



Companies House

AR01 (ef)

Annual Return



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X55RQWFD

Company Name: **TUNGSTEN NETWORK LIMITED**

Company Number: **03958038**

Date of this return: **28/03/2016**

SIC codes: **63110**

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

Situation of Registered Office: **POUNTNEY HILL HOUSE 6 LAURENCE POUNTNEY HILL
LONDON
EC4R 0BL**

Single Alternative Inspection Location (SAIL)

The address for an alternative location to the company's registered office for the inspection of registers is:

POUNTNEY HILL HOUSE LAURENCE POUNTNEY HILL
LONDON
ENGLAND
EC4R 0BL

The following records have moved to the single alternative inspection location:

Register of members (section 114)
Register of directors (section 162)
Register of secretaries (section 275)
Records of resolutions and meetings (section 358)

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **PATRICK THOMAS**

Surname: **CLARK**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): LINCOLN PETER MUNRO

Surname: JOPP

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: ****/01/1968** Nationality: **BRITISH**

Occupation: **DIRECTOR**

Company Director 2

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

Surname: WILLIAMS

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: ENGLAND

Date of Birth: ****/03/1977** Nationality: **BRITISH**

Occupation: **FINANCE DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	6791100
		<i>Aggregate nominal value</i>	6791.1
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

ANY PROFITS OF THE COMPANY (THE "CO.") AVAILABLE FOR DISTRIBUTION & RESOLVED TO BE DISTRIBUTED IN RESPECT OF EACH FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES (THE "ORD SHARES"), THE PREFERRED SHARES (THE "PREF SHARES") & THE B PREFERRED SHARES (THE "B PREF SHARES") AS IF ALL OF THE PREF SHARES & B PREF SHARES HAD BEEN CONVERTED INTO ORD SHARES (NOT DISREGARDING FRACTIONS) AT THE CONVERSION RATE (THE "CR") THEN APPLICABLE, PRO RATA TO THE NUMBER OF SHARES HELD. ON A REALISATION EVENT ("RE") (BUT EXCLUDING THE CONVERSION OF THE PREF SHARES OR B PREF SHARES IN ACCORDANCE WITH ARTICLE 6), THE ASSETS OF THE CO. REMAINING AFTER THE PAYMENT OF ITS LIABILITIES OR (AS THE CASE MAY BE) THE PROCEEDS OF SUCH RE SHALL BE DISTRIBUTED OR SHARED AMONGST THE HOLDERS OF SHARES IN THE FOLLOWING ORDER OF PRIORITY: 1ST, TO EACH B PREF S/HOLDER AN AMOUNT EQUAL TO TWO TIMES THE ISSUE PRICE OF SUCH SHARES; 2ND, TO EACH PREF S/HOLDER AN AMOUNT EQUAL TO THE ISSUE PRICE OF SUCH SHARES; 3RD TO THOSE PERSONS WHO WERE HOLDERS OF THE 1,687,117 SERIES D PREFERRED SHARES OF 0.1P EACH IN THE CAPITAL OF THE CO. IN ISSUE ON THE DATE BEING ONE DAY BEFORE THE ADOPTION DATE THE SUM OF 37 PENCE PER EACH SUCH SERIES D PREFERRED SHARE; THEN THE BALANCE SHALL BE DISTRIBUTED OR SHARED AMONGST THE HOLDERS OF THE ORD SHARES, THE PREF SHARES & THE B PREF SHARES AS IF THE PREF SHARES & B PREF SHARES HAD BEEN CONVERTED INTO ORD SHARES (NOT DISREGARDING FRACTIONS) AT THE CR THEN APPLICABLE, PRO-RATA TO THE NUMBER OF ORD SHARES HELD OR DEEMED HELD BY THEM, RESPECTIVELY. WHETHER THE RE INVOLVES OR RESULTS IN THE PROCEEDS BEING RECEIVED BY THE CO., OR IN THE PROCEEDS BEING RECEIVED BY THE S/HOLDERS IN THE CO., THE CO. AND/OR THE S/HOLDERS IN THE CO. SHALL PROCURE THAT, SO FAR AS IS LAWFUL, SUCH PROCEEDS SHALL BE DISTRIBUTED IN ACCORDANCE WITH ARTICLE 5.1. SUBJECT TO ANY SPECIAL RIGHTS/RESTRICTIONS AS TO VOTING ATTACHED TO ANY SHARES, ANY RESOLUTION PUT TO THE VOTE OF A GENERAL MEETING OF THE CO. SHALL BE DECIDED ON A SHOW OF HANDS UNLESS BEFORE, OR ON DECLARATION OF THE RESULT OF THE SHOW OF HANDS, A POLL IS DEMANDED. ON A SHOW OF HANDS EACH HOLDER OF EQUITY SHARES (WHO IS PRESENT IN PERSON OR, IF A CORPORATION, PRESENT BY DULY AUTHORISED REPRESENTATIVE) SHALL HAVE ONE VOTE & ON A POLL EVERY HOLDER OF EQUITY SHARES (WHO IS PRESENT IN PERSON OR, IF A CORPORATION, PRESENT BY DULY AUTHORISED REPRESENTATIVE)) SHALL HAVE ONE VOTE FOR EACH ORD SHARE HELD BY HIM (& IN THE CASE OF THE HOLDERS OF PREF SHARES OR B PREF SHARES, ONE VOTE FOR EACH ORD SHARE INTO WHICH HIS PREF SHARES OR B PREF SHARES ARE CONVERTIBLE AT THE CR THEN APPLICABLE). THE ORD SHARES ARE NOT REDEEMABLE

