARY shares held as at the date of this return
Name: ASSA ABLOY UK LTD

Shareholding 17 : 11750000 PREFERENCE shares held as at the date of this return
Name: ASSA ABLOY UK 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.