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**AR01** (ef)

**Annual Return**



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**X915XVZ3**

*Company Name:* **GHD GROUP HOLDINGS LIMITED**

*Company Number:* **06302477**

*Date of this return:* **04/07/2011**

*SIC codes:* **7415**

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

*Situation of Registered Office:* **C/O EVERSLEDs LLP EVERSLEDs  
HOUSE, GREAT BRIDGEWATER STREET  
MANCHESTER  
M1 5ES**

**Officers of the company**

## *Company Secretary 1*

Type: **Person**  
Full forename(s): **MR ANDREW DARREN**

Surname: **PITTER**

Former names:

Service Address: **24 KINGS CROSS GARDENS  
MOORTOWN  
LEEDS  
LS17 6PB**

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## *Company Director 1*

Type: **Person**  
Full forename(s): **MR PETER**

Surname: **CHEUNG**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **22/03/1960** Nationality: **BRITISH**

Occupation: **ACCOUNTANT**

*Company Director*    2

*Type:*                                **Person**  
*Full forename(s):*                **MR MARK PATRICK**

*Surname:*                         **DUNFOY**

*Former names:*

*Service Address recorded as Company's registered office*

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

*Date of Birth:*    **29/03/1965**                                *Nationality:*    **BRITISH**

*Occupation:*    **COMPANY DIRECTOR**

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*Company Director*    **3**

*Type:*                            **Person**

*Full forename(s):*            **ANTHONY MICHAEL**

*Surname:*                    **GREENSMITH**

*Former names:*

*Service Address:*            **38 CARRWOOD ROAD  
WILMSLOW  
CHESHIRE  
SK9 5DL**

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

*Date of Birth:*    **28/04/1971**                            *Nationality:*    **BRITISH**

*Occupation:*    **FUND MANAGER**

*Company Director*    **4**

*Type:*                      **Person**

*Full forename(s):*        **MR MARK ALAN STANLEY**

*Surname:*                **HALL**

*Former names:*

*Service Address:*        **ASHBURY HOUSE  
HUNGATE LANE BISHOP MONKTON  
HARROGATE  
NORTH YORKSHIRE  
HG3 3QL**

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

*Date of Birth:*    **18/03/1972**                      *Nationality:*    **BRITISH**

*Occupation:*    **FINANCIAL DIRECTOR**

*Company Director*    **5**

*Type:*                            **Person**

*Full forename(s):*            **MR PETER WILLIAM**

*Surname:*                      **PHILLIPSON**

*Former names:*

*Service Address:*            **WOODHALL GRANGE  
WOODHALL LANE  
ASCOT  
BERKSHIRE  
SL5 9QW**

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

*Date of Birth:*    **06/03/1954**

*Nationality:*    **BRITISH**

*Occupation:*    **DIRECTOR**

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*Company Director*    **6**

*Type:*                            **Person**  
*Full forename(s):*            **MR SIMON FELIX**

*Surname:*                      **POOLER**

*Former names:*

*Service Address:*            **CHERRY TREE HOUSE  
DAVEY LANE  
ALDERLEY EDGE  
CHESHIRE  
SK9 7NZ**

*Country/State Usually Resident:*    **ENGLAND**

*Date of Birth:*    **09/08/1966**                      *Nationality:*    **BRITISH**  
*Occupation:*    **FUND MANAGER**

*Company Director* 7

*Type:* **Person**

*Full forename(s):* **PAUL**

*Surname:* **STONEHAM**

*Former names:*

*Service Address:* **C/O GHD GROUP HOLDINGS LIMITED  
BRIDGEWATER PLACE WATER LANE  
LEEDS  
WEST YORKSHIRE  
LS11 5BZ**

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

*Date of Birth:* **18/11/1961**

*Nationality:* **BRITISH**

*Occupation:* **DIRECTOR**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>A ORDINARY</b>	<i>Number allotted</i>	<b>361572</b>
		<i>Aggregate nominal value</i>	<b>180786</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>0.5</b>
		<i>Amount unpaid</i>	<b>0</b>

