

AR01 (ef)

Annual Return



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Company Name: LONDON SQUARE DEVELOPMENTS (HOLDINGS) LIMITED

Company Number: 07159358

Date of this return: **16/02/2012**

SIC codes: **41100**

68100 41202

Company Type: Private company limited by shares

Situation of Registered

Office:

THE COACH HOUSE 6 & 8 SWAKELEYS ROAD

ICKENHAM UXBRIDGE MIDDLESEX UB10 8BG

Officers of the company

Company Secretary	1			
Type:	Person			
Full forename(s):	ADAM			
Surname:	LAWRENCE			
Former names:				
Service Address recorded	l as Company's registered office			
Company Director				
Type: Full forename(s):	Person MR STEPHEN CHARLES			
Tun jorename(s).				
a	CASEY			
Surname:	CASE1			
F.				
Former names:				
Service Address recorded as Company's registered office				
Country/State Usually Resident: UNITED KINGDOM				
Date of Birth: 05/03/1949 Nationality: BRITISH				
Occupation: EXECUTIV	r.			

Company Director	2
Type:	Person MD DETER THOMAS
Full forename(s):	MR PETER THOMAS
Surname:	FORD
r	
Former names:	
Service Address recorded	l as Company's registered office
Country/State Usually Re.	sident: UNITED KINGDOM
Date of Birth: 20/04/1965	Nationality: BRITISH
Occupation: ACCOUNTA	ANT
Company Director	3
Type:	Person
Full forename(s):	ADAM PAUL
Surname:	LAWRENCE
Former names:	
Service Address recorded	l as Company's registered office
	sident: UNITED KINGDOM
Date of Birth: 20/03/1970 Occupation: NONE	Nationality: BRITISH
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Company Director 4

Type: Person

Full forename(s): MR MARK ANDREW

Surname: PAIN

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: 15/06/1961 Nationality: BRITISH

Occupation: DIRECTOR

Statement of Capital (Share Capital)

Class of shares	ORDINARY A	Number allotted	780000
Currency	GBP	Aggregate nominal value	780000
		Amount paid	1
		Amount unpaid	0

Prescribed particulars

DIVIDENDS SUBJECT TO BOARD RECOMMENDATION AND INVESTOR CONSENT, ANY AVAILABLE PROFITS WHICH THE COMPANY DETERMINES DISTRIBUTABLE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL AFTER CAPITAL IS RETURNED TO THE HOLDERS OF PREFERENCE SHARES IN ACCORDANCE WITH THE RIGHTS ATTACHING TO THE PREFERENCE SHARES, THE BALANCE OF THE ASSETS OF THE COMPANY (IF ANY) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE AMOUNT PAID UP OR CREDITED AS PAID UP ON EACH SUCH SHARE. VOTING RIGHTS ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES OR B ORDINARY SHARES ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED AS REQUIRED BY THE ACT, SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND ONE VOTE FOR EACH B ORDINARY SHARE HELD BY HIM. ON A RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A SHOW OF HANDS, HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES PRESENT SHALL HAVE ONE VOTE. ON A RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A POLL, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES OR B ORDINARY SHARES, WHO IS PRESENT IN PERSON (OR DULY AUTHORISED REPRESENTATIVE) OR BY PROXY, SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND ONE VOTE FOR EACH B ORDINARY SHARE OF WHICH HE IS THE HOLDER.

Prescribed particulars

DIVIDENDS SUBJECT TO BOARD RECOMMENDATION AND INVESTOR CONSENT, ANY AVAILABLE PROFITS WHICH THE COMPANY DETERMINES DISTRIBUTABLE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE NUMBER OF SUCH SHARES HELD BY THE RELEVANT SHAREHOLDER AT THE RELEVANT TIME. RETURN OF CAPITAL AFTER CAPITAL IS RETURNED TO THE HOLDERS OF PREFERENCE SHARES IN ACCORDANCE WITH THE RIGHTS ATTACHING TO THE PREFERENCE SHARES, THE BALANCE OF THE ASSETS OF THE COMPANY (IF ANY) SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE) ACCORDING TO THE AMOUNT PAID UP OR CREDITED AS PAID UP ON EACH SUCH SHARE. VOTING RIGHTS ON A WRITTEN RESOLUTION, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES OR B ORDINARY SHARES ON THE DATE ON WHICH THE RESOLUTION IS CIRCULATED AS REQUIRED BY THE ACT, SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND ONE VOTE FOR EACH B ORDINARY SHARE HELD BY HIM. ON A RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A SHOW OF HANDS, HOLDERS OF A ORDINARY SHARES AND B ORDINARY SHARES PRESENT SHALL HAVE ONE VOTE. ON A RESOLUTION TO BE PASSED AT A GENERAL MEETING OF THE COMPANY ON A POLL, EVERY SHAREHOLDER HOLDING ONE OR MORE A ORDINARY SHARES OR B ORDINARY SHARES, WHO IS PRESENT IN PERSON (OR DULY AUTHORISED REPRESENTATIVE) OR BY PROXY, SHALL HAVE ONE VOTE FOR EACH A ORDINARY SHARE AND ONE VOTE FOR EACH B ORDINARY SHARE OF WHICH HE IS THE HOLDER.

