



Companies House
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AR01 (ef)

Annual Return



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Company Name: **APOSTROPHE RESTAURANTS LIMITED**

Company Number: **04054395**

Date of this return: **17/08/2013**

SIC codes: **56101**

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

Situation of Registered Office: **12 DEVEREUX COURT
LONDON
WC2R 3JP**

Officers of the company

Company Secretary 1

Type: **Corporate**
Name: **MACLAY MURRAY & SPENS LLP**

*Registered or
principal address:* **1 GEORGE SQUARE
GLASGOW
G2 1AL**

Non European Economic Area (EEA) Company

Legal Form: **LIMITED LIABILITY PARTNERSHIP**
Law Governed: **LIMITED LIABILITY PARTNERSHIP ACT 2000**
Register Location: **UK**
Registration Number: **SO300744**

Company Director **1**

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

Surname: **CHEN**

Former names:

Service Address: **45F MARESFIELD GARDENS
LONDON
NW3 5TE**

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

Date of Birth: **17/12/1967** *Nationality:* **BRITISH**
Occupation: **MANAGING DIRECTOR**

Company Director 2

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

Surname: **JONES**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **17/11/1959** *Nationality:* **BRITISH**

Occupation: **CHARTERED ACCOUNTANT**

Company Director 3

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

Surname: **PELTZ**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **03/03/1961** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Company Director 4

Type: **Person**
Full forename(s): ALISON MARY

Surname: TYLER

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: 13/10/1962 *Nationality:* BRITISH
Occupation: CATERER

Statement of Capital (Share Capital)

Class of shares	DEFERRED	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	0.01
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

A HOLDER OF A DEFERRED SHARE CANNOT SHARE IN ANY PROFITS OF THE COMPANY AND CANNOT RECEIVE NOTICE, ATTEND OR VOTE AT A GENERAL MEETING UNLESS THE MEETING INCLUDES THE CONSIDERATION OF A RESOLUTION DIRECTLY AND ADVERSELY AFFECTING ANY OF THE SPECIAL RIGHTS ATTACHED TO THE SHARES. ON A RETURN OF CAPITAL OR ON LIQUIDATION, SALE OR OTHERWISE THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED SECOND (TO THE PREFERRED ORDINARY SHARES) IN PAYMENT OF THE SUM OF £0.0001 PENCE PER DEFERRED ORDINARY SHARE TO THE DEFERRED ORDINARY SHAREHOLDERS. FOLLOWING SUCH PAYMENT TO THE HOLDERS OF THE DEFERRED ORDINARY SHARES, THE HOLDERS OF THE DEFERRED ORDINARY SHARES SHALL NOT HAVE ANY RIGHTS TO PARTICIPATION IN THE PROFITS OR ASSETS OF THE COMPANY.

Class of shares	ORDINARY-A	<i>Number allotted</i>	6
		<i>Aggregate nominal value</i>	0.06
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ON A RETURN OF CAPITAL ON LIQUIDATION, SALE OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED THIRD (AFTER THE PREFERRED ORDINARY SHARES AND THE DEFERRED ORDINARY SHARES) IN PAYING HOLDERS OF A ORDINARY AND B ORDINARY SHARES PRO RATA (AS NEARLY AS MAY BE) TO THEIR RESPECTIVE HOLDINGS OF A AND B SHARES. THERE ARE NO ADDITIONAL SPECIAL RIGHTS ATTACHED TO THE A AND B SHARES. THE SHARES RANK PARI PASSU IN ALL OTHER RESPECTS INCLUDING AS REGARDS VOTING AND RIGHTS TO PARTICIPATE IN DIVIDENDS.

Class of shares	ORDINARY-A	<i>Number allotted</i>	5397000
		<i>Aggregate nominal value</i>	53970
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.015
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ON A RETURN OF CAPITAL ON LIQUIDATION, SALE OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED THIRD (AFTER THE PREFERRED ORDINARY SHARES AND THE DEFERRED ORDINARY SHARES) IN PAYING HOLDERS OF A ORDINARY AND B ORDINARY SHARES PRO RATA (AS NEARLY AS MAY BE) TO THEIR RESPECTIVE HOLDINGS OF A AND B SHARES. THERE ARE NO ADDITIONAL SPECIAL RIGHTS ATTACHED TO THE A AND B SHARES. THE SHARES RANK PARI PASSU IN ALL OTHER RESPECTS INCLUDING AS REGARDS VOTING AND RIGHTS TO PARTICIPATE IN DIVIDENDS.

