



Companies House

AR01 (ef)

Annual Return



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Company Name: **GRAHAM & BROWN LIMITED**

Company Number: **00372481**

Date of this return: **18/09/2015**

SIC codes: **17240**

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

Situation of Registered Office: **INDIA MILL
HARWOOD ST
BLACKBURN
BB1 3DB**

Officers of the company

Company Secretary 1

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

Surname: **CARTER**

Former names:

Service Address recorded as Company's registered office

Company Director 1

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

Surname: **BROWN**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: ****/10/1941** Nationality: **BRITISH**
Occupation: **DIRECTOR**

Company Director 2

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

Surname: BROWN

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: **/01/1966 *Nationality:* BRITISH

Occupation: DIRECTOR

Company Director 3

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

Surname: CARTER

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: ENGLAND

Date of Birth: **/03/1959 *Nationality:* BRITISH

Occupation: DIRECTOR

Company Director 4

Type: **Person**
Full forename(s): **ANDREW HAROLD**

Surname: **GRAHAM**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: ****/07/1970** Nationality: **BRITISH**

Occupation: **DIRECTOR**

Company Director 5

Type: **Person**
Full forename(s): **MR ROGER HUGH**

Surname: **GRAHAM**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: ****/01/1941** Nationality: **BRITISH**

Occupation: **DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	1615000
		<i>Aggregate nominal value</i>	1615000
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

3.1 INCOME 3.1.1 THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION IN RESPECT OF EACH ACCOUNTING PERIOD SHALL BE APPLIED AS FOLLOWS AND IN THE FOLLOWING ORDER OF PRIORITY:

3.1.1.1 FIRST, BEFORE APPLICATION OF ANY PROFITS TO RESERVE OR FOR ANY OTHER PURPOSE, THE COMPANY SHALL DECLARE AND PAY IN AGGREGATE TO THE MEMBERS HOLDING ORDINARY SHARES, A CUMULATIVE PARTICIPATING DIVIDEND OF AN AMOUNT EQUAL TO TWENTY FIVE PERCENT (25%) OF PBT IN THE RELEVANT ACCOUNTING PERIOD (AN "ORDINARY PREFERENTIAL DIVIDEND");

3.1.1.2 SECOND, SUBJECT TO ARTICLE 3.1.3, THE COMPANY SHALL DECLARE AND PAY IN AGGREGATE TO THE MEMBERS HOLDING "A" ORDINARY SHARES, A CUMULATIVE PARTICIPATING DIVIDEND OF AN AMOUNT UP TO (BUT NOT EXCEEDING) TEN PERCENT (10%) OF PBT IN THE RELEVANT ACCOUNTING PERIOD (THE AMOUNT SO DECLARED AND PAID BEING DETERMINED BY RESOLUTION OF THE BOARD OF DIRECTORS) (AN "'A" ORDINARY PREFERENTIAL DIVIDEND");

AND 3.1.1.3 THEREAFTER, ANY PROFITS AVAILABLE FOR DISTRIBUTION WHICH THE BOARD OF DIRECTORS OF THE COMPANY RESOLVE SHOULD BE DISTRIBUTED, SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES AND "A" ORDINARY SHARES PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM (AS IF ONE CLASS).

3.1.2 THE ORDINARY PREFERENTIAL DIVIDEND SHALL BE PAID WITHIN 10 DAYS FOLLOWING APPROVAL OF THE ACCOUNTS FOR THE RELEVANT ACCOUNTING PERIOD BY THE COMPANY OR SUCH LATER DATE AS THE HOLDERS OF A MAJORITY OF THE ORDINARY SHARES SHALL AGREE. WITH THE CONSENT OF ALL OF THE HOLDERS OF ALL OF THE ORDINARY SHARES, THE ORDINARY PREFERENTIAL DIVIDEND MAY BE PAID TO DIFFERENT ORDINARY SHAREHOLDERS AT DIFFERENT TIMES.

3.1.3 THE AMOUNT OF THE "A" ORDINARY PREFERENTIAL DIVIDEND SHALL NOT EXCEED FOUR PERCENT (4%) OF PBT IN ANY ACCOUNTING PERIOD WITHOUT THE APPROVAL IN WRITING OF THE HOLDERS OF A MAJORITY OF THE ORDINARY SHARES.