### *Prescribed particulars*

(A) THE HOLDERS OF THE A ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE AND TO ATTEND AND SPEAK AT ANY GENERAL MEETINGS OF THE COMPANY AND ON A SHOW OF HANDS, EVERY HOLDER OF A ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE, AND ON A POLL EVERY HOLDER OF A ORDINARY SHARES WHO IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE FOR EVERY A ORDINARY SHARE OF WHICH HE IS A HOLDER. IF THE COMPANY IS IN A STATE OF MATERIAL DEFAULT AND THE INVESTOR MAJORITY HAS DELIVERED A NOTICE ("VOTING ADJUSTMENT NOTICE") TO THAT EFFECT ("MATERIAL DEFAULT SITUATION") TO THE COMPANY THE VOTING RIGHTS ATTACHING TO THE A ORDINARY SHARES SHALL BE AMENDED WITH EFFECT FROM THE DATE OF THE VOTING ADJUSTMENT NOTICE TO THE EFFECT THAT ON A POLL EACH HOLDER OF A ORDINARY SHARES PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A REPRESENTATIVE OR BY PROXY SHALL HAVE 10 TIMES THE TOTAL NUMBER OF VOTES CONFERRED BY ALL THE SHARES OF ANY OTHER CLASSES FOR THE TIME BEING IN ISSUE. (B) ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED IN DISTRIBUTING SUCH PROFITS AMONGST THE HOLDERS OF THE A ORDINARY SHARES, TOGETHER WITH THE HOLDERS OF THE OTHER CLASSES OF ORDINARY SHARES THEN IN ISSUE, PARI PASSU ACCORDING TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THEM RESPECTIVELY AS IF THEY CONSTITUTED ONE CLASS OF ORDINARY SHARE. (C) ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE HOLDERS OF THE A ORDINARY SHARES SHALL BE ENTITLED: (I) TO ANY DIVIDENDS WHICH HAVE BEEN DECLARED BUT ARE UNPAID TOGETHER WITH AN AMOUNT EQUAL TO THE ISSUE PRICE PAID BY EACH OF THE HOLDERS OF THE A ORDINARY SHARES; AND (II) TO THE EXTENT THE HOLDERS OF THE DEFERRED SHARES HAVE BEEN PAID THE SUM OF A#0.0000001 FOR EACH DEFERRED SHARE HELD, THE A ORDINARY SHAREHOLDERS SHALL ALSO BE ENTITLED TO ANY SURPLUS ASSETS WHICH ARE TO BE DIVIDED PARI PASSU AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES AS IF THEY WERE ONE CLASS OF SHARE ACCORDING TO THE NUMBER OF SHARES HELD. (D) THE A ORDINARY SHARES ARE NON-REDEEMABLE.

<b>Class of shares</b>	<b>B ORDINARY</b>	<i>Number allotted</i>	<b>400000</b>
		<i>Aggregate nominal value</i>	<b>400000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>1</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

(A) THE HOLDERS OF THE B ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE AND TO ATTEND AND SPEAK AT ANY GENERAL MEETINGS OF THE COMPANY AND ON A SHOW OF HANDS, EVERY HOLDER OF B ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE, AND ON A POLL EVERY HOLDER OF B ORDINARY SHARES WHO IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE FOR EVERY B ORDINARY SHARE OF WHICH HE IS A HOLDER. (B) ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED IN DISTRIBUTING SUCH PROFITS AMONGST THE HOLDERS OF THE B ORDINARY SHARES, TOGETHER WITH THE HOLDERS OF THE OTHER CLASSES OF ORDINARY SHARES THEN IN ISSUE, PARI PASSU ACCORDING TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THEM RESPECTIVELY AS IF THEY CONSTITUTED ONE CLASS OF ORDINARY SHARE. (C) ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE HOLDERS OF THE B ORDINARY SHARES SHALL BE ENTITLED: (I) TO ANY DIVIDENDS WHICH HAVE BEEN DECLARED BUT ARE UNPAID TOGETHER WITH AN AMOUNT EQUAL TO THE ISSUE PRICE PAID BY EACH OF THE HOLDERS OF THE B ORDINARY SHARES; AND (II) TO THE EXTENT THE HOLDERS OF THE DEFERRED SHARES HAVE BEEN PAID THE SUM OF A#0.0000001 FOR EACH DEFERRED SHARE HELD, THE B ORDINARY SHAREHOLDERS SHALL ALSO BE ENTITLED TO ANY SURPLUS ASSETS WHICH ARE TO BE DIVIDED PARI PASSU AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES AS IF THEY WERE ONE CLASS OF SHARE ACCORDING TO THE NUMBER OF SHARES HELD. (D) THE B ORDINARY SHARES ARE NON-REDEEMABLE.