Class of shares	ORDINARY-A	<i>Number allotted</i>	800000
		<i>Aggregate nominal value</i>	8000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.025
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ON A RETURN OF CAPITAL ON LIQUIDATION, SALE OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED THIRD (AFTER THE PREFERRED ORDINARY SHARES AND THE DEFERRED ORDINARY SHARES) IN PAYING HOLDERS OF A ORDINARY AND B ORDINARY SHARES PRO RATA (AS NEARLY AS MAY BE) TO THEIR RESPECTIVE HOLDINGS OF A AND B SHARES. THERE ARE NO ADDITIONAL SPECIAL RIGHTS ATTACHED TO THE A AND B SHARES. THE SHARES RANK PARI PASSU IN ALL OTHER RESPECTS INCLUDING AS REGARDS VOTING AND RIGHTS TO PARTICIPATE IN DIVIDENDS.

Class of shares	ORDINARY-A	<i>Number allotted</i>	544141
		<i>Aggregate nominal value</i>	5441.41
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.035
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ON A RETURN OF CAPITAL ON LIQUIDATION, SALE OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED THIRD (AFTER THE PREFERRED ORDINARY SHARES AND THE DEFERRED ORDINARY SHARES) IN PAYING HOLDERS OF A ORDINARY AND B ORDINARY SHARES PRO RATA (AS NEARLY AS MAY BE) TO THEIR RESPECTIVE HOLDINGS OF A AND B SHARES. THERE ARE NO ADDITIONAL SPECIAL RIGHTS ATTACHED TO THE A AND B SHARES. THE SHARES RANK PARI PASSU IN ALL OTHER RESPECTS INCLUDING AS REGARDS VOTING AND RIGHTS TO PARTICIPATE IN DIVIDENDS.

Class of shares	ORDINARY-A	<i>Number allotted</i>	12528374
		<i>Aggregate nominal value</i>	125283.74
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ON A RETURN OF CAPITAL ON LIQUIDATION, SALE OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED THIRD (AFTER THE PREFERRED ORDINARY SHARES AND THE DEFERRED ORDINARY SHARES) IN PAYING HOLDERS OF A ORDINARY AND B ORDINARY SHARES PRO RATA (AS NEARLY AS MAY BE) TO THEIR RESPECTIVE HOLDINGS OF A AND B SHARES. THERE ARE NO ADDITIONAL SPECIAL RIGHTS ATTACHED TO THE A AND B SHARES. THE SHARES RANK PARI PASSU IN ALL OTHER RESPECTS INCLUDING AS REGARDS VOTING AND RIGHTS TO PARTICIPATE IN DIVIDENDS.

Class of shares	ORDINARY-A	<i>Number allotted</i>	1764706
		<i>Aggregate nominal value</i>	17647.06
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.17
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ON A RETURN OF CAPITAL ON LIQUIDATION, SALE OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED THIRD (AFTER THE PREFERRED ORDINARY SHARES AND THE DEFERRED ORDINARY SHARES) IN PAYING HOLDERS OF A ORDINARY AND B ORDINARY SHARES PRO RATA (AS NEARLY AS MAY BE) TO THEIR RESPECTIVE HOLDINGS OF A AND B SHARES. THERE ARE NO ADDITIONAL SPECIAL RIGHTS ATTACHED TO THE A AND B SHARES. THE SHARES RANK PARI PASSU IN ALL OTHER RESPECTS INCLUDING AS REGARDS VOTING AND RIGHTS TO PARTICIPATE IN DIVIDENDS.

Class of shares	ORDINARY-A	<i>Number allotted</i>	3471875
		<i>Aggregate nominal value</i>	34718.75
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.2
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ON A RETURN OF CAPITAL ON LIQUIDATION, SALE OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED THIRD (AFTER THE PREFERRED ORDINARY SHARES AND THE DEFERRED ORDINARY SHARES) IN PAYING HOLDERS OF A ORDINARY AND B ORDINARY SHARES PRO RATA (AS NEARLY AS MAY BE) TO THEIR RESPECTIVE HOLDINGS OF A AND B SHARES. THERE ARE NO ADDITIONAL SPECIAL RIGHTS ATTACHED TO THE A AND B SHARES. THE SHARES RANK PARI PASSU IN ALL OTHER RESPECTS INCLUDING AS REGARDS VOTING AND RIGHTS TO PARTICIPATE IN DIVIDENDS.

Class of shares	ORDINARY-B	<i>Number allotted</i>	15446956
		<i>Aggregate nominal value</i>	154469.56
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.0647
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ON A RETURN OF CAPITAL ON LIQUIDATION, SALE OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED THIRD (AFTER THE PREFERRED ORDINARY SHARES AND THE DEFERRED ORDINARY SHARES) IN PAYING HOLDERS OF A ORDINARY AND B ORDINARY SHARES PRO RATA (AS NEARLY AS MAY BE) TO THEIR RESPECTIVE HOLDINGS OF A AND B SHARES. THERE ARE NO ADDITIONAL SPECIAL RIGHTS ATTACHED TO THE A AND B SHARES. THE SHARES RANK PARI PASSU IN ALL OTHER RESPECTS INCLUDING AS REGARDS VOTING AND RIGHTS TO PARTICIPATE IN DIVIDENDS.

