



*Companies House*  
— for the record —

**AR01** (ef)

**Annual Return**



Received for filing in Electronic Format on the: **02/04/2013**

**X25FSTA8**

*Company Name:* **LATE NIGHT DINING AT 5 HERTFORD STREET PLC**

*Company Number:* **07201948**

*Date of this return:* **24/03/2013**

*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)

---

<b>Class of shares</b>	<b>A ORDINARY</b>	<i>Number allotted</i>	<b>43750</b>
		<i>Aggregate nominal value</i>	<b>43750</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>1</b>
		<i>Amount unpaid</i>	<b>0</b>

### *Prescribed particulars*

VOTING RIGHTS ON A VOTE OR 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.

<b>Class of shares</b>	<b>B ORDINARY</b>	<i>Number allotted</i>	<b>1656501</b>
		<i>Aggregate nominal value</i>	<b>16565.01</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>1</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

VOTING RIGHTS EACH HOLDER OF ANY B ORDINARY SHARES (A “B ORDINARY SHAREHOLDER”) SHALL HAVE NO VOTING RIGHTS AND SHALL NOT BE ENTITLED TO RECEIVE NOTICE 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 A B ORDINARY SHAREHOLDER SHALL BE ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE ONLY ON, OR TO AGREE ONLY TO, SUCH RESOLUTION. DIVIDEND RIGHTS ANY AMOUNTS DISTRIBUTED BY THE COMPANY 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 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 B ORDINARY SHARES ARE NON-REDEEMABLE.

<b>Class of shares</b>	<b>C ORDINARY</b>	<i>Number allotted</i>	<b>18750</b>
		<i>Aggregate nominal value</i>	<b>187.5</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>1</b>
		<i>Amount unpaid</i>	<b>0</b>

*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-REDEEMABLE.

<b>Class of shares</b>	<b>DEFERRED</b>	<i>Number allotted</i>	<b>625000</b>
		<i>Aggregate nominal value</i>	<b>6250</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>0.01</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*Prescribed particulars*

**VOTING RIGHTS EACH HOLDER OF ANY DEFERRED SHARES (A “DEFERRED SHAREHOLDER”) SHALL HAVE NO VOTING RIGHTS AND SHALL NOT BE ENTITLED TO RECEIVE NOTICE 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. DIVIDEND RIGHTS DEFERRED SHAREHOLDERS SHALL HAVE NO RIGHTS TO RECEIVE SUMS DISTRIBUTED BY THE COMPANY IN OR IN RESPECT OF ANY FINANCIAL YEAR IN RESPECT OF THE DEFERRED SHARES HELD BY SUCH DEFERRED SHAREHOLDERS. RIGHTS ON A RETURN OF CAPITAL 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 DEFERRED SHARES CAN BE REDEEMED. THERE SHALL BE PAID ON EACH DEFERRED SHARE REDEEMED AN AMOUNT EQUAL TO THE NOMINAL VALUE OF EACH SUCH DEFERRED SHARE.**

---

**Statement of Capital (Totals)**

---

<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>2344001</b>
		<i>Total aggregate nominal value</i>	<b>66752.51</b>

---

*Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 24/03/2013 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>	<b>: 43125 A ORDINARY shares held as at the date of this return</b>
<i>Name:</i>	<b>MR ROBIN MARCUS BIRLEY</b>
<i>Shareholding 2</i>	<b>: 625 A ORDINARY shares held as at the date of this return</b>
<i>Name:</i>	<b>MR CLIVE STUART RICHARDSON</b>
<i>Shareholding 3</i>	<b>: 1656501 B ORDINARY shares held as at the date of this return</b>
<i>Name:</i>	<b>5 HERTFORD STREET NOMINEES LIMITED</b>
<i>Shareholding 4</i>	<b>: 6250 C ORDINARY shares held as at the date of this return</b>



*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:* **CAVENHAM PRIVATE EQUITY AND DIRECTS**

*Shareholding 6* : **6250 C ORDINARY shares held as at the date of this return**

*Name:* **TFB MORTGAGES LIMITED (RE: DODLAND)**

*Shareholding 7* : **625000 DEFERRED shares held as at the date of this return**

*Name:* **MR ROBIN MARCUS BIRLEY**

---

### *Authorisation*

*Authenticated*

*This form was authorised by one of the following:*

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