



*Companies House*  
— for the record —

**AR01** (ef)

**Annual Return**



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**X2223R4O**

*Company Name:* **THE TANFIELD FOOD COMPANY LIMITED**

*Company Number:* **05040327**

*Date of this return:* **10/02/2013**

*SIC codes:* **10890**

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

*Situation of Registered Office:* **HOWNSGILL PARK  
CONSETT  
CO DURHAM  
DH8 7NU**

## Single Alternative Inspection Location (SAIL)

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

C/O MUCKLE LLP  
TIME CENTRAL 32 GALLOWGATE  
NEWCASTLE UPON TYNE  
UNITED KINGDOM  
NE1 4BF

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*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)

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## Officers of the company

## *Company Secretary 1*

*Type:* **Corporate**  
*Name:* **MUCKLE SECRETARY LIMITED**

*Registered or  
principal address:* **C/O MUCKLE LLP TIME CENTRAL  
32 GALLOGATE  
NEWCASTLE UPON TYNE  
TYNE & WEAR  
NE1 4BF**

## *European Economic Area (EEA) Company*

*Register Location:* **UNITED KINGDOM**  
*Registration Number:* **5276019**

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*Company Director*    **1**

*Type:*                      **Person**

*Full forename(s):*        **DAVID GEOFFREY**

*Surname:*                **ALLISON**

*Former names:*

*Service Address:*        **14 FEARNLEY AVENUE  
OSSETT  
WEST YORKSHIRE  
UNITED KINGDOM  
WF5 9ET**

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

*Date of Birth:*    **11/01/1963**

*Nationality:*    **BRITISH**

*Occupation:*    **CEO**

*Company Director* 2

*Type:* **Person**

*Full forename(s):* **MARK STUART**

*Surname:* **ANDREWS**

*Former names:*

*Service Address:* **C/O INVENTAGES  
156-158 BUCKINGHAM PALACE ROAD  
LONDON  
SW1W 9TR**

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

*Date of Birth:* **09/11/1970** *Nationality:* **BRITISH**

*Occupation:* **INVESTMENT MANAGER**

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*Company Director*    **3**

*Type:*                      **Person**

*Full forename(s):*        **KEITH FRANCIS**

*Surname:*                **GILL**

*Former names:*

*Service Address:*        **27 FRONT STREET  
LANCHESTER VILLAGE  
DURHAM  
COUNTY DURHAM  
DH7 0LA**

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

*Date of Birth:*    **03/11/1951**                      *Nationality:*    **BRITISH**

*Occupation:*    **COMPANY DIRECTOR**

*Company Director* 4

*Type:* **Person**

*Full forename(s):* **MR STEPHEN JOHN**

*Surname:* **GRAY**

*Former names:*

*Service Address recorded as Company's registered office*

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

*Date of Birth:* **06/06/1961**

*Nationality:* **BRITISH**

*Occupation:* **CONSULTANT**

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*Company Director*    **5**

*Type:*                      **Person**

*Full forename(s):*        **WOLFGANG**

*Surname:*                **REICHENBERGER**

*Former names:*

*Service Address:*        **158 BUCKINGHAM PALACE ROAD  
LONDON  
ENGLAND  
SW1W 9TR**

*Country/State Usually Resident:*    **BAHAMAS**

*Date of Birth:*    **19/07/1953**

*Nationality:*    **SWISS & AUSTRIAN**

*Occupation:*    **GENERAL PARTNER  
INVENTAGES WEALTH  
MANAGEMENT INC**



## Statement of Capital (Share Capital)

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|                        |                 |                                |                  |
|------------------------|-----------------|--------------------------------|------------------|
| <b>Class of shares</b> | <b>ORDINARY</b> | <i>Number allotted</i>         | <b>19637414</b>  |
|                        |                 | <i>Aggregate nominal value</i> | <b>1963741.4</b> |
| <i>Currency</i>        | <b>GBP</b>      | <i>Amount paid per share</i>   | <b>0.1</b>       |
|                        |                 | <i>Amount unpaid per share</i> | <b>0</b>         |

### *Prescribed particulars*

A) SHAREHOLDERS OF THE ORDINARY SHARES ARE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY. B) FOLLOWING DISTRIBUTION OF DIVIDENDS IN RELATION TO THE PREFERRED SHARES ANY FURTHER AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES AND THE PREFERRED SHARES (TOGETHER KNOWN AS EQUITY SHARES) (PARI-PASSU AS IF THEY CONSTITUTED SHARES OF THE SAME CLASS) PRO-RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. C) ON RETURN OF ASSETS ON LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE (OTHER THAN A CONVERSION OR PURCHASE OF SHARES) THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED, (TO THE EXTENT THAT THE COMPANY IS LAWFULLY ABLE TO DO SO) IN THE FOLLOWING ORDER OF PRIORITY: D) FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED SHARES OF AN AMOUNT EQUAL TO THE PREFERENCE AMOUNT WHICH IS THE AMOUNT OUTSTANDING EQUAL TO THE SUBSCRIPTION PRICE PER SHARE TOGETHER WITH THE SUM EQUAL TO ANY DIVIDENDS ACCRUED; AND II)DISTRIBUTING THE BALANCE AMONG THE HOLDERS OF THE EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD AS IF THEY ALL CONSTITUTED SHARES OF THE SAME CLASS. D) ORDINARY SHARES ARE NON REDEEMABLE

