



Companies House

AR01 (ef)

Annual Return



Received for filing in Electronic Format on the: 29/04/2016

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Company Name: **Forty Hill Properties Limited**

Company Number: **09353139**

Date of this return: **12/12/2015**

SIC codes: **68209**

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

Situation of Registered Office: **125 WOOD STREET
LONDON
UNITED KINGDOM
EC2V 7AW**

Officers of the company

Company Director ***1***

Type: **Person**

Full forename(s): **MRS CAROL JANE**

Surname: **BENNITT**

Former names:

Service Address: **THE ACCOMMODATING CO. 319 CHASE ROAD
LONDON
UNITED KINGDOM
N14 6JT**

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

Date of Birth: ****/08/1957** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Company Director 2

Type: **Person**
Full forename(s): **MR CHRISTOPHER THOMAS**

Surname: **BENNITT**

Former names:

Service Address: **THE ACCOMMODATING CO. 319 CHASE ROAD
LONDON
UNITED KINGDOM
N14 6JT**

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

Date of Birth: ****/06/1987** *Nationality:* **BRITISH**
Occupation: **COMPANY DIRECTOR**

Company Director **3**

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

Surname: **RODWELL**

Former names:

Service Address: **4 VARSITY ROW
LONDON
UNITED KINGDOM
SW14 7SA**

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

Date of Birth: ****/03/1955** *Nationality:* **BRITISH**
Occupation: **COMPANY DIRECTOR**

Statement of Capital (Share Capital)

Class of shares	A ORDINARY	<i>Number allotted</i>	10164929
		<i>Aggregate nominal value</i>	10164929
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

THE SHARES ENTITLE THE HOLDER(S) TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETING OF THE SHAREHOLDERS. SUBJECT TO THE PROVISIONS OF THE 2006 ACT, A DIVIDEND OR DISTRIBUTION MAY BE DECLARED OR MADE IN RESPECT OF THE A SHARES OR THE B SHARES. ANY SUCH DIVIDEND OR DISTRIBUTION SHALL NOT GIVE RISE TO ANY RIGHTS FOR HOLDERS OF ANOTHER CLASS OF SHARE TO RECEIVE ANY DIVIDEND OR DISTRIBUTION. ON AND WITH EFFECT FROM ANY EXIT EVENT OR LIQUIDATION EVENT: (A) THE A SHARES AS A CLASS SHALL BE ENTITLED TO RECEIVE THE A SHARE PROCEEDS, BEING THE COMPANY VALUE LESS THE B SHARE PROCEEDS (DEFINED OVERLEAF); AND (B) THE B SHARES AS A CLASS SHALL BE ENTITLED TO RECEIVE THE B SHARE PROCEEDS (IF ANY). THE TOTAL AMOUNT OF THE B SHARE PROCEEDS SHALL BE CALCULATED BY THE DIRECTORS OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS BY APPLYING THE FORMULA BELOW, PROVIDED ALWAYS THAT IF THE