



Companies House
— for the record —

AR01 (ef)

Annual Return



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Company Name: **UTOPIA BATHROOM GROUP LIMITED**

Company Number: **06285982**

Date of this return: **19/06/2013**

SIC codes: **64209**
70100

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

Situation of Registered Office: **UTOPIA HOUSE SPRINGVALE BUSINESS PARK**
SPRINGVALE AVENUE
BILSTON
WEST MIDLANDS
UNITED KINGDOM
WV14 0QL

Single Alternative Inspection Location (SAIL)

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

NO. 1 ST. PAULS SQUARE
LIVERPOOL
UNITED KINGDOM
L3 9SJ

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)

Officers of the company

Company Secretary 1

Type: **Corporate**
Name: **ST PAULS SECRETARIES LIMITED**

Registered or principal address: **NO. 1 ST PAUL'S SQUARE
LIVERPOOL
UNITED KINGDOM
L3 9SJ**

European Economic Area (EEA) Company

Register Location: **ENGLAND/WALES**
Registration Number: **02631053**

Company Director 1

Type: **Person**
Full forename(s): **MR MARK**

Surname: **BAILEY**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **20/09/1962** *Nationality:* **BRITISH**
Occupation: **SALES DIRECTOR**

Company Director 2

Type: **Person**
Full forename(s): MR IAN WILLIAM

Surname: HALL

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: GIBRALTAR

Date of Birth: 12/12/1965 *Nationality:* BRITISH

Occupation: DIRECTOR

Company Director 3

Type: **Person**
Full forename(s): MR MARK ANDREW

Surname: OLDHAM

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: UNITED KINGDOM

Date of Birth: 14/03/1966 *Nationality:* BRITISH

Occupation: ACCOUNTANT

Statement of Capital (Share Capital)

Class of shares	ORDINARY A	<i>Number allotted</i>	247500
		<i>Aggregate nominal value</i>	247500
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

1 VOTE PER SHARE DIVIDEND RIGHTS: THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION SHALL BE APPLIED (WITH INVESTOR CONSENT) IN PAYING THE BALANCE OF SUCH PROFITS AMONGST THE HOLDERS OF THE A ORDINARY SHARE, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) CAPITAL RIGHTS: 1. FIRST IN REDEEMING AT NOMINAL VALUE ALL OF THE PREFERRED ORDINARY SHARES. 2. NEXT IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES (PARI PASSU AS A CLASS) A DISTRIBUTION IN THE SUM OF £50,000. 3. NEXT IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (AND RATEABLY AMONGST THEM) A SUM EQUAL TO ANY ARREARS OR ACCRUALS OF THE DIVIDENDS ON THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL. 4. NEXT IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES AND THE C ORDINARY SHARES (AND RATEABLY AMONGST THEM) A SUM EQUAL TO THE SUBSCRIPTION PRICE FOR EACH SUCH SHARE. 5. NEXT IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES A SUM EQUAL TO THE SUBSCRIPTION PRICE FOR EACH SUCH SHARES AND RATEABLY AMONGST THEM. 6. THE BALANCE OF SUCH ASSETS UP TO £80,000,000 SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES). 7. NEXT IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES THE SUM OF £1 PER SHARE (OR A PRO RATA AMOUNT OF £1 PER D ORDINARY SHARE IF THE BALANCE OF THE ASSETS IS GREATER THAN £80,000,000 BUT LESS THAN £96,821,277). 8. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PAR PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE).

Class of shares	ORDINARY B	<i>Number allotted</i>	176000
		<i>Aggregate nominal value</i>	176000
<i>Currency</i>	GBP	<i>Amount paid</i>	1
		<i>Amount unpaid</i>	0

Prescribed particulars

1 VOTE PER SHARE DIVIDEND RIGHTS: THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION SHALL BE APPLIED (WITH INVESTOR CONSENT) IN PAYING THE BALANCE OF SUCH PROFITS AMONGST THE HOLDERS OF THE A ORDINARY SHARE, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES) CAPITAL RIGHTS: 1. FIRST IN REDEEMING AT NOMINAL VALUE ALL OF THE PREFERRED ORDINARY SHARES. 2. NEXT IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES (PARI PASSU AS A CLASS) A DISTRIBUTION IN THE SUM OF £50,000. 3. NEXT IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (AND RATEABLY AMONGST THEM) A SUM EQUAL TO ANY ARREARS OR ACCRUALS OF THE DIVIDENDS ON THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL. 4. NEXT IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES AND THE C ORDINARY SHARES (AND RATEABLY AMONGST THEM) A SUM EQUAL TO THE SUBSCRIPTION PRICE FOR EACH SUCH SHARE. 5. NEXT IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES A SUM EQUAL TO THE SUBSCRIPTION PRICE FOR EACH SUCH SHARES AND RATEABLY AMONGST THEM. 6. THE BALANCE OF SUCH ASSETS UP TO £80,000,000 SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES). 7. NEXT IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES THE SUM OF £1 PER SHARE (OR A PRO RATA AMOUNT OF £1 PER D ORDINARY SHARE IF THE BALANCE OF THE ASSETS IS GREATER THAN £80,000,000 BUT LESS THAN £96,821,277). 8. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PAR PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE).