|                        |                  |                                |                  |
|------------------------|------------------|--------------------------------|------------------|
| <b>Class of shares</b> | <b>PREFERRED</b> | <i>Number allotted</i>         | <b>30008532</b>  |
|                        |                  | <i>Aggregate nominal value</i> | <b>3000853.2</b> |
| <i>Currency</i>        | <b>GBP</b>       | <i>Amount paid</i>             | <b>0.1</b>       |
|                        |                  | <i>Amount unpaid</i>           | <b>0</b>         |

*Prescribed particulars*

A) SHAREHOLDERS OF PREFERRED SHARES ARE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY. B) THE COMPANY SHALL WITHOUT NEED FOR A RESOLUTION OF THE DIRECTORS OR THE COMPANY IN GENERAL MEETING, PAY IN RESPECT OF EACH PREFERRED SHARE A FIXED, CUMULATIVE, PREFERENTIAL DIVIDEND AT AN ANNUAL RATE OF 12% OF THE ISSUE PRICE (MEANING THE SUBSCRIPTION PRICE PAID OR AGREED TO BE PAID) IN RESPECT OF THAT SHARE INCLUDING ANY SHARE PREMIUM. FOLLOWING DISTRIBUTION OF DIVIDENDS IN RELATION TO THE PREFERRED SHARES, ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR WILL BE DISTRIBUTED AMONGST THE HOLDERS OF THE PREFERRED SHARES AND THE ORDINARY SHARES (TOGETHER WITH THE EQUITY SHARES) (PARI-PASU AS IF THEY CONSTITUTED SHARES OF THE SAME CLASS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES. C) ON RETURN OF ASSETS ON LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE (OTHER THAN A CONVERSION OR PURCHASE OF SHARES) THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED, (TO THE EXTENT THAT THE COMPANY IS LAWFULLY ABLE TO DO SO) IN THE FOLLOWING ORDER OF PRIORITY: I) FIRST IN PAYING TO THE HOLDERS OF THE PREFERRED SHARES OF AN AMOUNT EQUAL TO THE PREFERENCE AMOUNT WHICH IS THE AMOUNT OUTSTANDING EQUAL TO THE SUBSCRIPTION PRICE PER SHARE TOGETHER WITH THE SUM EQUAL TO ANY DIVIDENDS ACCRUED; AND II) DISTRIBUTING THE BALANCE AMONG THE HOLDERS OF THE EQUITY SHARES PRO RATA TO THE NUMBER OF EQUITY SHARES HELD AS IF THEY ALL CONSTITUTED SHARES OF THE SAME CLASS. D) THE MAJORITY OF THE SHAREHOLDERS OF THE PREFERRED SHARES (SUCH MAJORITY TO INCLUDE A HOLDER OF PREFERRED SHARES AND ITS PERMITTED TRANSFEREES) MAY AT ANY TIME AFTER 31 DECEMBER 2013 REQUIRE THE COMPANY BY NOTICE IN WRITING TO REDEEM ALL OF THE PREFERRED SHARES AND ISSUE SO THAT: I) 50% OF THE OUTSTANDING PREFERRED SHARES SHALL BECOME DUE FOR REDEMPTION IN CASH WITHIN 60 DAYS FROM THE DAY OF THE RELEVANT REDEMPTION NOTICE; II) 50% OF THE PREFERRED SHARES NOT REDEEMED SHALL BECOME DUE FOR REDEMPTION IN CASH WITHIN 1 YEAR FROM THE DATE OF PAYMENT; AND III) ANY PREFERRED SHARES NOT REDEEMED SHALL BECOME DUE FOR REDEMPTION IN CASH WITHIN 2 YEARS AFTER THE DATE OF PAYMENT.