Class of shares A PREFERENCE Number allotted 25622679

Aggregate nominal 2562.268

value

Currency GBP Amount paid 0.0001

Amount unpaid 0

Prescribed particulars

DIVIDENDS: NO DIVIDENDS SHALL ACCRUE IN RELATION TO THE A PREFERENCE SHARES. RETURN OF CAPITAL: ON A RETURN OF CAPITAL (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES WILL BE APPLIED FIRSTLY TO PAY EACH HOLDER OF A PREFERENCE SHARES IN RESPECT OF EACH A PREFERENCE SHARE OF WHICH IT IS THE HOLDER, AN AMOUNT EQUAL TO (I) THE ISSUE PRICE THEREOF AND (II) THE REDEMPTION PREMIUM, BEING A SUM EQUAL TO £2,858,661 DIVIDED BY THE TOTAL NUMBER OF A PREFERENCE SHARES IN ISSUE AT 18 NOVEMBER 2011. VOTING RIGHTS: HOLDERS OF A PREFERENCE SHARES ARE ENTITLED TO RECEIVE A COPY OF ANY WRITTEN RESOLUTION CIRCULATED TO ELIGIBLE MEMBERS, BUT NOT TO VOTE ON SUCH A RESOLUTION, AND ARE ENTITLED TO RECEIVE NOTICE OF ALL GENERAL MEETINGS, BUT NOT TO ATTEND OR VOTE AT ANY GENERAL MEETING. REDEMPTION: ALL PREFERENCE SHARES IN ISSUE ARE LIABLE TO REDEMPTION AS FOLLOWS: (I) ON 31 MARCH 2017 OR (II) IMMEDIATELY PRIOR TO EITHER A SALE OR A QUOTATION (UNLESS DIRECTED TO THE CONTRARY BY AN INVESTOR DIRECTION) AND, (III) SUBJECT TO INVESTOR CONSENT, THE COMPANY MAY ALSO, 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 50,000 PREFERENCE SHARES, SUCH TOTAL NUMBER OF PREFERENCE SHARES AS IS SPECIFIED IN SUCH NOTICE, AND, IN EACH CASE, IN THE FOLLOWING ORDER OF PRIORITY, FIRST, THE A PREFERENCE SHARES, AND, SECOND, FOLLOWING THE REDEMPTION OF ALL A PREFERENCE SHARES IN ISSUE, THE B PREFERENCE SHARES. IF THE COMPANY IS AT ANY TIME REDEEMING LESS THAN ALL THE PREFERENCE SHARES FROM TIME TO TIME IN ISSUE, THE NUMBER OF SHARES TO BE REDEEMED SHALL BE APPORTIONED BETWEEN THOSE HOLDERS OF THE PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF PREFERENCE SHARES HELD BY THEM RESPECTIVELY AT THE DATE FIXED FOR REDEMPTION. THERE SHALL BE PAID TO THE HOLDER OF SUCH SHARE ON THE REDEMPTION OF EACH A PREFERENCE SHARE, AN AMOUNT EQUAL TO THE AGGREGATE OF THE ISSUE PRICE THEREOF AND THE REDEMPTION PREMIUM.