<b>Class of shares</b>	<b>C1 ORDINARY</b>	<i>Number allotted</i>	<b>200000</b>
		<i>Aggregate nominal value</i>	<b>200000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>1</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

(A) THE HOLDERS OF THE C1 ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE AND TO ATTEND AND SPEAK AT ANY GENERAL MEETINGS OF THE COMPANY AND ON A SHOW OF HANDS, EVERY HOLDER OF C1 ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE, AND ON A POLL EVERY HOLDER OF C1 ORDINARY SHARES WHO IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE FOR EVERY C1 ORDINARY SHARE OF WHICH HE IS A HOLDER. (B) ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED IN DISTRIBUTING SUCH PROFITS AMONGST THE HOLDERS OF THE C1 ORDINARY SHARES, TOGETHER WITH THE HOLDERS OF THE OTHER CLASSES OF ORDINARY SHARES THEN IN ISSUE, PARI PASSU ACCORDING TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THEM RESPECTIVELY AS IF THEY CONSTITUTED ONE CLASS OF ORDINARY SHARE. (C) ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE HOLDERS OF THE C1 ORDINARY SHARES SHALL BE ENTITLED: (I) TO ANY DIVIDENDS WHICH HAVE BEEN DECLARED BUT ARE UNPAID TOGETHER WITH AN AMOUNT EQUAL TO THE ISSUE PRICE PAID BY EACH OF THE HOLDERS OF THE C1 ORDINARY SHARES; AND (II) TO THE EXTENT THE HOLDERS OF THE DEFERRED SHARES HAVE BEEN PAID THE SUM OF A#0.0000001 FOR EACH DEFERRED SHARE HELD, THE C1 ORDINARY SHAREHOLDERS SHALL ALSO BE ENTITLED TO ANY SURPLUS ASSETS WHICH ARE TO BE DIVIDED PARI PASSU AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES AS IF THEY WERE ONE CLASS OF SHARE ACCORDING TO THE NUMBER OF SHARES HELD. (D) THE C1 ORDINARY SHARES ARE NON-REDEEMABLE.

<b>Class of shares</b>	<b>C2 ORDINARY</b>	<i>Number allotted</i>	<b>38428</b>
		<i>Aggregate nominal value</i>	<b>19214</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>0.5</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

(A) THE HOLDERS OF THE C2 ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE AND TO ATTEND AND SPEAK AT ANY GENERAL MEETINGS OF THE COMPANY AND ON A SHOW OF HANDS, EVERY HOLDER OF C2 ORDINARY SHARES WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE, AND ON A POLL EVERY HOLDER OF C2 ORDINARY SHARES WHO IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE SHALL HAVE ONE VOTE FOR EVERY C2 ORDINARY SHARE OF WHICH HE IS A HOLDER. (B) ANY PROFITS WHICH THE COMPANY DETERMINES TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPLIED IN DISTRIBUTING SUCH PROFITS AMONGST THE HOLDERS OF THE C2 ORDINARY SHARES, TOGETHER WITH THE HOLDERS OF THE OTHER CLASSES OF ORDINARY SHARES THEN IN ISSUE, PARI PASSU ACCORDING TO THE NUMBER OF SUCH ORDINARY SHARES HELD BY THEM RESPECTIVELY AS IF THEY CONSTITUTED ONE CLASS OF ORDINARY SHARE. (C) ON A RETURN OF CAPITAL ON LIQUIDATION OR CAPITAL REDUCTION OR OTHERWISE THE HOLDERS OF THE C2 ORDINARY SHARES SHALL BE ENTITLED: (I) TO ANY DIVIDENDS WHICH HAVE BEEN DECLARED BUT ARE UNPAID TOGETHER WITH AN AMOUNT EQUAL TO THE ISSUE PRICE PLUS A PREMIUM OF 50 PENCE PER C2 ORDINARY SHARES PAID BY EACH OF THE HOLDERS OF THE C2 ORDINARY SHARES; AND (II) TO THE EXTENT THE HOLDERS OF THE DEFERRED SHARES HAVE BEEN PAID THE SUM OF A#0.0000001 FOR EACH DEFERRED SHARE HELD, THE C2 ORDINARY SHAREHOLDERS SHALL ALSO BE ENTITLED TO ANY SURPLUS ASSETS WHICH ARE TO BE DIVIDED PARI PASSU AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES AS IF THEY WERE ONE CLASS OF SHARE ACCORDING TO THE NUMBER OF SHARES HELD. (D) THE C2 ORDINARY SHARES ARE NON-REDEEMABLE.