Class of shares	ORDINARY C	<i>Number allotted</i>	126500
		<i>Aggregate nominal value</i>	1265
<i>Currency</i>	GBP	<i>Amount paid</i>	0.01
		<i>Amount unpaid</i>	0

Prescribed particulars

1 VOTE PER SHARE DIVIDEND RIGHTS: THE PROFITS OF THE COMPANY AVAILABLE FOR DISTRIBUTION SHALL BE APPLIED (WITH INVESTOR CONSENT) IN PAYING THE BALANCE OF SUCH PROFITS AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES). CAPITAL RIGHTS: 1. FIRST IN REDEEMING AT NOMINAL VALUE ALL OF THE PREFERRED ORDINARY SHARES. 2. NEXT IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES (PARI PASSU AS A CLASS) A DISTRIBUTION IN THE SUM OF £50,000. 3. NEXT IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (AND RATEABLY AMONGST THEM) A SUM EQUAL TO ANY ARREARS OR ACCRUALS OF THE DIVIDENDS ON THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL. 4. NEXT IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES AND THE C ORDINARY SHARES (AND RATEABLY AMONGST THEM) A SUM EQUAL TO THE SUBSCRIPTION PRICE FOR EACH SUCH SHARES. 5. NEXT IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES A SUM EQUAL TO THE SUBSCRIPTION PRICE FOR EACH SUCH SHARES AND RATEABLY AMONGST THEM. 6. THE BALANCE OF SUCH ASSETS UP TO £80,000,000 SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES). 7. NEXT IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES THE SUM OF £1 PER SHARE (OR A PRO RATA AMOUNT OF £1 PER D ORDINARY SHARE IF THE BALANCE OF THE ASSETS IS GREATER THAN £80,000,000 BUT LESS THAN £96,821,277). 8. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE).

Class of shares	ORDINARY D	<i>Number allotted</i>	16859777
		<i>Aggregate nominal value</i>	16859777
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. NO RIGHT TO A DIVIDEND. CAPITAL RIGHTS: 1. FIRST IN REDEEMING AT NOMINAL VALUE ALL OF THE PREFERRED ORDINARY SHARES. 2. NEXT IN PAYING TO THE HOLDERS OF THE PREFERRED ORDINARY SHARES (PARI PASSU AS A CLASS) A DISTRIBUTION IN THE SUM OF £50,000. 3. NEXT IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (AND RATABLY AMONGST THEM) A SUM EQUAL TO ANY ARREARS OR ACCRUALS OF THE DIVIDENDS ON THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL. 4. NEXT IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES AND THE C ORDINARY SHARES (AND RATEABLY AMONGST THEM) A SUM EQUAL TO THE SUBSCRIPTION PRICE FOR EACH SUCH SHARES. 5. NEXT IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES A SUM EQUAL TO THE SUBSCRIPTION PRICE FOR EACH SUCH SHARES AND RATEABLY AMONGST THEM. 6. THE BALANCE OF SUCH ASSETS UP TO £80,000,000 SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES). 7. NEXT IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES THE SUM OF £1 PER SHARE (OR A PRO RATA AMOUNT OF £1 PER D ORDINARY SHARE IF THE BALANCE OF THE ASSETS IS GREATER THAN £80,000,000 BUT LESS THAN £96,821,277). 8. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, B ORDINARY SHARES AND C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE).

