



*Companies House*  
— for the record —

**AR01** (ef)

**Annual Return**



XKCUQLPN

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*Company Name:* **UTOPIA BATHROOM GROUP LIMITED**

*Company Number:* **06285982**

*Date of this return:* **19/06/2010**

*SIC codes:* **7415**

*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**

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*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)

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### 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**

*Consented to Act:* **Y** *Date authorised:* *Authenticated:* **YES**

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## *Company Director 1*

*Type:* **Person**  
*Full forename(s):* **MR MARK**  
*Surname:* **BAILEY**  
*Former names:*  
*Service Address:* **29 CARR VIEW ROAD  
HEPWORTH  
HOLMFIELD  
ENGLAND  
YD9 1HX**

*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):*              **MISS HELEN LOUISE**  
*Surname:*                      **CLARK**  
*Former names:*  
*Service Address:*              **93 NAVIGATION LOOP**  
                                         **STONE**  
                                         **STAFFORDSHIRE**  
                                         **ST15 8YU**

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

*Date of Birth:*   **27/05/1976**                      *Nationality:*   **BRITISH**  
*Occupation:*    **MARKETING DIRECTOR**

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*Company Director*      3

*Type:*                              **Person**  
*Full forename(s):*              **JOANNE**  
*Surname:*                      **BROOKE**  
*Former names:*  
*Service Address:*              **BEECH HOUSE 53 PARK DRIVE**  
                                         **WISTASTON**  
                                         **CREWE**  
                                         **CHESHIRE**  
                                         **CW2 8EN**

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

*Date of Birth:*   **02/04/1971**                      *Nationality:*   **BRITISH**  
*Occupation:*    **DIRECTOR**

*Company Director*      **4**

*Type:*                              **Person**  
*Full forename(s):*              **MRS ELIZABETH BERNADETTE**  
*Surname:*                        **GREEN**  
*Former names:*  
*Service Address:*              **BRYNAWEL  
UPPER HENGOED  
OSWESTRY  
SALOP  
SY10 7ET**

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

*Date of Birth:*   **29/10/1963**                      *Nationality:*   **OTHER**  
*Occupation:*    **SALES DIRECTOR**

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*Company Director*      **5**

*Type:*                              **Person**  
*Full forename(s):*              **MR SIMON RICHARD**  
*Surname:*                        **RUSSELL**  
*Former names:*  
*Service Address:*              **FERN GLEN HOUSE  
HATHERSAGE ROAD, DORE  
SHEFFIELD  
SOUTH YORKSHIRE  
S17 3AB**

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

*Date of Birth:*   **03/05/1961**                      *Nationality:*   **BRITISH**  
*Occupation:*    **ACCOUNTANT**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>PREFERRED</b>	<i>Number allotted</i>	<b>7250000</b>
	<b>ORDINARY</b>	<i>Aggregate nominal value</i>	<b>7250000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>

*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 HOLDER OF THE A ORDINARY SHARES A SUM EQUAL TO ANY ARREARS OR ACCRUALS OF THE DIVIDENDS ON THE A ORDINARY SHARES CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL; 4. NEXT IN PAYING TO THE HOLDER OF THE A ORDINARY SHARES 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 SHARE 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 AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE); 7. NEXT IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES THE SUM OF #1 PER SHARE; 8. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE).

<b>Class of shares</b>	<b>ORDINARY A</b>	<i>Number allotted</i>	<b>247500</b>
		<i>Aggregate nominal value</i>	<b>247500</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>
<i>Prescribed particulars</i>	<p>ONE VOTE PER SHARE. DIVIDEND RIGHTS: 45 PERCENT OF ALL DIVIDENDS DECLARED. 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 HOLDER OF THE A ORDINARY SHARES A SUM EQUAL TO ANY ARREARS OR ACCRUALS OF THE DIVIDENDS ON THE A ORDINARY SHARES CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL; 4. NEXT IN PAYING TO THE HOLDER OF THE A ORDINARY SHARES 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 SHARE 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 AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE); 7. NEXT IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES THE SUM OF #1 PER SHARE; 8. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE).</p>		

