



Companies House
— for the record —

AR01 (ef)

Annual Return



XJFCMNZF

Received for filing in Electronic Format on the: **05/10/2010**

Company Name: **XYNOSTICS LIMITED**

Company Number: **05947231**

Date of this return: **26/09/2010**

SIC codes: **7310**

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

Situation of Registered Office: **GROUND'S FARM
HOOK NORTON
BANBURY
OXON
OX15 5LP**

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **IAIN FENTON**

Surname: **RAE**

Former names:

Service Address: **GROUND'S FARM
HOOK NORTON
BANBURY
OXFORDSHIRE
OX15 5LR**

Company Director **1**

Type: **Person**
Full forename(s): **DR SIMON**

Surname: **DOUGLAS**

Former names:

Service Address: **3 ST JOHNS ROAD**
 KNUTSFORD
 CHESHIRE
 WA16 0DL

Country/State Usually Resident: **ENGLAND**

Date of Birth: **18/10/1958** *Nationality:* **BRITISH**
Occupation: **COMPANY DIRECTOR**

Company Director 2

Type: **Person**

Full forename(s): **MR ALEXANDER ROGER WILLIAM**

Surname: **MARSHALL**

Former names:

Service Address: **JUSTICES COTTAGE
WESTON ROAD BLETCHINGDON
KIDLINGTON
OXFORDSHIRE
OX5 3DH**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **14/05/1970**

Nationality: **BRITISH**

Occupation: **CONSULTANT**

Company Director **3**

Type: **Person**
Full forename(s): **IAIN FENTON**

Surname: **RAE**

Former names:

Service Address: **GROUNDS FARM
HOOK NORTON
BANBURY
OXFORDSHIRE
OX15 5LR**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **03/01/1955** *Nationality:* **BRITISH**
Occupation: **CONSULTANT**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	16435
		<i>Aggregate nominal value</i>	16435
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

4.2 SAVE FOR THE ALLOTMENT OF THE A ORDINARY SHARES ANY UNISSUED SHARES IN THE CAPITAL OF THE COMPANY SHALL, BEFORE THEY ARE ISSUED, BE OFFERED TO ALL SHAREHOLDERS OF THE COMPANY, INITIALLY PRO-RATA TO THEIR CURRENT SHAREHOLDING IN THE COMPANY, BUT IF NOT ALL ARE TAKEN UP, THEN ON A SECOND AND, IF NECESSARY, FURTHER OCCASIONS, PRO RATA TO THE HOLDINGS OF THOSE SHAREHOLDERS WISHING TO TAKE UP SHARES UNTIL ALL SHARES HAVE BEEN TAKEN UP OR THERE ARE NO SHAREHOLDERS WISHING TO TAKE UP FURTHER SHARES (WHICHEVER OCCURS FIRST). SUCH OFFER SHALL BE AT THE SAME PRICE AND ON THE SAME TERMS TO EACH SHAREHOLDER AND THE PROVISIONS OF SECTION 90(1) TO 90(6) SHALL APPLY TO SUCH OFFER. 4.3 SUBJECT TO ANY DIRECTION TO THE CONTRARY WHICH MAY BE GIVEN BY THE COMPANY IN GENERAL MEETING, IN RESPECT OF ANY SHARES NOT TAKEN UP PURSUANT TO ARTICLE 4.2 OR NOT CAPABLE OF BEING OFFERED IN ACCORDANCE WITH ARTICLE 4.2 EXCEPT BY WAY OF FRACTIONS, THE DIRECTORS MAY ALLOT, GRANT OPTIONS OVER, OR OTHERWISE DISPOSE OF, SUCH SHARES TO SUCH PERSONS ON SUCH TERMS AS THEY THINK FIT PROVIDED THAT SUCH SHARES SHALL NOT BE DISPOSED OF ON TERMS WHICH ARE MORE FAVOURABLE THAN THE TERMS ON WHICH THEY WERE OFFERED TO THE SHAREHOLDERS IN ACCORDANCE WITH ARTICLE 4.2.

Class of shares	ORDINARY A	<i>Number allotted</i>	3000
		<i>Aggregate nominal value</i>	3000
<i>Currency</i>	GBP	<i>Amount paid</i>	3
		<i>Amount unpaid</i>	0