Class of shares	ORDINARY	<i>Number allotted</i>	6993970
		<i>Aggregate nominal value</i>	6993.97
<i>Currency</i>	GBP	<i>Amount paid</i>	0.4
		<i>Amount unpaid</i>	0

Prescribed particulars

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Class of shares	ORDINARY	<i>Number allotted</i>	5310452
		<i>Aggregate nominal value</i>	5310.452
<i>Currency</i>	GBP	<i>Amount paid</i>	0.001
		<i>Amount unpaid</i>	0

Prescribed particulars

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Class of shares	ORDINARY	<i>Number allotted</i>	17117678
		<i>Aggregate nominal value</i>	17117.678
<i>Currency</i>	GBP	<i>Amount paid</i>	1.3
		<i>Amount unpaid</i>	0

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Class of shares	ORDINARY	<i>Number allotted</i>	252242
		<i>Aggregate nominal value</i>	252.242
<i>Currency</i>	GBP	<i>Amount paid</i>	3.5
		<i>Amount unpaid</i>	0

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Class of shares	ORDINARY	<i>Number allotted</i>	1606347
		<i>Aggregate nominal value</i>	1606.347
<i>Currency</i>	GBP	<i>Amount paid</i>	4.75
		<i>Amount unpaid</i>	0

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Class of shares	ORDINARY	<i>Number allotted</i>	618575
		<i>Aggregate nominal value</i>	618.575
<i>Currency</i>	GBP	<i>Amount paid</i>	7.5
		<i>Amount unpaid</i>	0

Prescribed particulars

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Class of shares	ORDINARY	<i>Number allotted</i>	2453988
		<i>Aggregate nominal value</i>	2453.988
<i>Currency</i>	GBP	<i>Amount paid</i>	3.26
		<i>Amount unpaid</i>	0