3.1.4 ANY PREFERENTIAL DIVIDEND SHALL BE PAID, IN CASH, WITHIN 10 DAYS FOLLOWING APPROVAL OF THE ACCOUNTS FOR THE RELEVANT ACCOUNTING PERIOD BY THE COMPANY, TO THE PERSONS REGISTERED AS THE HOLDERS OF ORDINARY SHARES AT THAT DATE.

3.1.5 THE PREFERENTIAL DIVIDEND SHALL ACCRUE DAILY FROM THE START OF THE RELEVANT ACCOUNTING PERIOD AND IN THE EVENT OF AN EXIT OR RETURN OF CAPITAL PRIOR TO PAYMENT, ALL ACCRUALS (AND ARREARS) OF THE PREFERENTIAL DIVIDEND ARE PAYABLE IN FULL, WHETHER OR NOT THEN DUE, ON THAT EXIT OR RETURN OF CAPITAL. IN THE EVENT OF AN EXIT OR RETURN OF CAPITAL WHICH OCCURS PART WAY THROUGH AN ACCOUNTING PERIOD IN WHICH A PREFERENTIAL DIVIDEND IS ACCRUING, IN THE ABSENCE OF AUDITED ACCOUNTS FOR THAT ACCOUNTING PERIOD, THE HOLDERS OF ORDINARY SHARES SHALL BE ENTITLED TO TWENTY FIVE PERCENT (25%) OF ACCUMULATED PBT DETERMINED BY REFERENCE TO THE LATEST MANAGEMENT ACCOUNTS OF THE GROUP (BEING NOT OLDER THAN THE CALENDAR MONTH PRIOR TO THE MONTH IN WHICH THE EXIT OCCURS) AND (SUBJECT TO ARTICLE 3.1.3) THE HOLDERS OF "A" ORDINARY SHARES SHALL BE ENTITLED TO SUCH PERCENTAGE OF ACCUMULATED PBT (DETERMINED IN THE SAME MANNER) AS THE BOARD OF DIRECTORS SHALL DETERMINE (UP TO A MAXIMUM OF TEN PERCENT (10%) OF PBT IN AGGREGATE).

3.1.6 THE PREFERENTIAL DIVIDEND WILL BECOME A DEBT DUE FROM AND IMMEDIATELY PAYABLE BY THE COMPANY TO THE MEMBER OR MEMBERS TO WHOM IT IS PAYABLE ON THE DATE OR DATES SET OUT IN THIS ARTICLE 3.1 WITHOUT ANY REQUIREMENT FOR A RECOMMENDATION OF THE BOARD OR A RESOLUTION OF THE MEMBERS IN GENERAL MEETING IN RESPECT OF THAT DIVIDEND.

3.1.7 IF THE COMPANY FAILS TO PAY IN FULL THE PREFERENTIAL DIVIDEND ON THE DUE DATE IN QUESTION (FOR WHATEVER REASON), THE COMPANY WILL PAY TO THE RELEVANT MEMBERS ON ACCOUNT OF THE RELEVANT DIVIDENDS, SUBJECT TO THE ORDER OF PRIORITY SET OUT IN ARTICLE 3.1.1, THE MAXIMUM SUM (IF ANY) WHICH CAN LAWFULLY BE PAID BY THE COMPANY AND ALL ARREARS WILL BE CARRIED FORWARDS AND ON EACH SUCCEEDING DUE DATE THE COMPANY WILL PAY ON ACCOUNT OF ANY

Class of shares	ORDINARY A	<i>Number allotted</i>	169286
		<i>Aggregate nominal value</i>	1692.86
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

1.1 INCOME 1.1.1 THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION IN RESPECT OF EACH ACCOUNTING PERIOD SHALL BE APPLIED AS FOLLOWS AND IN THE FOLLOWING ORDER OF PRIORITY:

1.1.1.1 FIRST, BEFORE APPLICATION OF ANY PROFITS TO RESERVE OR FOR ANY OTHER PURPOSE, THE COMPANY SHALL DECLARE AND PAY IN AGGREGATE TO THE MEMBERS HOLDING ORDINARY SHARES, A CUMULATIVE PARTICIPATING DIVIDEND OF AN AMOUNT EQUAL TO TWENTY FIVE PERCENT (25%) OF PBT IN THE RELEVANT ACCOUNTING PERIOD (AN "ORDINARY PREFERENTIAL DIVIDEND");

1.1.1.2 SECOND, SUBJECT TO PARAGRAPH 1.1.3, THE COMPANY SHALL DECLARE AND PAY IN AGGREGATE TO THE MEMBERS HOLDING "A" ORDINARY SHARES, A CUMULATIVE PARTICIPATING DIVIDEND OF AN AMOUNT UP TO (BUT NOT EXCEEDING) TEN PERCENT (10%) OF PBT IN THE RELEVANT ACCOUNTING PERIOD (THE AMOUNT SO DECLARED AND PAID BEING DETERMINED BY RESOLUTION OF THE BOARD OF DIRECTORS) (AN ""A" ORDINARY PREFERENTIAL DIVIDEND");

AND 1.1.1.3 THEREAFTER, ANY PROFITS AVAILABLE FOR DISTRIBUTION WHICH THE BOARD OF DIRECTORS OF THE COMPANY RESOLVE SHOULD BE DISTRIBUTED, SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES AND "A" ORDINARY SHARES PRO-RATA TO THE NUMBER OF SHARES HELD BY THEM (AS IF ONE CLASS).

1.1.2 THE ORDINARY PREFERENTIAL DIVIDEND SHALL BE PAID WITHIN 10 DAYS FOLLOWING APPROVAL OF THE ACCOUNTS FOR THE RELEVANT ACCOUNTING PERIOD BY THE COMPANY OR SUCH LATER DATE AS THE HOLDERS OF A MAJORITY OF THE ORDINARY SHARES SHALL AGREE. WITH THE CONSENT OF ALL OF THE HOLDERS OF ALL OF THE ORDINARY SHARES, THE ORDINARY PREFERENTIAL DIVIDEND MAY BE PAID TO DIFFERENT ORDINARY SHAREHOLDERS AT DIFFERENT TIMES.

1.1.3 THE AMOUNT OF THE "A" ORDINARY PREFERENTIAL DIVIDEND SHALL NOT EXCEED FOUR PERCENT (4%) OF PBT IN ANY ACCOUNTING PERIOD WITHOUT THE APPROVAL IN WRITING OF THE HOLDERS OF A MAJORITY OF THE ORDINARY SHARES.

1.1.4 ANY PREFERENTIAL DIVIDEND SHALL BE PAID, IN CASH, WITHIN 10 DAYS FOLLOWING APPROVAL OF THE ACCOUNTS FOR THE RELEVANT ACCOUNTING PERIOD BY THE COMPANY, TO THE PERSONS REGISTERED AS THE HOLDERS OF ORDINARY SHARES AT THAT DATE.

1.1.5 THE PREFERENTIAL DIVIDEND SHALL ACCRUE DAILY FROM THE START OF THE RELEVANT ACCOUNTING PERIOD AND IN THE EVENT OF AN EXIT OR RETURN OF CAPITAL PRIOR TO PAYMENT, ALL ACCRUALS (AND ARREARS) OF THE PREFERENTIAL DIVIDEND ARE PAYABLE IN FULL, WHETHER OR NOT THEN DUE, ON THAT EXIT OR RETURN OF CAPITAL. IN THE EVENT OF AN EXIT OR RETURN OF CAPITAL WHICH OCCURS PART WAY THROUGH AN ACCOUNTING PERIOD IN WHICH A PREFERENTIAL DIVIDEND IS ACCRUING, IN THE ABSENCE OF AUDITED ACCOUNTS FOR THAT ACCOUNTING PERIOD, THE HOLDERS OF ORDINARY SHARES SHALL BE ENTITLED TO TWENTY FIVE PERCENT (25%) OF ACCUMULATED PBT DETERMINED BY REFERENCE TO THE LATEST MANAGEMENT ACCOUNTS OF THE GROUP (BEING NOT OLDER THAN THE CALENDAR MONTH PRIOR TO THE MONTH IN WHICH THE EXIT OCCURS) AND (SUBJECT TO PARAGRAPH 1.1.3) THE HOLDERS OF "A" ORDINARY SHARES SHALL BE ENTITLED TO SUCH PERCENTAGE OF ACCUMULATED PBT (DETERMINED IN THE SAME MANNER) AS THE BOARD OF DIRECTORS SHALL DETERMINE (UP TO A MAXIMUM OF TEN PERCENT (10%) OF PBT IN AGGREGATE).