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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>49645946</b>  |
|                 |            | <i>Total aggregate nominal value</i> | <b>4964594.6</b> |

## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 10/02/2013 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><br><i>Name:</i>  | <b>: 63043 ORDINARY shares held as at the date of this return</b><br><b>ALAN GRAHAM</b>                            |
| <i>Shareholding 2</i><br><i>Name:</i>  | <b>: 309276 ORDINARY shares held as at the date of this return</b><br><b>KEITH FRANCIS GILL</b>                    |
| <i>Shareholding 3</i><br><i>Name:</i>  | <b>: 166667 ORDINARY shares held as at the date of this return</b><br><b>RAY ORIFE</b>                             |
| <i>Shareholding 4</i><br><i>Name:</i>  | <b>: 369047 ORDINARY shares held as at the date of this return</b><br><b>RINGTONS HOLDINGS LIMITED</b>             |
| <i>Shareholding 5</i><br><i>Name:</i>  | <b>: 88001 ORDINARY shares held as at the date of this return</b><br><b>KIM MCKIE</b>                              |
| <i>Shareholding 6</i><br><i>Name:</i>  | <b>: 189049 ORDINARY shares held as at the date of this return</b><br><b>DAVID SMITH</b>                           |
| <i>Shareholding 7</i><br><i>Name:</i>  | <b>: 41667 ORDINARY shares held as at the date of this return</b><br><b>ROGER BELLAMY</b>                          |
| <i>Shareholding 8</i><br><i>Name:</i>  | <b>: 366969 ORDINARY shares held as at the date of this return</b><br><b>CASSANDRA SUDDER</b>                      |
| <i>Shareholding 9</i><br><i>Name:</i>  | <b>: 848249 ORDINARY shares held as at the date of this return</b><br><b>JEREMY MIDDLETON</b>                      |
| <i>Shareholding 10</i><br><i>Name:</i> | <b>: 53031 ORDINARY shares held as at the date of this return</b><br><b>ANTONY BAIRD</b>                           |
| <i>Shareholding 11</i><br><i>Name:</i> | <b>: 95418 ORDINARY shares held as at the date of this return</b><br><b>FREDERICK MARK TUGHAN</b>                  |
| <i>Shareholding 12</i><br><i>Name:</i> | <b>: 5380358 ORDINARY shares held as at the date of this return</b><br><b>THE NORTH EAST CO-INVESTMENT FUND LP</b> |
| <i>Shareholding 13</i>                 | <b>: 79545 ORDINARY shares held as at the date of this return</b>  |

*Name:* **YASAWA HOLDINGS LIMITED**

*Shareholding 14* : **160635 ORDINARY shares held as at the date of this return**  
*Name:* **ANTHONY GERAINT WILLIAMS**

*Shareholding 15* : **79545 ORDINARY shares held as at the date of this return**  
*Name:* **SIMON MARCH TURNBULL**

*Shareholding 16* : **125524 ORDINARY shares held as at the date of this return**  
*Name:* **HENRY COLE TINSLEY**

*Shareholding 17* : **171456 ORDINARY shares held as at the date of this return**  
*Name:* **CHRISTOPHER STANLEY BLAXALL**

*Shareholding 18* : **100524 ORDINARY shares held as at the date of this return**  
*Name:* **CHARLES ANTONY ELLIOTT BRAITHWAITE**

*Shareholding 19* : **97720 ORDINARY shares held as at the date of this return**  
*Name:* **PETER NIGEL CHALLANS**

*Shareholding 20* : **210958 ORDINARY shares held as at the date of this return**  
*Name:* **ZEF EISENBERG**

*Shareholding 21* : **100524 ORDINARY shares held as at the date of this return**  
*Name:* **PETER DAVID HOLLIDAY**

*Shareholding 22* : **79545 ORDINARY shares held as at the date of this return**  
*Name:* **KARIN MARGUERITE LANDMAN**

*Shareholding 23* : **159090 ORDINARY shares held as at the date of this return**  
*Name:* **RORY BUCHANAN LANDMAN**

*Shareholding 24* : **140000 ORDINARY shares held as at the date of this return**  
*Name:* **JOHN WILLIAM LEGON**

*Shareholding 25* : **79545 ORDINARY shares held as at the date of this return**  
*Name:* **KEITH OWEN CLAUDE MERRICK**

*Shareholding 26* : **79545 ORDINARY shares held as at the date of this return**  
*Name:* **KIERAN FRANCIS MURPHY**

*Shareholding 27* : **79545 ORDINARY shares held as at the date of this return**  
*Name:* **HASMUKH SHIVABHAI PATEL**

*Shareholding 28* : **397365 ORDINARY shares held as at the date of this return**

*Name:* PLAXBURY PROPERTIES LIMITED

*Shareholding 29* : 111291 ORDINARY shares held as at the date of this return  
*Name:* DAVID ALFRED EDWARD ROBINSON

*Shareholding 30* : 79545 ORDINARY shares held as at the date of this return  
*Name:* TIMOTHY BENJAMIN ROBINSON

*Shareholding 31* : 159090 ORDINARY shares held as at the date of this return  
*Name:* PETER JOHN STONE

