



Companies House

AR01 (ef)

Annual Return



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X59RQPPC

Company Name: **UTOPIA BATHROOM GROUP LIMITED**

Company Number: **06285982**

Date of this return: **19/06/2016**

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
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 DAVID WILLIAM**

Surname: **CONN**

Former names:

Service Address: **UTOPIA HOUSE SPRINGVALE INDUSTRIAL PARK
SPRINGVALE AVENUE
BILSTON
WEST MIDLANDS
ENGLAND
WV14 0QL**

Country/State Usually Resident: **ENGLAND**

Date of Birth: ****/02/1965** *Nationality:* **BRITISH**
Occupation: **COMPANY 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: ENGLAND

Date of Birth: **/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: **/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 19/06/2016 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>	: 38500 ORDINARY B shares held as at the date of this return MARK OLDHAM
<i>Shareholding 9</i> <i>Name:</i>	: 16500 ORDINARY C shares held as at the date of this return MARK OLDHAM
<i>Shareholding 10</i> <i>Name:</i>	: 1188064 ORDINARY D shares held as at the date of this return MARK OLDHAM
<i>Shareholding 11</i> <i>Name:</i>	: 19250 ORDINARY C shares held as at the date of this return IAN WILLIAM HALL
<i>Shareholding 12</i> <i>Name:</i>	: 24750 ORDINARY C shares held as at the date of this return DAVID WILLIAM CONN
<i>Shareholding 13</i>	: 55000 ORDINARY C shares held as at the date of this return

Name: **SIMON RUSSELL**

Shareholding 14 : **11000 ORDINARY C shares held as at the date of this return**

Name: **ELIZABETH GREEN**

Shareholding 15 : **121000 ORDINARY B shares held as at the date of this return**

Name: **IAN WILLIAM HALL**

Name: **DAVID WILLIAM CONN**

Shareholding 16 : **2370406 ORDINARY D shares held as at the date of this return**

Name: **IAN WILLIAM HALL**

Name: **DAVID WILLIAM CONN**

Authorisation

Authenticated

This form was authorised by one of the following:

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