Class of shares B PREFERENCE Number allotted 25622679

Aggregate nominal 25620116.732

value

Currency GBP Amount paid 0.9999

Amount unpaid 0

Prescribed particulars

DIVIDENDS: THE COMPANY SHALL ACCRUE IN RESPECT OF EACH B PREFERENCE SHARE A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 10% OF THE ISSUE PRICE PER SHARE AND WHICH SHALL ACCRUE DAILY AND BE CALCULATED IN RESPECT OF THE PERIOD TO SUCH DATE ASSUMING A 365-DAY YEAR. RETURN OF CAPITAL: ON A RETURN OF CAPITAL (EXCEPT ON A REDEMPTION OR PURCHASE BY THE COMPANY OF ANY SHARES), THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES AND AFTER PAYMENT OF ANY AMOUNTS DUE TO THE HOLDERS OF A PREFERENCE SHARES WILL BE APPLIED TO PAY EACH HOLDER OF B PREFERENCE SHARES IN RESPECT OF EACH B PREFERENCE SHARE OF WHICH IT IS THE HOLDER, AN AMOUNT EQUAL TO (I) THE ISSUE PRICE THEREOF AND (II) THE AGGREGATE AMOUNT OF ANY ACCRUALS AND/OR ANY UNPAID AMOUNTS OF B PREFERENCE DIVIDENDS. VOTING RIGHTS: HOLDERS OF B PREFERENCE SHARES ARE ENTITLED TO RECEIVE A COPY OF ANY WRITTEN RESOLUTION CIRCULATED TO ELIGIBLE MEMBERS, BUT NOT TO VOTE ON SUCH A RESOLUTION, AND ARE ENTITLED TO RECEIVE NOTICE OF ALL GENERAL MEETINGS, BUT NOT TO ATTEND OR VOTE AT ANY GENERAL MEETING. REDEMPTION: ALL PREFERENCE SHARES IN ISSUE ARE LIABLE TO REDEMPTION AS FOLLOWS: (I) ON 31 MARCH 2017 OR (II) IMMEDIATELY PRIOR TO EITHER A SALE OR A QUOTATION (UNLESS DIRECTED TO THE CONTRARY BY AN INVESTOR DIRECTION) AND, (III) SUBJECT TO INVESTOR CONSENT, THE COMPANY MAY ALSO, 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 50,000 PREFERENCE SHARES, SUCH TOTAL NUMBER OF PREFERENCE SHARES AS IS SPECIFIED IN SUCH NOTICE, AND, IN EACH CASE, IN THE FOLLOWING ORDER OF PRIORITY, FIRST, THE A PREFERENCE SHARES, AND, SECOND, FOLLOWING THE REDEMPTION OF ALL A PREFERENCE SHARES IN ISSUE, THE B PREFERENCE SHARES. IF THE COMPANY IS AT ANY TIME REDEEMING LESS THAN ALL THE PREFERENCE SHARES FROM TIME TO TIME IN ISSUE, THE NUMBER OF SHARES TO BE REDEEMED SHALL BE APPORTIONED BETWEEN THOSE HOLDERS OF THE PREFERENCE SHARES PRO RATA ACCORDING TO THE NUMBER OF PREFERENCE SHARES HELD BY THEM RESPECTIVELY AT THE DATE FIXED FOR REDEMPTION. THERE SHALL BE PAID TO THE HOLDER OF SUCH SHARE ON THE REDEMPTION OF EACH B PREFERENCE SHARE, AN AMOUNT EQUAL TO THE AGGREGATE OF THE ISSUE PRICE THEREOF AND ALL ACCRUALS AND/OR UNPAID AMOUNTS OF B PREFERENCE DIVIDEND IN RESPECT THEREOF.

Staten	nent of Capital (Totals)		
Currency	GBP	Total number of shares	52210358
		Total aggregate nominal value	26587679

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 16/02/2012 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 ORDINARY shares held as at the date of this return

Name: TRAVERS SMITH LIMITED

Shareholding 2 : 0 ORDINARY shares held as at the date of this return

Name: TRAVERS SMITH SECRETARIES LIMITED

Shareholding 3 : 0 ORDINARY A shares held as at the date of this return

244920 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII A

Shareholding 4 : 0 A PREFERENCE shares held as at the date of this return

8045521 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII A

Shareholding 5 : 0 ORDINARY A shares held as at the date of this return

32448 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII B

Shareholding 6 : 0 A PREFERENCE shares held as at the date of this return

1065903 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII B

Shareholding 7 : 0 ORDINARY A shares held as at the date of this return

239928 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII C

Shareholding 8 : 0 A PREFERENCE shares held as at the date of this return

 $7881546 \ shares \ transferred \ on \ 2011\text{-}11\text{-}18$

Name: GRAPHITE CAPITAL PARTNERS VII C

Shareholding 9 : 0 ORDINARY A shares held as at the date of this return

75504 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII D

Shareholding 10 : 0 A PREFERENCE shares held as at the date of this return

2480265 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII D

Shareholding 11 : 0 ORDINARY A shares held as at the date of this return

116145 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII TOP UP FUND

Shareholding 12 : 0 A PREFERENCE shares held as at the date of this return

3815319 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII TOP UP FUND

Shareholding 13 : 0 ORDINARY A shares held as at the date of this return

64690 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS TOP UP FUND PLUS

Shareholding 14 : 0 A PREFERENCE shares held as at the date of this return

2125037 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS TOP UP FUND PLUS

Shareholding 15 : 0 ORDINARY A shares held as at the date of this return

5255 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL FOUNDER PARTNER VII

Shareholding 16 : 0 A PREFERENCE shares held as at the date of this return

172625 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL FOUNDER PARTNER VII