Class of shares	PREFERRED ORDINARY	<i>Number allotted</i>	7250000
		<i>Aggregate nominal value</i>	7250000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1.23
		<i>Amount unpaid per share</i>	0

Prescribed particulars

NO RIGHT TO ATTEND OR VOTE AT ANY GENERAL MEETING OF THE COMPANY. NO RIGHT TO A DIVIDEND. CAPITAL RIGHTS: 1. FIRST IN REDEEMING AT NOMINAL VALUE ALL OF THE PREFERRED ORDINARY SHARES. 2. NEXT IN PAYING TO THE HOLDERS OF OF THE PREFERRED ORDINARY SHARES (PARI PASSU AS A CLASS) A DISTRIBUTION IN THE SUM OF £50,000. 3. NEXT IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (AND RATEABLY AMONGST THEM) A SUM EQUAL TO ANY ARREARS OR ACCRUALS OF THE DIVIDENDS ON THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL. 4. NEXT IN PAYING TO THE HOLDERS OF THE A ORDINARY SHARES AND C ORDINARY SHARES (AND RATEABLY AMONGST THEM) A SUM EQUAL TO THE SUBSCRIPTION PRICE FOR EACH SUCH SHARES. 5. NEXT IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES A SUM EQUAL TO THE SUBSCRIPTION PRICE FOR EACH SUCH SHARES AND RATEABLY AMONGST THEM. 6. THE BALANCE OF SUCH ASSETS UP TO £80,000,000 SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARES). 7. NEXT IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES THE SUM OF £1 PER SHARE (OR A PRO RATA AMOUNT OF £1 PER D ORDINARY SHARE IF THE BALANCE OF THE ASSETS IS GREATER THAN £80,000,000 BUT LESS THAN £96,821,277). 8. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES, THE B ORDINARY SHARES AND THE C ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE).

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	24659777
		<i>Total aggregate nominal value</i>	24534542

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 19/06/2013 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> <i>Name:</i>	: 123750 ORDINARY A shares held as at the date of this return IAN WILLIAM HALL
<i>Shareholding 2</i> <i>Name:</i>	: 123750 ORDINARY A shares held as at the date of this return DAVID WILLIAM CONN
<i>Shareholding 3</i> <i>Name:</i>	: 16500 ORDINARY B shares held as at the date of this return ELIZABETH GREEN
<i>Shareholding 4</i> <i>Name:</i>	: 7250000 PREFERRED ORDINARY shares held as at the date of this return THE ROYAL BANK OF SCOTLAND PLC
<i>Shareholding 5</i> <i>Name:</i>	: 6045594 ORDINARY D shares held as at the date of this return IAN WILLIAM HALL
<i>Shareholding 6</i> <i>Name:</i>	: 6045594 ORDINARY D shares held as at the date of this return DAVID WILLIAM CONN
<i>Shareholding 7</i> <i>Name:</i>	: 1210119 ORDINARY D shares held as at the date of this return ELIZABETH GREEN
<i>Shareholding 8</i> <i>Name:</i>	: 0 ORDINARY B shares held as at the date of this return 49500 shares transferred on 2013-03-20 SIMON RUSSELL
<i>Shareholding 9</i> <i>Name:</i>	: 38500 ORDINARY B shares held as at the date of this return MARK OLDHAM
<i>Shareholding 10</i> <i>Name:</i>	: 16500 ORDINARY C shares held as at the date of this return MARK OLDHAM
<i>Shareholding 11</i> <i>Name:</i>	: 0 ORDINARY B shares held as at the date of this return 19250 shares transferred on 2012-07-09 HELEN LOUISE CLARKE
<i>Shareholding 12</i> <i>Name:</i>	: 52250 ORDINARY B shares held as at the date of this return MARK BAILEY

Shareholding 13 : 0 ORDINARY D shares held as at the date of this return
1176678 shares transferred on 2013-03-20
Name: SIMON RUSSELL

Shareholding 14 : 1193728 ORDINARY D shares held as at the date of this return
Name: MARK BAILEY

Shareholding 15 : 1188064 ORDINARY D shares held as at the date of this return
Name: MARK OLDHAM

Shareholding 16 : 19250 ORDINARY C shares held as at the date of this return
Name: IAN WILLIAM HALL

Shareholding 17 : 24750 ORDINARY C shares held as at the date of this return
Name: DAVID WILLIAM CONN

Shareholding 18 : 55000 ORDINARY C shares held as at the date of this return
Name: SIMON RUSSELL

Shareholding 19 : 11000 ORDINARY C shares held as at the date of this return
Name: ELIZABETH GREEN

Shareholding 20 : 0 ORDINARY B shares held as at the date of this return
19250 shares transferred on 2013-03-20
Name: SIMON RUSSELL

Shareholding 21 : 0 ORDINARY B shares held as at the date of this return
19250 shares transferred on 2012-11-05
Name: SIMON RUSSELL

Shareholding 22 : 68750 ORDINARY B shares held as at the date of this return
Name: DAVID WILLIAM CONN
Name: IAN WILLIAM HALL

Shareholding 23 : 1176678 ORDINARY D shares held as at the date of this return
Name: DAVID WILLIAM CONN
Name: IAN WILLIAM HALL

Authorisation

Authenticated

This form was authorised by one of the following:

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