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**Statement of Capital (Totals)**

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<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>1000000</b>
		<i>Total aggregate nominal value</i>	<b>800000</b>

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## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 04/07/2011 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*

<i>Shareholding 1</i> <i>Name:</i>	: 329583 A ORDINARY shares held as at 2011-07-04 HSBC GLOBAL CUSTODY NOMINEE (UK) LIMITED
<i>Shareholding 2</i> <i>Name:</i>	: 22712 A ORDINARY shares held as at 2011-07-04 HSBC GLOBAL CUSTODY NOMINEE (UK) LIMITED
<i>Shareholding 3</i> <i>Name:</i>	: 9277 A ORDINARY shares held as at 2011-07-04 HSBC GLOBAL CUSTODY NOMINEE (UK) LIMITED
<i>Shareholding 4</i> <i>Name:</i>	: 400000 B ORDINARY shares held as at 2011-07-04 MARTIN RICHARD PENNY
<i>Shareholding 5</i> <i>Name:</i>	: 0 C ORDINARY shares held as at 2011-07-04 STEPHEN GREGORY WHATLING
<i>Shareholding 6</i> <i>Name:</i>	: 36157 C1 ORDINARY shares held as at 2011-07-04 MARK ALAN STANLEY HALL
<i>Shareholding 7</i> <i>Name:</i>	: 36157 C1 ORDINARY shares held as at 2011-07-04 JOANNE FOX (NEE ADAMS)
<i>Shareholding 8</i> <i>Name:</i>	: 27118 C1 ORDINARY shares held as at 2011-07-04 ELIZABETH JANE WATSON
<i>Shareholding 9</i> <i>Name:</i>	: 9039 C1 ORDINARY shares held as at 2011-07-04 PETER MARSDEN
<i>Shareholding 10</i> <i>Name:</i>	: 0 C1 ORDINARY shares held as at 2011-07-04 4520 shares transferred on 2010-09-17 RENE PRICE
<i>Shareholding 11</i> <i>Name:</i>	: 36157 C1 ORDINARY shares held as at 2011-07-04 PETER CHEUNG
<i>Shareholding 12</i> <i>Name:</i>	: 2260 C1 ORDINARY shares held as at 2011-07-04 LEE ELLIS
<i>Shareholding 13</i>	: 4520 C1 ORDINARY shares held as at 2011-07-04

*Name:* SARAH LAMBLEY

*Shareholding 14* : 24520 C1 ORDINARY shares held as at 2011-07-04

*Name:* GHD EBT COMPANY LIMITED

*Shareholding 15* : 10000 C1 ORDINARY shares held as at 2011-07-04

*Name:* PETER PHILLIPSON

*Shareholding 16* : 10000 C1 ORDINARY shares held as at 2011-07-04

*Name:* CHRISTOPHER JINKS

*Shareholding 17* : 0 C1 ORDINARY shares held as at 2011-07-04

*Name:* DIANE JOHNSON

*Shareholding 18* : 4072 C1 ORDINARY shares held as at 2011-07-04

*Name:* PAUL STONEHAM

*Shareholding 19* : 38428 C2 ORDINARY shares held as at 2011-07-04

*Name:* PAUL STONEHAM

*Shareholding 20* : 0 C1 ORDINARY shares held as at 2011-07-04

*Name:* GUY LONGWORTH

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### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

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