Shareholding 17 : 0 ORDINARY A shares held as at the date of this return

808 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII E

Shareholding 18 : 0 A PREFERENCE shares held as at the date of this return

26546 shares transferred on **2011-11-18**

Name: GRAPHITE CAPITAL PARTNERS VII E

Shareholding 19 : 0 ORDINARY A shares held as at the date of this return

302 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII F

Shareholding 20 : 0 A PREFERENCE shares held as at the date of this return

9917 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII F

Shareholding 21 : 0 ORDINARY B shares held as at the date of this return

70000 shares transferred on 2011-11-18

Name: ADAM LAWRENCE

Shareholding 22 : 0 ORDINARY B shares held as at the date of this return

15000 shares transferred on 2011-11-18

Name: BRIAN BETSY

Shareholding 23 : 0 ORDINARY B shares held as at the date of this return

30000 shares transferred on 2011-11-18

Name: MARK PAIN

Shareholding 24 : 0 ORDINARY B shares held as at the date of this return

15000 shares transferred on 2011-11-18

Name: MARK SMITH

Shareholding 25 : 0 ORDINARY B shares held as at the date of this return

15000 shares transferred on 2011-11-18

Name: STEVE HUDSON

Shareholding 26 : 0 ORDINARY B shares held as at the date of this return

10000 shares transferred on 2011-11-18

Name: STEPHEN CASEY

Shareholding 27 : 0 B PREFERENCE shares held as at the date of this return

8045521 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII A

Shareholding 28 : 0 B PREFERENCE shares held as at the date of this return

1065903 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII B

Shareholding 29 : 0 B PREFERENCE shares held as at the date of this return

7881546 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII C

Shareholding 30 : 0 B PREFERENCE shares held as at the date of this return

2480265 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII D

Shareholding 3.1 : 0 B PREFERENCE shares held as at the date of this return

26546 shares transferred on **2011-11-18**

Name: GRAPHITE CAPITAL PARTNERS VII E

Shareholding 32 : 0 B PREFERENCE shares held as at the date of this return

9917 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII F

Shareholding 33 : 0 B PREFERENCE shares held as at the date of this return

3815318 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS VII TOP UP FUND

Shareholding 34 : 0 B PREFERENCE shares held as at the date of this return

2125037 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL PARTNERS TOP UP FUND PLUS

Shareholding 35 : 0 B PREFERENCE shares held as at the date of this return

172625 shares transferred on 2011-11-18

Name: GRAPHITE CAPITAL FOUNDER PARTNER VII

Shareholding 36 : 0 ORDINARY B shares held as at the date of this return

15000 shares transferred on 2011-11-18

Name: PETER FORD

Shareholding 37 : 0 ORDINARY B shares held as at the date of this return

15000 shares transferred on 2011-11-18

Name: TERRY ROOD

Shareholding 38 : 0 ORDINARY A shares held as at the date of this return

780000 shares transferred on 2011-11-18

Name: LONDON SQUARE (EQUITY) LIMITED

Shareholding 39 : 0 ORDINARY B shares held as at the date of this return

185000 shares transferred on **2011-11-18**

Name: LONDON SQUARE (EQUITY) LIMITED

Shareholding 40 : 0 A PREFERENCE shares held as at the date of this return

25622679 shares transferred on 2011-11-18

Name: LONDON SQUARE (EQUITY) LIMITED

Shareholding 41 : 0 B PREFERENCE shares held as at the date of this return

25622679 shares transferred on 2011-11-18

Name: LONDON SQUARE (EQUITY) LIMITED

Shareholding 42 : 780000 ORDINARY A shares held as at the date of this return

Name: LONDON SQUARE (DEBT) LIMITED

Shareholding 43 : 185000 ORDINARY B shares held as at the date of this return

Name: LONDON SQUARE (DEBT) LIMITED

Shareholding 44 : 25622679 A PREFERENCE shares held as at the date of this return

Name: LONDON SQUARE (DEBT) LIMITED

Shareholding 45 : 25622679 B PREFERENCE shares held as at the date of this return

Name: LONDON SQUARE (DEBT) LIMITED

Authorisation

Authenticated

This form was authorised by one of the following:

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