<b>Class of shares</b>	<b>ORDINARY B</b>	<i>Number allotted</i>	<b>214500</b>
		<i>Aggregate nominal value</i>	<b>214500</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>
<i>Prescribed particulars</i>	<p>ONE VOTE PER SHARE. DIVIDEND RIGHTS: 55 PERCENT OF ALL DIVIDENDS DECLARED. 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 HOLDER OF THE A ORDINARY SHARES A SUM EQUAL TO ANY ARREARS OR ACCRUALS OF THE DIVIDENDS ON THE A ORDINARY SHARES CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL; 4. NEXT IN PAYING TO THE HOLDER OF THE A ORDINARY SHARES 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 SHARE 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 AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE); 7. NEXT IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES THE SUM OF #1 PER SHARE; 8. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE).</p>		



<b>Class of shares</b>	<b>ORDINARY D</b>	<i>Number allotted</i>	<b>16821277</b>
		<i>Aggregate nominal value</i>	<b>16821277</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid per share</i>	<b>1</b>
		<i>Amount unpaid per share</i>	<b>0</b>
<i>Prescribed particulars</i>	<p>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 HOLDER OF THE A ORDINARY SHARES A SUM EQUAL TO ANY ARREARS OR ACCRUALS OF THE DIVIDENDS ON THE A ORDINARY SHARES CALCULATED DOWN TO THE DATE OF THE RETURN OF CAPITAL; 4. NEXT IN PAYING TO THE HOLDER OF THE A ORDINARY SHARES 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 SHARE 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 AND B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE); 7. NEXT IN PAYING TO THE HOLDERS OF THE D ORDINARY SHARES THE SUM OF #1 PER SHARE; 8. THE BALANCE OF SUCH ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A ORDINARY SHARES AND THE B ORDINARY SHARES (PARI PASSU AS IF THE SAME CONSTITUTED ONE CLASS OF SHARE).</p>		

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### Statement of Capital (Totals)

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<i>Currency</i>	<b>GBP</b>	<i>Total number of shares</i>	<b>24533277</b>
		<i>Total aggregate nominal value</i>	<b>24533277</b>

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### *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 19/06/2010 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*

**123750 ORDINARY A Shares held as at 19/06/2010**

*Name:*

**IAN WILLIAM HALL**

*Address:*

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*Shareholding : 2*

**123750 ORDINARY A Shares held as at 19/06/2010**

*Name:*

**DAVID WILLIAM CONN**

*Address:*

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*Shareholding : 3*

**44000 ORDINARY B Shares held as at 19/06/2010**

*Name:*

**JOANNE BROOKE**

*Address:*

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*Shareholding* : 4

**0 ORDINARY B Shares held as at 19/06/2010**  
**22000 DISPOSED OF IN PERIOD ON 12/01/2009**

*Name:* THERESA EATON

*Address:*

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*Shareholding* : 5

**22000 ORDINARY B Shares held as at 19/06/2010**

*Name:* ELIZABETH GREEN

*Address:*

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*Shareholding* : 6

**0 ORDINARY B Shares held as at 19/06/2010**  
**126500 DISPOSED OF IN PERIOD ON 28/10/2008**

*Name:* STEPHEN COX

*Address:*

*Shareholding* : 7

**22000 ORDINARY B Shares held as at 19/06/2010**

*Name:* **SIMON RUSSELL**

*Address:*

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*Shareholding* : 8

**126500 ORDINARY B Shares held as at 19/06/2010**

*Name:* **SIMON RUSSELL**

*Address:*

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*Shareholding* : 9

**7250000 PREFERRED ORDINARY Shares held as at 19/06/2010**

*Name:* **THE ROYAL BANK OF SCOTLAND PLC**

*Address:*

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*Shareholding : 10*

**8257006 ORDINARY D Shares held as at 19/06/2010**

*Name:* **IAN WILLIAM HALL**

*Address:*

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*Shareholding : 11*

**8257006 ORDINARY D Shares held as at 19/06/2010**

*Name:* **DAVID WILLIAM CONN**

*Address:*

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*Shareholding : 12*

**119950 ORDINARY D Shares held as at 19/06/2010**

*Name:* **JOANNE BROOKE**

*Address:*

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*Shareholding : 13*

**187315 ORDINARY D Shares held as at 19/06/2010**

*Name:* **ELIZABETH GREEN**

*Address:*

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### *Authorisation*

*Authenticated*

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

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