1.1.6 THE PREFERENTIAL DIVIDEND WILL BECOME A DEBT DUE FROM AND IMMEDIATELY PAYABLE BY THE COMPANY TO THE MEMBER OR MEMBERS TO WHOM IT IS PAYABLE ON THE DATE OR DATES SET OUT IN THIS PARAGRAPH 1.1 WITHOUT ANY REQUIREMENT FOR A RECOMMENDATION OF THE BOARD OR A RESOLUTION OF THE MEMBERS IN GENERAL MEETING IN RESPECT OF THAT DIVIDEND.

1.1.7 IF THE COMPANY FAILS TO PAY IN FULL THE PREFERENTIAL DIVIDEND ON THE DUE DATE IN QUESTION (FOR WHATEVER REASON), THE COMPANY WILL PAY TO THE RELEVANT MEMBERS ON ACCOUNT OF THE RELEVANT DIVIDENDS, SUBJECT TO THE ORDER OF PRIORITY SET OUT IN PARAGRAPH 1.1.1, THE MAXIMUM SUM (IF ANY) WHICH CAN LAWFULLY BE PAID BY THE COMPANY AND ALL ARREARS WILL BE CARRIED FORWARDS AND ON EACH SUCCEEDING DUE DATE THE COMPANY WILL PAY ON ACCOUNT OF

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1784286
		<i>Total aggregate nominal value</i>	1616692.86

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 18/09/2015 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>	: 234090 ORDINARY shares held as at the date of this return
<i>Name:</i>	ANDREW GRAHAM
<i>Shareholding 2</i>	: 33857 ORDINARY A shares held as at the date of this return
<i>Name:</i>	IAN BROWN
<i>Shareholding 3</i>	: 33858 ORDINARY A shares held as at the date of this return
<i>Name:</i>	JOHN CARTER
<i>Shareholding 4</i>	: 173500 ORDINARY shares held as at the date of this return
<i>Name:</i>	TRUSTEES OF DAVID BROWN - 2011
<i>Shareholding 5</i>	: 257590 ORDINARY shares held as at the date of this return
<i>Name:</i>	ROGER GRAHAM
<i>Shareholding 6</i>	: 223500 ORDINARY shares held as at the date of this return
<i>Name:</i>	IAN BROWN
<i>Shareholding 7</i>	: 174180 ORDINARY shares held as at the date of this return
<i>Name:</i>	TRUSTEES OF JESSIE HOWARTH - SETTLEMENT
<i>Shareholding 8</i>	: 0 ORDINARY A shares held as at the date of this return
<i>Name:</i>	GILLIAN MARGARET VAN LAARHOVEN
<i>Shareholding 9</i>	: 225000 ORDINARY shares held as at the date of this return
<i>Name:</i>	JOHN CARTER
<i>Shareholding 10</i>	: 140540 ORDINARY shares held as at the date of this return
<i>Name:</i>	TRUSTEES OF ROGER GRAHAM - SETTLEMENT
<i>Shareholding 11</i>	: 33857 ORDINARY A shares held as at the date of this return

Name: MARK MCCAULEY

Shareholding 12 : 33857 ORDINARY A shares held as at the date of this return

Name: MARK RADFORD

Shareholding 13 : 33857 ORDINARY A shares held as at the date of this return

Name: ANDREW GRAHAM

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

Name: MOURAD HAMOUM

Shareholding 15 : 86600 ORDINARY shares held as at the date of this return

Name: DAVID BROWN

Shareholding 16 : 100000 ORDINARY shares held as at the date of this return

Name: D BROWN TRUSTEES OF D BROWN - TRUST

Authorisation

Authenticated

This form was authorised by one of the following:

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