RESULTANT FIGURE IS A NEGATIVE SUM, THE B SHARE PROCEEDS SHALL BE £NIL. TOTAL AMOUNT OF B SHARE PROCEEDS = (COMPANY VALUE – £10,000,000). IN THE EVENT THAT AN A SHAREHOLDER DOES NOT PARTICIPATE IN ANY TAKEOVER, THAT HOLDER SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IN RESPECT OF ANY A SHARES NOT TRANSFERRED PURSUANT TO SUCH TAKEOVER. IF SO, THE TOTAL AMOUNT OF THE A SHARE PROCEEDS SHALL BE REDUCED BY A SUM WHICH IS FOUND BY APPLYING THE FORMULA BELOW (THE “A SHARE REDUCTION”): A SHARE REDUCTION = (X / A) X D “X” = THE ORIGINAL TOTAL AMOUNT OF THE A SHARE PROCEEDS; “A” = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT SUCH TAKEOVER; AND “D” = THE NUMBER OF A SHARES NOT TRANSFERRED PURSUANT TO SUCH TAKEOVER. EACH SHAREHOLDER AGREES AND IS DEEMED TO HAVE AGREED TO APPOINT: (A) THE COMPANY (ACTING BY ITS DIRECTORS); OR (B) ANY OTHER PERSON APPOINTED FOR SUCH PURPOSE BY THE DIRECTORS, AS THE RECEIVING AGENT (IN EACH CASE, THE “RECEIVING AGENT”) ON HIS BEHALF IN RELATION TO ANY MONEY WHICH HE IS ENTITLED TO RECEIVE IN ANY EXIT EVENT OR LIQUIDATION EVENT. IF SO REQUESTED BY THE DIRECTORS TO GIVE EFFECT TO THE PROVISIONS OF THIS ARTICLE 28 IN RESPECT OF ANY PAYMENT TO THE SHAREHOLDERS, THE MEMBER SHALL INSTRUCT ANY RELEVANT PARTIES IN SUCH EXIT EVENT OR LIQUIDATION EVENT ACCORDINGLY SO THAT THE RECEIVING AGENT SHALL RECEIVE SUCH MONEY ON HIS BEHALF. ON COMPLETION OF ANY EXIT EVENT OR LIQUIDATION EVENT, THE RECEIVING AGENT SHALL PAY ALL MONEY WHICH THE MEMBERS ARE ENTITLED TO RECEIVE IN RELATION TO SUCH EXIT EVENT OR LIQUIDATION EVENT INTO A SEPARATE BANK ACCOUNT AND SHALL HOLD SUCH MONEY ON TRUST ON BEHALF OF THE MEMBERS UNTIL THE DIRECTORS (OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS) HAVE DETERMINED THE TOTAL AMOUNT OF THE A SHARE PROCEEDS AND B SHARE PROCEEDS. UPON INSTRUCTION FROM THE DIRECTORS, THE RECEIVING AGENT SHALL THEN PAY: (A) THE A SHARE PROCEEDS TO EACH OF THE MEMBERS WHO ARE HOLDERS OF A SHARES (IN THE EVENT OF A TAKEOVER, OTHER THAN THOSE WHO DO NOT PARTICIPATE IN SUCH TAKEOVER). SUCH MEMBER SHALL RECEIVE SUCH SUM FROM THE A SHARE PROCEEDS, CALCULATED ON A PRO RATA BASIS TO THE NUMBER OF A SHARES THEN HELD BY HIM (OR, IN THE CASE OF A TAKEOVER, SOLD PURSUANT TO THAT TAKEOVER); AND (B) THE B SHARE PROCEEDS TO EACH OF THE MEMBERS WHO ARE HOLDERS OF B SHARES (IN THE EVENT OF A TAKEOVER, OTHER THAN THOSE WHO DO NOT PARTICIPATE IN SUCH TAKEOVER). SUCH MEMBER SHALL RECEIVE SUCH SUM FROM THE B SHARE PROCEEDS, CALCULATED ON A PRO RATA BASIS TO THE NUMBER OF B SHARES THEN HELD BY HIM (OR, IN THE CASE OF A

