



Companies House
— for the record —

AR01 (ef)

Annual Return



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Company Name: **LONDON SQUARE DEVELOPMENTS (HOLDINGS) LIMITED**

Company Number: **07159358**

Date of this return: **16/02/2011**

SIC codes: **7011**

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 as Company's registered office

Company Director 1

Type: **Person**

Full forename(s): **MR STEPHEN CHARLES**

Surname: **CASEY**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **05/03/1949**

Nationality: **BRITISH**

Occupation: **EXECUTIVE**

Company Director 2

Type: **Person**
Full forename(s): **ADAM PAUL**

Surname: **LAWRENCE**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **20/03/1970** *Nationality:* **BRITISH**

Occupation: **NONE**

Company Director 3

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

Surname: **PAIN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

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

Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY A	<i>Number allotted</i>	780000
		<i>Aggregate nominal value</i>	780000
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	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.

Class of shares	ORDINARY B	<i>Number allotted</i>	155000
		<i>Aggregate nominal value</i>	155000
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	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.

Class of shares	PREFERENCE	<i>Number allotted</i>	25622679
		<i>Aggregate nominal value</i>	25622679
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

DIVIDENDS THE COMPANY SHALL PAY IN RESPECT OF EACH PREFERENCE SHARE A FIXED CUMULATIVE PREFERENTIAL DIVIDEND AT THE ANNUAL RATE OF 10% OF THE ISSUE PRICE PER SHARE TO BE PAID IN 6 MONTHLY EQUAL INSTALMENTS EACH YEAR TO EACH PERSON REGISTERED AS THE HOLDER OF SUCH PREFERENCE SHARE AT THAT DATE, 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 WILL BE APPLIED FIRSTLY TO PAY EACH HOLDER OF PREFERENCE SHARES IN RESPECT OF EACH 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 PREFERENCE DIVIDENDS. VOTING RIGHTS HOLDERS OF 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. 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 THE 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. 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 PREFERENCE SHARE, AN AMOUNT EQUAL TO THE ISSUE PRICE THEREOF, AND ALL ACCRUALS AND/OR UNPAID AMOUNTS OF PREFERENCE DIVIDEND IN RESPECT THEREOF.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	26557679
		<i>Total aggregate nominal value</i>	26557679

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 16/02/2011 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>	: 0 ORDINARY shares held as at 2011-02-16 1 shares transferred on 2010-04-01
<i>Name:</i>	TRAVERS SMITH LIMITED
<i>Shareholding 2</i>	: 0 ORDINARY shares held as at 2011-02-16 1 shares transferred on 2010-04-01
<i>Name:</i>	TRAVERS SMITH SECRETARIES LIMITED
<i>Shareholding 3</i>	: 244920 ORDINARY A shares held as at 2011-02-16
<i>Name:</i>	GRAPHITE CAPITAL PARTNERS VII A
<i>Shareholding 4</i>	: 8045521 PREFERENCE shares held as at 2011-02-16
<i>Name:</i>	GRAPHITE CAPITAL PARTNERS VII A
<i>Shareholding 5</i>	: 32448 ORDINARY A shares held as at 2011-02-16
<i>Name:</i>	GRAPHITE CAPITAL PARTNERS VII B
<i>Shareholding 6</i>	: 1065903 PREFERENCE shares held as at 2011-02-16
<i>Name:</i>	GRAPHITE CAPITAL PARTNERS VII B
<i>Shareholding 7</i>	: 239928 ORDINARY A shares held as at 2011-02-16
<i>Name:</i>	GRAPHITE CAPITAL PARTNERS VII C
<i>Shareholding 8</i>	: 7881546 PREFERENCE shares held as at 2011-02-16
<i>Name:</i>	GRAPHITE CAPITAL PARTNERS VII C
<i>Shareholding 9</i>	: 75504 ORDINARY A shares held as at 2011-02-16
<i>Name:</i>	GRAPHITE CAPITAL PARTNERS VII D
<i>Shareholding 10</i>	: 2480265 PREFERENCE shares held as at 2011-02-16
<i>Name:</i>	GRAPHITE CAPITAL PARTNERS VII D
<i>Shareholding 11</i>	: 116145 ORDINARY A shares held as at 2011-02-16
<i>Name:</i>	GRAPHITE CAPITAL PARTNERS VII TOP UP FUND
<i>Shareholding 12</i>	: 3815319 PREFERENCE shares held as at 2011-02-16
<i>Name:</i>	GRAPHITE CAPITAL PARTNERS VII TOP UP FUND

Shareholding 13 : 64690 ORDINARY A shares held as at 2011-02-16
Name: GRAPHITE CAPITAL PARTNERS TOP UP FUND PLUS

Shareholding 14 : 2125037 PREFERENCE shares held as at 2011-02-16
Name: GRAPHITE CAPITAL PARTNERS TOP UP FUND PLUS

Shareholding 15 : 5255 ORDINARY A shares held as at 2011-02-16
Name: GRAPHITE CAPITAL FOUNDER PARTNER VII

Shareholding 16 : 172625 PREFERENCE shares held as at 2011-02-16
Name: GRAPHITE CAPITAL FOUNDER PARTNER VII

Shareholding 17 : 808 ORDINARY A shares held as at 2011-02-16
Name: GRAPHITE CAPITAL PARTNERS VII E

Shareholding 18 : 26546 PREFERENCE shares held as at 2011-02-16
Name: GRAPHITE CAPITAL PARTNERS VII E

Shareholding 19 : 302 ORDINARY A shares held as at 2011-02-16
Name: GRAPHITE CAPITAL PARTNERS VII F

Shareholding 20 : 9917 PREFERENCE shares held as at 2011-02-16
Name: GRAPHITE CAPITAL PARTNERS VII F

Shareholding 21 : 70000 ORDINARY B shares held as at 2011-02-16
Name: ADAM LAWRENCE

Shareholding 22 : 15000 ORDINARY B shares held as at 2011-02-16
Name: BRIAN BETSY

Shareholding 23 : 30000 ORDINARY B shares held as at 2011-02-16
Name: MARK PAIN

Shareholding 24 : 15000 ORDINARY B shares held as at 2011-02-16
Name: MARK SMITH

Shareholding 25 : 15000 ORDINARY B shares held as at 2011-02-16
Name: STEVE HUDSON

Shareholding 26 : 10000 ORDINARY B shares held as at 2011-02-16
Name: STEPHEN CASEY

Authorisation

Authenticated

This form was authorised by one of the following:

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