*Name:* ALISON STONE

*Name:* FAIRMOUNT TRUSTEE SERVICES LIMITED

*Shareholding 32* : 79545 ORDINARY shares held as at the date of this return  
*Name:* NSS TRUSTEES LIMITED

*Name:* BRENDA TOBIAS

*Name:* DAVID JOHN LITTLE

*Shareholding 33* : 125000 ORDINARY shares held as at the date of this return  
*Name:* JOHN BENTLEY

*Shareholding 34* : 216033 ORDINARY shares held as at the date of this return  
*Name:* MARK ADAMS

*Shareholding 35* : 119022 ORDINARY shares held as at the date of this return  
*Name:* STUART BORGMAN

*Shareholding 36* : 50000 ORDINARY shares held as at the date of this return  
*Name:* MICHAEL BRADLEY

*Shareholding 37* : 50000 ORDINARY shares held as at the date of this return  
*Name:* STUART BRYDSON

*Shareholding 38* : 25000 ORDINARY shares held as at the date of this return  
*Name:* TIM COOKE

*Shareholding 39* : 270110 ORDINARY shares held as at the date of this return  
*Name:* DAVID COURTLEY

*Shareholding 40* : 145000 ORDINARY shares held as at the date of this return

*Name:* **D A PHILLIPS & CO LIMITED**

*Name:* **KEITH GILL**

*Shareholding 41* : **145000 ORDINARY shares held as at the date of this return**  
*Name:* **D A PHILLIPS & CO LIMITED**

*Name:* **PAULINE GILL**

*Shareholding 42* : **138044 ORDINARY shares held as at the date of this return**  
*Name:* **RON ELDER**

*Shareholding 43* : **238044 ORDINARY shares held as at the date of this return**  
*Name:* **MR J GARETH FIRTH**

*Shareholding 44* : **79545 ORDINARY shares held as at the date of this return**  
*Name:* **DAPHNE MARY GREEN**

*Shareholding 45* : **100000 ORDINARY shares held as at the date of this return**  
*Name:* **THOMAS KOSLOWSKI**

*Shareholding 46* : **94022 ORDINARY shares held as at the date of this return**  
*Name:* **GARY LLOYD**

*Shareholding 47* : **125000 ORDINARY shares held as at the date of this return**  
*Name:* **PATRICIA LYONS**

*Shareholding 48* : **235055 ORDINARY shares held as at the date of this return**  
*Name:* **MIKE POOK**

*Shareholding 49* : **62500 ORDINARY shares held as at the date of this return**  
*Name:* **S4 FINANCIAL PLC**

*Shareholding 50* : **100000 ORDINARY shares held as at the date of this return**  
*Name:* **MARK SUNDERLAND**

*Shareholding 51* : **25000 ORDINARY shares held as at the date of this return**  
*Name:* **M WILCOCKS**

*Shareholding 52* : **160364 ORDINARY shares held as at the date of this return**  
*Name:* **NICOLA LOUISE CRITTENDEN**

*Shareholding 53* : **60000 ORDINARY shares held as at the date of this return**  
*Name:* **ADAM ROTHEROE**

*Shareholding 54* : **742424 ORDINARY shares held as at the date of this return**  
*Name:* **HELEN MCARDLE**

*Shareholding 55* : **115079 ORDINARY shares held as at the date of this return**  
*Name:* **S T NICHOLSON**

*Shareholding 56* : **63043 ORDINARY shares held as at the date of this return**  
*Name:* **TIM HOLLOWAY**

*Shareholding 57* : **3349234 ORDINARY shares held as at the date of this return**  
*Name:* **ROGER ANTHONY NIGEL MCKECHNIE**

*Shareholding 58* : **483418 ORDINARY shares held as at the date of this return**  
*Name:* **STEFAN KAROL LEPKOWSKI**

*Shareholding 59* : **44022 ORDINARY shares held as at the date of this return**  
*Name:* **RICHARD JOHN HARPER**

*Shareholding 60* : **342640 ORDINARY shares held as at the date of this return**  
*Name:* **HOTBED LIMITED**

*Shareholding 61* : **981871 ORDINARY shares held as at the date of this return**  
*Name:* **NORTH EAST REGIONAL INVESTMENT FUND THREE LIMITED**

*Shareholding 62* : **154027 ORDINARY shares held as at the date of this return**  
*Name:* **TURNBULL SCOTT HOLDINGS LIMITED**

*Shareholding 63* : **30008532 PREFERRED shares held as at the date of this return**  
*Name:* **W.HEALTH LP**

*Shareholding 64* : **57605 ORDINARY shares held as at the date of this return**  
*Name:* **BRENDA SISTERTON**

*Shareholding 65* : **200000 ORDINARY shares held as at the date of this return**  
*Name:* **EAST MIDLANDS VENTURE CAPITAL FUND NO1 LLP**

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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.