Class of shares	B ORDINARY	<i>Number allotted</i>	100
		<i>Aggregate nominal value</i>	100
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

THE B SHARES SHALL NOT ENTITLE THEIR HOLDER(S) TO THE RIGHT TO RECEIVE NOTICE OF, ATTEND OR VOTE AT GENERAL MEETINGS OF THE SHAREHOLDERS. SUBJECT TO THE PROVISIONS OF THE 2006 ACT, A DIVIDEND OR DISTRIBUTION MAY BE DECLARED OR MADE IN RESPECT OF THE A SHARES OR THE B SHARES. ANY SUCH DIVIDEND OR DISTRIBUTION SHALL NOT GIVE RISE TO ANY RIGHTS FOR HOLDERS OF ANOTHER CLASS OF SHARE TO RECEIVE ANY DIVIDEND OR DISTRIBUTION. ON AND WITH EFFECT FROM ANY EXIT EVENT OR LIQUIDATION EVENT: (A) THE A SHARES AS A CLASS SHALL BE ENTITLED TO RECEIVE THE A SHARE PROCEEDS, BEING THE COMPANY VALUE LESS THE B SHARE PROCEEDS (DEFINED OVERLEAF); AND (B) THE B SHARES AS A CLASS SHALL BE ENTITLED TO RECEIVE THE B SHARE PROCEEDS (IF ANY). THE TOTAL AMOUNT OF THE B SHARE PROCEEDS SHALL BE CALCULATED BY THE DIRECTORS OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS BY APPLYING THE FORMULA BELOW, PROVIDED ALWAYS THAT IF THE RESULTANT FIGURE IS A NEGATIVE SUM, THE B SHARE PROCEEDS SHALL BE £NIL. TOTAL AMOUNT OF B SHARE PROCEEDS = (COMPANY VALUE – £10,000,000). IN THE EVENT THAT AN A SHAREHOLDER DOES NOT PARTICIPATE IN ANY TAKEOVER, THAT HOLDER SHALL NOT BE ENTITLED TO RECEIVE ANY A SHARE PROCEEDS IN RESPECT OF ANY A SHARES NOT TRANSFERRED PURSUANT TO SUCH TAKEOVER. IF SO, THE TOTAL AMOUNT OF THE A SHARE PROCEEDS SHALL BE REDUCED BY A SUM WHICH IS FOUND BY APPLYING THE FORMULA BELOW (THE “A SHARE REDUCTION”): A SHARE REDUCTION = (X / A) X D “X” = THE ORIGINAL TOTAL AMOUNT OF THE A SHARE PROCEEDS; “A” = THE AGGREGATE NUMBER OF A SHARES IN ISSUE AT SUCH TAKEOVER; AND “D” = THE NUMBER OF A SHARES NOT TRANSFERRED PURSUANT TO SUCH TAKEOVER. EACH SHAREHOLDER AGREES AND IS DEEMED TO HAVE AGREED TO APPOINT: (A) THE COMPANY (ACTING BY ITS DIRECTORS); OR (B) ANY OTHER PERSON APPOINTED FOR SUCH PURPOSE BY THE DIRECTORS, AS THE RECEIVING AGENT (IN EACH CASE, THE “RECEIVING AGENT”) ON HIS BEHALF IN RELATION TO ANY MONEY WHICH HE IS ENTITLED TO RECEIVE IN ANY EXIT EVENT OR LIQUIDATION EVENT. IF SO REQUESTED BY THE DIRECTORS TO GIVE EFFECT TO THE PROVISIONS OF THIS ARTICLE 28 IN RESPECT OF ANY PAYMENT TO THE SHAREHOLDERS, THE MEMBER SHALL INSTRUCT ANY RELEVANT PARTIES IN SUCH EXIT EVENT OR LIQUIDATION EVENT ACCORDINGLY SO THAT THE RECEIVING AGENT SHALL RECEIVE SUCH MONEY ON HIS BEHALF. ON COMPLETION OF ANY EXIT EVENT OR LIQUIDATION EVENT, THE RECEIVING AGENT SHALL PAY ALL MONEY WHICH THE MEMBERS ARE ENTITLED TO RECEIVE IN RELATION TO SUCH EXIT EVENT OR LIQUIDATION EVENT INTO A SEPARATE BANK ACCOUNT AND SHALL HOLD SUCH MONEY ON TRUST ON BEHALF OF THE MEMBERS UNTIL THE DIRECTORS (OR ANY OTHER PERSON APPOINTED BY THE DIRECTORS) HAVE DETERMINED THE TOTAL AMOUNT OF THE A SHARE PROCEEDS AND B SHARE PROCEEDS. UPON INSTRUCTION FROM THE DIRECTORS, THE RECEIVING AGENT SHALL THEN PAY: (A) THE A SHARE PROCEEDS TO EACH OF THE MEMBERS WHO ARE HOLDERS OF A SHARES (IN THE EVENT OF A TAKEOVER, OTHER THAN THOSE WHO DO NOT PARTICIPATE IN SUCH TAKEOVER). SUCH MEMBER SHALL RECEIVE SUCH SUM FROM THE A SHARE PROCEEDS, CALCULATED ON A PRO RATA BASIS TO THE NUMBER OF A SHARES THEN HELD BY HIM (OR, IN THE CASE OF A TAKEOVER, SOLD PURSUANT TO THAT TAKEOVER); AND (B) THE B SHARE PROCEEDS TO EACH OF THE MEMBERS WHO ARE HOLDERS OF B SHARES (IN THE EVENT OF A TAKEOVER, OTHER THAN THOSE WHO DO NOT PARTICIPATE IN SUCH TAKEOVER). SUCH MEMBER SHALL RECEIVE SUCH SUM FROM THE B SHARE PROCEEDS, CALCULATED ON A PRO RATA BASIS TO THE NUMBER OF B SHARES THEN HELD BY HIM (OR, IN THE CASE OF A

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	10165029
		<i>Total aggregate nominal value</i>	10165029

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 12/12/2015 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 : **10164929 A ORDINARY shares held as at the date of this return**
Name: **PENNTRUST LIMITED**

Shareholding 2 : **100 B ORDINARY shares held as at the date of this return**
Name: **CAROL JANE BENNITT, CHRISTOPHER THOMAS BENNITT AND KATHRYN JANE BENNITT (AS TRUSTEES OF THE BENNITT FAMILY SETTLEMENT)**

Shareholding 3 : **0 ORDINARY shares held as at the date of this return**
10164929 shares transferred on 2015-04-14
Name: **CAROL JANE BENNITT**

Authorisation

Authenticated

This form was authorised by one of the following:

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