



Companies House
— for the record —

AR01 (ef)

Annual Return



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Company Name: LATE NIGHT DINING AT 5 HERTFORD STREET PLC

Company Number: 07201948

Date of this return: 24/03/2012

SIC codes: 56101

Company Type: Public limited company

Situation of Registered Office: 10 NORWICH STREET
LONDON
UNITED KINGDOM
EC4A 1BD

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MS BIBI RAHIMA**

Surname: **ALLY**

Former names:

Service Address: **10 NORWICH STREET
LONDON
UNITED KINGDOM
EC4A 1BD**

Company Director 1

Type: **Person**
Full forename(s): **MR ROBIN MARCUS**

Surname: **BIRLEY**

Former names:

Service Address: **35 BROMPTON SQUARE
LONDON
UNITED KINGDOM
SW3 2AE**

Country/State Usually Resident: **ENGLAND**

Date of Birth: **19/02/1958** *Nationality:* **BRITISH**
Occupation: **RETAILER**

Company Director 2

Type: **Corporate**
Name: **5 HERTFORD STREET LIMITED**

*Registered or
principal address:* **10 NORWICH STREET
LONDON
UNITED KINGDOM
EC4A 1BD**

European Economic Area (EEA) Company

Register Location: **ENGLAND & WALES**
Registration Number: **06913368**

Statement of Capital (Share Capital)

Class of shares	A ORDINARY	<i>Number allotted</i>	50000
		<i>Aggregate nominal value</i>	50000
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

VOTING RIGHTS ON A VOTE ON A WRITTEN RESOLUTION OR ON A RESOLUTION ON A POLL TAKEN AT A MEETING, EACH HOLDER OF A ORDINARY SHARES (AN "A ORDINARY SHAREHOLDER") HAS ONE VOTE IN RESPECT OF EACH A ORDINARY SHARE HELD BY HIM. DIVIDEND RIGHTS ANY AMOUNTS DISTRIBUTED BY THE COMPANY IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED AMONGST THE A ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY. RIGHTS ON A RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS TO 90% IN FAVOUR OF THE A ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (IN PROPORTION TO THE NUMBER OF A ORDINARY SHARES AND C ORDINARY SHARES HELD BY EACH OF THEM AS IF THEY COMPRISED A SINGLE CLASS) AND 10% IN FAVOUR OF THE B ORDINARY SHAREHOLDERS (IN PROPORTION TO THE NUMBER OF B ORDINARY SHARES HELD BY EACH OF THEM) PROVIDED THAT: (I) IN THE EVENT THAT THE AGGREGATE SUBSCRIPTION PRICE PAID FOR B ORDINARY SHARES IS LESS THAN £10,000,000 THE ENTITLEMENT OF THE B ORDINARY SHAREHOLDERS SHALL BE REDUCED ON A PROPORTIONATE STRAIGHT LINE BASIS DOWN TO 0% IF THE AGGREGATE SUBSCRIPTION PRICE WAS NIL WITH ANY CORRESPONDING REDUCTION BEING ADDED TO THE ENTITLEMENT OF THE A ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS; AND II) AFTER THE RETURN OF £100 MILLION OF SUCH SURPLUS ASSETS AND BEFORE ANY ADDITIONAL DISTRIBUTION TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EACH DEFERRED SHAREHOLDER SHALL BE ENTITLED TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH DEFERRED SHARE HELD BY HIM. ON A SHARE SALE THE NET PROCEEDS OF SALE SHALL BE DISTRIBUTED IN THE ORDER OF PRIORITY SET OUT IN ARTICLE 17.4.1 AND THE DIRECTORS SHALL NOT REGISTER ANY TRANSFER OF SHARES IF THE PROCEEDS OF SALE ARE NOT SO DISTRIBUTED. REDEMPTION THE A ORDINARY SHARES ARE NON-REDEEMABLE.

Class of shares	B ORDINARY	<i>Number allotted</i>	1646502
		<i>Aggregate nominal value</i>	16465.02
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

