



Companies House

CS01_(ef)

Confirmation Statement

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

Company Number: **07159358**



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

Company Number: **07159358**

Confirmation **16/02/2017**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	780000
	A	Aggregate nominal value:	780000
Currency:	GBP		

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	Number allotted	185000
	B	Aggregate nominal value:	185000
Currency:	GBP		

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	Number allotted	25622679
	PREFERENCE	Aggregate nominal value:	2562.2679

Currency: GBP

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	Number allotted	25622679
	PREFERENCE	Aggregate nominal value:	25620116.7321
Currency:	GBP		

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.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	52210358
		Total aggregate nominal value:	26587679
		Total aggregate amount unpaid:	0

Persons with Significant Control (PSC)

PSC notifications

Notification Details

Date of becoming a registrable RLE: **06/04/2016**

Name: **LONDON SQUARE DEVELOPMENTS (VENTURES) LTD**

Registered or Principal Office Address: **1 YORK ROAD
UXBRIDGE
ENGLAND
UB8 1RN**

Legal Form: **PRIVATE LIMITED COMPANY**

Governing Law: **COMPANIES ACT 2006**

Register: **COMPANIES HOUSE**

Country/state of register: **ENGLAND**

Registration Number: **07774468**

Nature of control

The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.

The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

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