



Companies House

**AR01** (ef)

**Annual Return**



Received for filing in Electronic Format on the: **17/02/2016**

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

*Company Number:* **07159358**

*Date of this return:* **16/02/2016**

*SIC codes:* **41100**  
**41202**  
**68100**

*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*

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## *Company Director 1*

*Type:* **Person**

*Full forename(s):* **MR BRIAN ANTHONY**

*Surname:* **BETSY**

*Former names:*

*Service Address recorded as Company's registered office*

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

*Date of Birth:* **\*\*/06/1974** *Nationality:* **BRITISH**

*Occupation:* **COMPANY DIRECTOR**

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## *Company Director* 2

*Type:* **Person**  
*Full forename(s):* **MR SCOTT DOUGLAS**

*Surname:* **BROWN**

*Former names:*

*Service Address recorded as Company's registered office*

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

*Date of Birth:* **\*\*/04/1968** *Nationality:* **AUSTRALIAN**

*Occupation:* **DIRECTOR**

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## *Company Director* 3

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

*Surname:* **LAWRENCE**

*Former names:*

*Service Address recorded as Company's registered office*

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

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

*Occupation:* **NONE**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY A</b>	<i>Number allotted</i>	<b>780000</b>
		<i>Aggregate nominal value</i>	<b>780000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>1</b>
		<i>Amount unpaid</i>	<b>0</b>

### *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.

<b>Class of shares</b>	<b>ORDINARY B</b>	<i>Number allotted</i>	<b>185000</b>
		<i>Aggregate nominal value</i>	<b>185000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>1</b>
		<i>Amount unpaid</i>	<b>0</b>

*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.**

<b>Class of shares</b>	<b>A PREFERENCE</b>	<i>Number allotted</i>	<b>25622679</b>
		<i>Aggregate nominal value</i>	<b>2562.2679</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>0.0001</b>
		<i>Amount unpaid</i>	<b>0</b>

*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.**

<b>Class of shares</b>	<b>B PREFERENCE</b>	<i>Number allotted</i>	<b>25622679</b>
		<i>Aggregate nominal value</i>	<b>25620116.7321</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>0.9999</b>
		<i>Amount unpaid</i>	<b>0</b>

*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.**

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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>52210358</b>
		<i>Total aggregate nominal value</i>	<b>26587679</b>

## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 16/02/2016 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*

<i>Shareholding 1</i>	<b>: 780000 ORDINARY A shares held as at the date of this return</b>
<i>Name:</i>	<b>LONDON SQUARE DEVELOPMENTS (VENTURES) LIMITED</b>
<i>Shareholding 2</i>	<b>: 185000 ORDINARY B shares held as at the date of this return</b>
<i>Name:</i>	<b>LONDON SQUARE DEVELOPMENTS (VENTURES) LIMITED</b>
<i>Shareholding 3</i>	<b>: 25622679 A PREFERENCE shares held as at the date of this return</b>
<i>Name:</i>	<b>LONDON SQUARE DEVELOPMENTS (VENTURES) LIMITED</b>
<i>Shareholding 4</i>	<b>: 25622679 B PREFERENCE shares held as at the date of this return</b>
<i>Name:</i>	<b>LONDON SQUARE DEVELOPMENTS (VENTURES) LIMITED</b>

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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.