Companies House

AR01 (ef)

Annual Return

X4A30FBE

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Company Name:	**UTOPIA BATHROOM GROUP LIMITED**
Company Number:	**06285982**
Date of this return:	**19/06/2015**
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

There are no records kept at the above address

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: 17/02/1965 *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: 12/12/1965 *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	*Number allotted*	247500
		Aggregate nominal value	247500
Currency	GBP	*Amount paid*	1
		Amount unpaid	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	*Number allotted*	176000
		Aggregate nominal value	176000
Currency	GBP	*Amount paid*	1
		Amount unpaid	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**	*Number allotted*	**126500**
		Aggregate nominal value	**1265**
Currency	**GBP**	*Amount paid*	**0.01**
		Amount unpaid	**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 THAT £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	*Number allotted*	16859777
		Aggregate nominal value	16859777
Currency	GBP	*Amount paid per share*	1
		Amount unpaid per share	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	*Number allotted*	7250000
		Aggregate nominal value	7250000
Currency	GBP	*Amount paid per share*	1.23
		Amount unpaid per share	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)

Currency	GBP	*Total number of shares*	24659777
		Total aggregate nominal value	24534542

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 19/06/2015
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 : **123750 ORDINARY A shares held as at the date of this return**
Name: **IAN WILLIAM HALL**

Shareholding 2 : **123750 ORDINARY A shares held as at the date of this return**
Name: **DAVID WILLIAM CONN**

Shareholding 3 : **16500 ORDINARY B shares held as at the date of this return**
Name: **ELIZABETH GREEN**

Shareholding 4 : **7250000 PREFERRED ORDINARY shares held as at the date of this return**
Name: **THE ROYAL BANK OF SCOTLAND PLC**

Shareholding 5 : **6045594 ORDINARY D shares held as at the date of this return**
Name: **IAN WILLIAM HALL**

Shareholding 6 : **6045594 ORDINARY D shares held as at the date of this return**
Name: **DAVID WILLIAM CONN**

Shareholding 7 : **1210119 ORDINARY D shares held as at the date of this return**
Name: **ELIZABETH GREEN**

Shareholding 8 : **38500 ORDINARY B shares held as at the date of this return**
Name: **MARK OLDHAM**

Shareholding 9 : **16500 ORDINARY C shares held as at the date of this return**
Name: **MARK OLDHAM**

Shareholding 10 : **1188064 ORDINARY D shares held as at the date of this return**
Name: **MARK OLDHAM**

Shareholding 11 : **19250 ORDINARY C shares held as at the date of this return**
Name: **IAN WILLIAM HALL**

Shareholding 12 : **24750 ORDINARY C shares held as at the date of this return**
Name: **DAVID WILLIAM CONN**

Shareholding 13 : **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: **DAVID WILLIAM CONN**

Name: **IAN WILLIAM HALL**

Shareholding 16 : **2370406 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.