Class of shares	ORDINARY-B	<i>Number allotted</i>	9059146
		<i>Aggregate nominal value</i>	90591.46
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ON A RETURN OF CAPITAL ON LIQUIDATION, SALE OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED THIRD (AFTER THE PREFERRED ORDINARY SHARES AND THE DEFERRED ORDINARY SHARES) IN PAYING HOLDERS OF A ORDINARY AND B ORDINARY SHARES PRO RATA (AS NEARLY AS MAY BE) TO THEIR RESPECTIVE HOLDINGS OF A AND B SHARES. THERE ARE NO ADDITIONAL SPECIAL RIGHTS ATTACHED TO THE A AND B SHARES. THE SHARES RANK PARI PASSU IN ALL OTHER RESPECTS INCLUDING AS REGARDS VOTING AND RIGHTS TO PARTICIPATE IN DIVIDENDS.

Class of shares	PREFERENCE	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	0.01
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.01
		<i>Amount unpaid per share</i>	0

Prescribed particulars

A HOLDER OF A PREFERENCE SHARE IS NOT ENTITLED TO SHARE IN ANY PROFITS OF THE COMPANY AND CANNOT RECEIVE NOTICE, ATTEND OR VOTE AT A GENERAL MEETING UNLESS THE MEETING INCLUDES THE CONSIDERATION OF A RESOLUTION DIRECTLY AND ADVERSELY AFFECTING ANY OF THE SPECIAL RIGHTS ATTACHED TO THE SHARES AS SET OUT IN ARTICLE 8 4 2(B). ON A RETURN OF CAPITAL ON LIQUIDATION, SALE OR OTHERWISE, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS SHALL BE APPLIED FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES AS A CLASS THE AMOUNT OF THE PRIORITY SUM (DEFINED BELOW), SUCH SUM TO BE DISTRIBUTED AMONGST THE HOLDERS OF THE PREFERRED ORDINARY SHARES. FOLLOWING THE PAYMENT OF THE PRIORITY SUM TO THE PREFERRED ORDINARY SHAREHOLDERS, THE HOLDERS OF THE PREFERRED ORDINARY SHARES SHALL NOT BE ENTITLED TO ANY PARTICIPATION IN THE PROFITS OR ASSETS OF THE COMPANY. "PRIORITY SUM" MEANS THE SUM OR SUMS AS AGREED BETWEEN THE HOLDERS OF THE "A" SHARES AND THE HOLDERS OF THE "B" SHARES ON THE DATE OR DATES OF ALLOTMENT OF FURTHER PREFERRED ORDINARY SHARES AND, FOR THE AVOIDANCE OF DOUBT, SHALL BE ZERO AT THE DATE OF ADOPTION OF THE ARTICLES.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	49012206
		<i>Total aggregate nominal value</i>	490122.06

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 17/08/2013 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>	: 1 DEFERRED shares held as at the date of this return
<i>Name:</i>	AMIR CHEN
<i>Shareholding 2</i>	: 6741141 ORDINARY-A shares held as at the date of this return
<i>Name:</i>	AMIR CHEN
<i>Shareholding 3</i>	: 627802 ORDINARY-A shares held as at the date of this return
<i>Name:</i>	L GINOSSAR
<i>Shareholding 4</i>	: 627802 ORDINARY-A shares held as at the date of this return

Name: Y INBAR

Shareholding 5 : 1712176 ORDINARY-A shares held as at the date of this return
Name: DANIEL PELTZ

Shareholding 6 : 0 ORDINARY-A shares held as at the date of this return
7721484 shares transferred on 2013-03-08
Name: ROCK BAY SA

Shareholding 7 : 0 ORDINARY-A shares held as at the date of this return
7075697 shares transferred on 2012-10-17
Name: SHEEK LIMITED LIABILITY COMPANY

Shareholding 8 : 24506102 ORDINARY-B shares held as at the date of this return
Name: CH & CO CATERING LIMITED

Shareholding 9 : 1 PREFERENCE shares held as at the date of this return
Name: CH & CO CATERING LIMITED

Shareholding 10 : 7075697 ORDINARY-A shares held as at the date of this return
Name: MALKA CHEN

Shareholding 11 : 7721484 ORDINARY-A shares held as at the date of this return
Name: RAINBOW PROPERTIES 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.