Companies House
for the record

AR01 (ef)

Annual Return

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Received for filing in Electronic Format on the: **31/03/2011**

Company Name:	**VOLVOX GROUP LIMITED**
Company Number:	**05394180**
Date of this return:	**16/03/2011**
SIC codes:	**7415**
Company Type:	**Private company limited by shares**
Situation of Registered Office:	**VOLVOX HOUSE GELDERD ROAD LEEDS WEST YORKSHIRE LS12 6NA**

Officers of the company

Company Secretary 1

Type: **Person**

Full forename(s): **MR ANTHONY FREDERICK**

Surname: **WELHAM**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **MR JOHN MADDISON**

Surname: **HALL**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **12/11/1947** *Nationality:* **BRITISH**
Occupation: **DIRECTOR**

Company Director 2

Type: **Person**
Full forename(s): **DR KEITH**

Surname: **PACEY**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **26/11/1949** *Nationality:* **BRITISH**
Occupation: **DIRECTOR**

Company Director 3

Type: **Person**
Full forename(s): **MR ANTHONY FREDERICK**

Surname: **WELHAM**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **09/05/1949** *Nationality:* **BRITISH**
Occupation: **DIRECTOR**

Company Director 4

Type: **Person**
Full forename(s): **CRAIG**

Surname: **WILKINSON**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **HONG KONG**

Date of Birth: **18/01/1973** *Nationality:* **BRITISH**
Occupation: **VENTURE CAPITALIST**

Class of shares	ORDINARY A	*Number allotted*	200000
		Aggregate nominal value	200000
Currency	GBP	*Amount paid per share*	1
		Amount unpaid per share	0

Prescribed particulars

(A) VOTING RIGHTS - THE 'A' ORDINARY SHARES HAVE 49% OF THE VOTING RIGHTS ATTACHING TO ALL THE ISSUED 'A','B' AND 'C' ORDINARY SHARES AND SUCH PERCENTAGE CAN UNDER CERTAIN CIRCUMSTANCES INCREASE TO 95%. THE 'C' ORDINARY SHAREHOLDERS DO NOT HAVE THE RIGHT TO VOTE AT GENERAL MEETINGS. (B) ALL SHARES ISSUED RANK EQUALLY IN ALL APPROVED DIVIDEND DISTRIBUTIONS. (C) (I) ON A RETURN OF CAPITAL OF THE COMPANY ON A LIQUIDATION OF OTHERWISE (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY WILL BE APPLIED IN THE FOLLOWING ORDER: PRIORITY CLASS AMOUNT TO BE PAID 1 A??AA?? ORDINARY SHARES PAID UP CAPITAL 2 A??BA?? ORDINARY SHARES PAID UP CAPITAL 3 A??CA?? ORDINARY SHARES PAID UP CAPITAL 4 A??AA??, A??BA??, A??CA?? ORDINARY SHARES ANY SURPLUS TO BE PAID IN THE FOLLOWING PROPORTIONS 'A','B' AND 'C' ORDINARY SHARES, 58%, 33% AND 9% RESPECTIVELY, PRO RATA TO THEIR RESPECTIVE HOLDINGS IN EACH CLASS. (II) ON A SHARE SALE OR SHARE LISTING THE PROCEEDS WILL BE DISTRIBUTED IN THE FOLLOWING PROPORTIONS 'A','B' AND 'C' ORDINARY SHARES, 58%, 33% AND 9% RESPECTIVELY, PRO RATA TO THEIR RESPECTIVE HOLDINGS IN EACH CLASS. (D) ALL SHARES ISSUED ARE NON-REDEEMABLE. FULL DETAILS ARE IN THE ARTICLES OF ASSOCIATION HELD AT THE COMPANYA??S REGISTERED OFFICE AND FILED AT COMPANIES HOUSE

Class of shares	**ORDINARY B**	*Number allotted*	**204286**
		Aggregate nominal value	**204286**
Currency	**GBP**	*Amount paid per share*	**1**
		Amount unpaid per share	**0**

Prescribed particulars

(A) VOTING RIGHTS - THE 'A' ORDINARY SHARES HAVE 49% OF THE VOTING RIGHTS ATTACHING TO ALL THE ISSUED 'A','B' AND 'C' ORDINARY SHARES AND SUCH PERCENTAGE CAN UNDER CERTAIN CIRCUMSTANCES INCREASE TO 95%. THE 'C' ORDINARY SHAREHOLDERS DO NOT HAVE THE RIGHT TO VOTE AT GENERAL MEETINGS. (B) ALL SHARES ISSUED RANK EQUALLY IN ALL APPROVED DIVIDEND DISTRIBUTIONS. (C) (I) ON A RETURN OF CAPITAL OF THE COMPANY ON A LIQUIDATION OF OTHERWISE (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY WILL BE APPLIED IN THE FOLLOWING ORDER: PRIORITY CLASS AMOUNT TO BE PAID 1 A??AA?? ORDINARY SHARES PAID UP CAPITAL 2 A??BA?? ORDINARY SHARES PAID UP CAPITAL 3 A??CA?? ORDINARY SHARES PAID UP CAPITAL 4 A??AA??, A??BA??, A??CA?? ORDINARY SHARES ANY SURPLUS TO BE PAID IN THE FOLLOWING PROPORTIONS 'A','B' AND 'C' ORDINARY SHARES, 58%, 33% AND 9% RESPECTIVELY, PRO RATA TO THEIR RESPECTIVE HOLDINGS IN EACH CLASS. (II) ON A SHARE SALE OR SHARE LISTING THE PROCEEDS WILL BE DISTRIBUTED IN THE FOLLOWING PROPORTIONS 'A','B' AND 'C' ORDINARY SHARES, 58%, 33% AND 9% RESPECTIVELY, PRO RATA TO THEIR RESPECTIVE HOLDINGS IN EACH CLASS. (D) ALL SHARES ISSUED ARE NON-REDEEMABLE. FULL DETAILS ARE IN THE ARTICLES OF ASSOCIATION HELD AT THE COMPANYA??S REGISTERED OFFICE AND FILED AT COMPANIES HOUSE