VOTING RIGHTS EACH HOLDER OF B ORDINARY SHARES (THE "B ORDINARY SHAREHOLDERS" AND THE B ORDINARY SHARES RESPECTIVELY) SHALL HAVE NO VOTING RIGHTS AND SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF, OR ATTEND, ANY GENERAL OR OTHER MEETINGS OF THE COMPANY AND SHALL NOT BE ENTITLED TO RECEIVE COPIES OF ANY RESOLUTIONS PROPOSED AS WRITTEN RESOLUTIONS UNLESS THE BUSINESS OF THE MEETING OR THE PROPOSED WRITTEN RESOLUTION INCLUDES A RESOLUTION VARYING OR ABROGATING ANY OF THE RIGHTS OR RESTRICTIONS ATTACHED TO THE B ORDINARY SHARES IN WHICH CASE THE B ORDINARY SHAREHOLDERS SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE ONLY ON, OR TO AGREE ONLY TO, SUCH RESOLUTION AND IN SUCH CIRCUMSTANCES: (I) ON A SHOW OF HANDS EVERY B ORDINARY SHAREHOLDER SHALL HAVE ONE VOTE; AND (II) ON A POLL EVERY B ORDINARY SHAREHOLDER SHALL HAVE ONE VOTE FOR EVERY B ORDINARY SHARE OF WHICH HE IS THE HOLDER; AND (III) ON A WRITTEN RESOLUTION EVERY B ORDINARY SHAREHOLDER SHALL HAVE ONE VOTE FOR EVERY B ORDINARY SHARE OF WHICH HE IS THE HOLDER. DIVIDEND RIGHTS ANY AMOUNTS DISTRIBUTED BY THE COMPANY TO B ORDINARY SHAREHOLDERS IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED AMONGST THE B ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY. RIGHTS ON A RETURN OF CAPITAL THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS TO 10% IN FAVOUR OF THE B ORDINARY SHAREHOLDERS (IN PROPORTION TO THE NUMBER OF B ORDINARY SHARES HELD BY EACH OF THEM) PROVIDED THAT: (I) IN THE EVENT THAT THE AGGREGATE SUBSCRIPTION PRICE PAID FOR B ORDINARY SHARES IS LESS THAN £10,000,000 THE ENTITLEMENT OF THE B ORDINARY SHAREHOLDERS SHALL BE REDUCED ON A PROPORTIONATE STRAIGHT LINE BASIS DOWN TO 0% IF THE AGGREGATE SUBSCRIPTION PRICE WAS NIL WITH ANY CORRESPONDING REDUCTION BEING ADDED TO THE ENTITLEMENT OF THE A ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS; AND (II) AFTER THE RETURN OF £100 MILLION OF SUCH SURPLUS ASSETS AND BEFORE ANY ADDITIONAL DISTRIBUTION TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EACH DEFERRED SHAREHOLDER SHALL BE ENTITLED TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH DEFERRED SHARE HELD BY HIM. REDEMPTION THE B ORDINARY SHARES ARE NON-REDEEMABLE.

Class of shares	C ORDINARY	<i>Number allotted</i>	12500
		<i>Aggregate nominal value</i>	125
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

VOTING RIGHTS ON A VOTE ON A WRITTEN RESOLUTION OR ON A RESOLUTION ON A POLL TAKEN AT A MEETING, EACH HOLDER OF C ORDINARY SHARES (A "C ORDINARY SHAREHOLDER") HAS ONE VOTE IN RESPECT OF EACH C ORDINARY SHARE HELD BY HIM. DIVIDEND RIGHTS ANY AMOUNTS DISTRIBUTED BY THE COMPANY IN OR IN RESPECT OF ANY FINANCIAL YEAR SHALL BE APPORTIONED AMONGST THE C ORDINARY SHAREHOLDERS IN PROPORTION TO THE NUMBERS OF SUCH SHARES HELD BY THEM RESPECTIVELY. RIGHTS ON A RETURN OF CAPITAL ON A RETURN OF CAPITAL ON LIQUIDATION OR OTHERWISE, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS TO 90% IN FAVOUR OF THE A ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS (IN PROPORTION TO THE NUMBER OF A ORDINARY SHARES AND C ORDINARY SHARES HELD BY EACH OF THEM AS IF THEY COMPRISED A SINGLE CLASS) AND 10% IN FAVOUR OF THE B ORDINARY SHAREHOLDERS (IN PROPORTION TO THE NUMBER OF B ORDINARY SHARES HELD BY EACH OF THEM) PROVIDED THAT: (I) IN THE EVENT THAT THE AGGREGATE SUBSCRIPTION PRICE PAID FOR B ORDINARY SHARES IS LESS THAN £10,000,000 THE ENTITLEMENT OF THE B ORDINARY SHAREHOLDERS SHALL BE REDUCED ON A PROPORTIONATE STRAIGHT LINE BASIS DOWN TO 0% IF THE AGGREGATE SUBSCRIPTION PRICE WAS NIL WITH ANY CORRESPONDING REDUCTION BEING ADDED TO THE ENTITLEMENT OF THE A ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS; AND (II) AFTER THE RETURN OF £100 MILLION OF SUCH SURPLUS ASSETS AND BEFORE ANY ADDITIONAL DISTRIBUTION TO THE A ORDINARY SHAREHOLDERS, B ORDINARY SHAREHOLDERS AND C ORDINARY SHAREHOLDERS EACH DEFERRED SHAREHOLDER SHALL BE ENTITLED TO RECEIVE AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH DEFERRED SHARE HELD BY HIM. ON A SHARE SALE THE NET PROCEEDS OF SALE SHALL BE DISTRIBUTED IN THE ORDER OF PRIORITY SET OUT IN ARTICLE 17.4.1 AND THE DIRECTORS SHALL NOT REGISTER ANY TRANSFER OF SHARES IF THE PROCEEDS OF SALE ARE NOT SO DISTRIBUTED. REDEMPTION THE C ORDINARY SHARES ARE NON-REDEEMAB

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1709002
		<i>Total aggregate nominal value</i>	66590.02

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 24/03/2012 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 : **49375 A ORDINARY shares held as at the date of this return**
Name: **MR ROBIN MARCUS BIRLEY**

Shareholding 2 : **625 A ORDINARY shares held as at the date of this return**
Name: **MR CLIVE STUART RICHARDSON**

Shareholding 3 : **1646502 B ORDINARY shares held as at the date of this return**
Name: **5 HERTFORD STREET NOMINEES LIMITED**

Shareholding 4 : **6250 C ORDINARY shares held as at the date of this return**
Name: **ROBIN BIRLEY, CHRISTOPHER CHRISTOU -AND- ROBERT SOTERIOU (RE MOHLB W/T)**

Shareholding 5 : **6250 C ORDINARY shares held as at the date of this return**
Name: **TFB MORTGAGES LIMITED (RE: DODLAND)**

Authorisation

Authenticated

This form was authorised by one of the following:

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