Prescribed particulars

ANY PROFITS OF THE COMPANY (THE "CO.") AVAILABLE FOR DISTRIBUTION & RESOLVED TO BE DISTRIBUTED IN RESPECT OF EACH FINANCIAL YEAR SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE ORDINARY SHARES (THE "ORD SHARES"), THE PREFERRED SHARES (THE "PREF SHARES") & THE B PREFERRED SHARES (THE "B PREF SHARES") AS IF ALL OF THE PREF SHARES & B PREF SHARES HAD BEEN CONVERTED INTO ORD SHARES (NOT DISREGARDING FRACTIONS) AT THE CONVERSION RATE (THE "CR") THEN APPLICABLE, PRO RATA TO THE NUMBER OF SHARES HELD. ON A REALISATION EVENT ("RE") (BUT EXCLUDING THE CONVERSION OF THE PREF SHARES OR B PREF SHARES IN ACCORDANCE WITH ARTICLE 6), THE ASSETS OF THE CO. REMAINING AFTER THE PAYMENT OF ITS LIABILITIES OR (AS THE CASE MAY BE) THE PROCEEDS OF SUCH RE SHALL BE DISTRIBUTED OR SHARED AMONGST THE HOLDERS OF SHARES IN THE FOLLOWING ORDER OF PRIORITY: 1ST, TO EACH B PREF S/HOLDER AN AMOUNT EQUAL TO TWO TIMES THE ISSUE PRICE OF SUCH SHARES; 2ND, TO EACH PREF S/HOLDER AN AMOUNT EQUAL TO THE ISSUE PRICE OF SUCH SHARES; 3RD TO THOSE PERSONS WHO WERE HOLDERS OF THE 1,687,117 SERIES D PREFERRED SHARES OF 0.1P EACH IN THE CAPITAL OF THE CO. IN ISSUE ON THE DATE BEING ONE DAY BEFORE THE ADOPTION DATE THE SUM OF 37 PENCE PER EACH SUCH SERIES D PREFERRED SHARE; THEN THE BALANCE SHALL BE DISTRIBUTED OR SHARED AMONGST THE HOLDERS OF THE ORD SHARES, THE PREF SHARES & THE B PREF SHARES AS IF THE PREF SHARES & B PREF SHARES HAD BEEN CONVERTED INTO ORD SHARES (NOT DISREGARDING FRACTIONS) AT THE CR THEN APPLICABLE, PRO-RATA TO THE NUMBER OF ORD SHARES HELD OR DEEMED HELD BY THEM, RESPECTIVELY. WHETHER THE RE INVOLVES OR RESULTS IN THE PROCEEDS BEING RECEIVED BY THE CO., OR IN THE PROCEEDS BEING RECEIVED BY THE S/HOLDERS IN THE CO., THE CO. AND/OR THE S/HOLDERS IN THE CO. SHALL PROCURE THAT, SO FAR AS IS LAWFUL, SUCH PROCEEDS SHALL BE DISTRIBUTED IN ACCORDANCE WITH ARTICLE 5.1. SUBJECT TO ANY SPECIAL RIGHTS/RESTRICTIONS AS TO VOTING ATTACHED TO ANY SHARES, ANY RESOLUTION PUT TO THE VOTE OF A GENERAL MEETING OF THE CO. SHALL BE DECIDED ON A SHOW OF HANDS UNLESS BEFORE, OR ON DECLARATION OF THE RESULT OF THE SHOW OF HANDS, A POLL IS DEMANDED. ON A SHOW OF HANDS EACH HOLDER OF EQUITY SHARES (WHO IS PRESENT IN PERSON OR, IF A CORPORATION, PRESENT BY DULY AUTHORISED REPRESENTATIVE) SHALL HAVE ONE VOTE & ON A POLL EVERY HOLDER OF EQUITY SHARES (WHO IS PRESENT IN PERSON OR, IF A CORPORATION, PRESENT BY DULY AUTHORISED REPRESENTATIVE)) SHALL HAVE ONE VOTE FOR EACH ORD SHARE HELD BY HIM (& IN THE CASE OF THE HOLDERS OF PREF SHARES OR B PREF SHARES, ONE VOTE FOR EACH ORD SHARE INTO WHICH HIS PREF SHARES OR B PREF SHARES ARE CONVERTIBLE AT THE CR THEN APPLICABLE). THE ORD SHARES ARE NOT REDEEMABLE

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	41144352
		<i>Total aggregate nominal value</i>	41144.352

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 28/03/2016 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

Shareholding 1 : **41144352 ORDINARY shares held as at the date of this return**
Name: **TUNGSTEN CORPORATION GUERNSEY 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.