Class of shares	**ORDINARY C**	*Number allotted*	**55714**
		Aggregate nominal value	**55714**
Currency	**GBP**	*Amount paid per share*	**1**
		Amount unpaid per share	**0**

Prescribed particulars

(A) VOTING RIGHTS - THE 'A' ORDINARY SHARES HAVE 49% OF THE VOTING RIGHTS ATTACHING TO ALL THE ISSUED 'A','B' AND 'C' ORDINARY SHARES AND SUCH PERCENTAGE CAN UNDER CERTAIN CIRCUMSTANCES INCREASE TO 95%. THE 'C' ORDINARY SHAREHOLDERS DO NOT HAVE THE RIGHT TO VOTE AT GENERAL MEETINGS. (B) ALL SHARES ISSUED RANK EQUALLY IN ALL APPROVED DIVIDEND DISTRIBUTIONS. (C) (I) ON A RETURN OF CAPITAL OF THE COMPANY ON A LIQUIDATION OF OTHERWISE (OTHER THAN A REDEMPTION OF SHARES OR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES) THE SURPLUS ASSETS AND RETAINED PROFITS OF THE COMPANY WILL BE APPLIED IN THE FOLLOWING ORDER: PRIORITY CLASS AMOUNT TO BE PAID 1 A??AA?? ORDINARY SHARES PAID UP CAPITAL 2 A??BA?? ORDINARY SHARES PAID UP CAPITAL 3 A??CA?? ORDINARY SHARES PAID UP CAPITAL 4 A??AA??, A??BA??, A??CA?? ORDINARY SHARES ANY SURPLUS TO BE PAID IN THE FOLLOWING PROPORTIONS 'A','B' AND 'C' ORDINARY SHARES, 58%, 33% AND 9% RESPECTIVELY, PRO RATA TO THEIR RESPECTIVE HOLDINGS IN EACH CLASS. (II) ON A SHARE SALE OR SHARE LISTING THE PROCEEDS WILL BE DISTRIBUTED IN THE FOLLOWING PROPORTIONS 'A','B' AND 'C' ORDINARY SHARES, 58%, 33% AND 9% RESPECTIVELY, PRO RATA TO THEIR RESPECTIVE HOLDINGS IN EACH CLASS. (D) ALL SHARES ISSUED ARE NON-REDEEMABLE. FULL DETAILS ARE IN THE ARTICLES OF ASSOCIATION HELD AT THE COMPANYA??S REGISTERED OFFICE AND FILED AT COMPANIES HOUSE

Statement of Capital (Totals)

Currency	**GBP**	*Total number of shares*	**460000**
		Total aggregate nominal value	**460000**

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 16/03/2011 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for a private or non-traded public company are shown below

Shareholding 1 : **7752 ORDINARY C shares held as at 2011-03-16**
Name: **IAN ANTHONY POLLITT**

Shareholding 2 : **2154 ORDINARY C shares held as at 2011-03-16**
Name: **MARTYN BRUNGER**

Shareholding 3 : **2153 ORDINARY C shares held as at 2011-03-16**
Name: **NICK CAMERON**

Shareholding 4 : **0 ORDINARY C shares held as at 2011-03-16**
2063 shares transferred on 2010-06-09
Name: **NIGEL STOKES**

Shareholding 5 : **0 ORDINARY C shares held as at 2011-03-16**
6190 shares transferred on 2010-07-23
Name: **LLOYDS TSB DEVELOPMENT CAPITAL LIMITED**

Shareholding 6 : **123810 ORDINARY B shares held as at 2011-03-16**
Name: **JOHN MADDISON HALL**

Shareholding 7 : **10847 ORDINARY C shares held as at 2011-03-16**
Name: **JERZY FRANCISZEK SKALSKI**

Shareholding 8 : **61905 ORDINARY B shares held as at 2011-03-16**
Name: **ANTHONY FREDERICK WELHAM**

Shareholding 9 : **10847 ORDINARY C shares held as at 2011-03-16**
Name: **PETER HARDING**

Shareholding 10 : **18571 ORDINARY B shares held as at 2011-03-16**
Name: **KEITH PACEY**

Shareholding 11 : **15502 ORDINARY C shares held as at 2011-03-16**
Name: **WILLIAM ANTHONY PRICE**

Shareholding 12 : **172850 ORDINARY A shares held as at 2011-03-16**
Name: **LLOYDS TSB DEVELOPMENT CAPITAL LIMITED**

Shareholding 13 : **6459 ORDINARY C shares held as at 2011-03-16**
Name: **DOROTHY ROSE HELLEWELL**

Shareholding 14 : **7944 ORDINARY A shares held as at 2011-03-16**
Name: **KEITH PACEY**

Shareholding 15 : **19206 ORDINARY A shares held as at 2011-03-16**
Name: **LLOYDS TSB VENTURES NOMINEES LIMITED ACTING AS NOMINEE FORLDC CO-INVESTMENT PLAN 2005**

Authorisation

Authenticated

This form was authorised by one of the following:

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