Prescribed particulars

4.2 SAVE FOR THE ALLOTMENT OF THE A ORDINARY SHARES ANY UNISSUED SHARES IN THE CAPITAL OF THE COMPANY SHALL, BEFORE THEY ARE ISSUED, BE OFFERED TO ALL SHAREHOLDERS OF THE COMPANY, INITIALLY PRO-RATA TO THEIR CURRENT SHAREHOLDING IN THE COMPANY, BUT IF NOT ALL ARE TAKEN UP, THEN ON A SECOND AND, IF NECESSARY, FURTHER OCCASIONS, PRO RATA TO THE HOLDINGS OF THOSE SHAREHOLDERS WISHING TO TAKE UP SHARES UNTIL ALL SHARES HAVE BEEN TAKEN UP OR THERE ARE NO SHAREHOLDERS WISHING TO TAKE UP FURTHER SHARES (WHICHEVER OCCURS FIRST). SUCH OFFER SHALL BE AT THE SAME PRICE AND ON THE SAME TERMS TO EACH SHAREHOLDER AND THE PROVISIONS OF SECTION 90(1) TO 90(6) SHALL APPLY TO SUCH OFFER. 4.3 SUBJECT TO ANY DIRECTION TO THE CONTRARY WHICH MAY BE GIVEN BY THE COMPANY IN GENERAL MEETING, IN RESPECT OF ANY SHARES NOT TAKEN UP PURSUANT TO ARTICLE 4.2 OR NOT CAPABLE OF BEING OFFERED IN ACCORDANCE WITH ARTICLE 4.2 EXCEPT BY WAY OF FRACTIONS, THE DIRECTORS MAY ALLOT, GRANT OPTIONS OVER, OR OTHERWISE DISPOSE OF, SUCH SHARES TO SUCH PERSONS ON SUCH TERMS AS THEY THINK FIT PROVIDED THAT SUCH SHARES SHALL NOT BE DISPOSED OF ON TERMS WHICH ARE MORE FAVOURABLE THAN THE TERMS ON WHICH THEY WERE OFFERED TO THE SHAREHOLDERS IN ACCORDANCE WITH ARTICLE 4.2. 5 CESSATION OF A ORDINARY SHAREHOLDER AS A DIRECTOR AND /OR EMPLOYEE OF THE COMPANY 5.1 WHERE THE HOLDER OF A ORDINARY SHARES CEASES TO BE A DIRECTOR AND OR EMPLOYEE OF THE COMPANY FOR ANY REASON (SAVE IN RESPECT OF AN EXIT) WITHIN 5 YEARS FROM THE ANNIVERSARY OF THE ALLOTMENT OF THE A ORDINARY SHARES TO HIM (THE ALLOTMENT) THE FOLLOWING SHALL APPLY: 5.1.1 FOR EVERY FULL AND COMPLETE 12 MONTH PERIOD WORKED AS A DIRECTOR AND OR EMPLOYEE OF THE COMPANY AN A ORDINARY SHAREHOLDER WILL BE ENTITLED TO KEEP 5% OF THE A ORDINARY SHARES OWNED BY HIM AND DEAL WITH THEM IN ACCORDANCE WITH THE COMPANY'S ARTICLES OF ASSOCIATION. FOR EXAMPLE, WHERE THE A ORDINARY SHAREHOLDER CEASES TO BE A DIRECTOR AND OR EMPLOYEE AT ANY TIME DURING 5 YEARS FROM THE ALLOTMENT HIS SHARES SHALL BE DEALT WITH AS FOLLOWS; WHERE THE CESSATION DATE FALLS BETWEEN THE FOLLOWING PERIODS POST ALLOTMENT THE A ORDINARY SHAREHOLDER SHALL BE ABLE TO RETAIN THE FOLLOWING PERCENTAGE SHAREHOLDING OF A ORDINARY SHARES: (%) THE A ORDINARY SHAREHOLDER SHALL SELL BACK THE FOLLOWING PERCENTAGE OF A ORDINARY SHARES: (%) 0-1 YEAR 0 100 >1-2 YEARS 5 95 >2-3 YEARS 10 90 >3-4 YEARS 15 85 >4-5 YEARS 20 80 >5 YEARS 25 75 5.1.2 THE COMPANY SHALL, SUBJECT TO HAVING SUFFICIENT DISTRIBUTABLE RESERVES, HAVE THE FIRST OPTION TO BUY BACK THE A ORDINARY SHARES FROM THE A ORDINARY SHAREHOLDER. WHERE THE COMPANY DOES NOT HAVE SUFFICIENT DISTRIBUTABLE RESERVES TO BUY BACK THE SHARES THE ORDINARY SHAREHOLDERS SHALL BE OFFERED THE SHARES ON A PRO RATA BASIS TO THEIR ORDINARY SHAREHOLDINGS. THE PRICE TO BE PAID BY EITHER THE COMPANY OR THE REMAINING SHAREHOLDERS FOR THE A ORDINARY SHARES SHALL BE COST PRICE.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	19435
		<i>Total aggregate nominal value</i>	19435

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 26/09/2010 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for a private or non-traded public company are shown below

Shareholding 1 : **929 ORDINARY shares held as at 2010-09-26**
Name: **JOHN THORNBACK**

Shareholding 2 : **7752 ORDINARY shares held as at 2010-09-26**
Name: **IAIN RAE**

Shareholding 3 : **7754 ORDINARY shares held as at 2010-09-26**
Name: **ALEXANDER MARSHALL**

Shareholding 4 : **3000 ORDINARY A shares held as at 2010-09-26**
Name: **SIMON DOUGLAS**

Authorisation

Authenticated

This form was authorised by one of the following:

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