



*Companies House*  
— for the record —

**AR01** (ef)

**Annual Return**



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**X1EW204Z**

*Company Name:* **BARRHEAD INTERNATIONAL LIMITED**

*Company Number:* **SC177682**

*Date of this return:* **04/08/2012**

*SIC codes:* **96090**

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

*Situation of Registered Office:* **C/O C/O KPMG  
37 ALBYN PLACE  
ABERDEEN  
SCOTLAND  
AB10 1JB**

**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**

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*Company Director*    **1**

*Type:*                      **Person**

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

*Surname:*                **BAILEY**

*Former names:*

*Service Address:*        **C/O UTOPIA BATHROOM GROUP LTD  
SPRINGVALE BUSINESS PARK BILSTON  
WOLVERHAMPTON  
WEST MIDLANDS  
UNITED KINGDOM  
WV14 0QL**

*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 MARK ANDREW**

*Surname:* **OLDHAM**

*Former names:*

*Service Address:* **UTOPIA HOUSE SPRINGVALE BUSINESS PARK  
SPRINGVALE AVENUE  
BILSTON  
WEST MIDLANDS  
UNITED KINGDOM  
WV14 0QL**

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

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

*Nationality:* **BRITISH**

*Occupation:* **DIRECTOR**

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*Company Director*    **3**

*Type:*                      **Person**

*Full forename(s):*        **MR SIMON RICHARD**

*Surname:*                **RUSSELL**

*Former names:*

*Service Address:*        **UTOPIA HOUSE SPRINGVALE BUSINESS PARK  
SPRINGVALE AVENUE  
BILSTON  
WEST MIDLANDS  
UNITED KINGDOM  
WV14 0QL**

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

*Date of Birth:*    **03/05/1961**

*Nationality:*    **BRITISH**

*Occupation:*    **DIRECTOR**

## Statement of Capital (Share Capital)

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<b>Class of shares</b>	<b>ORDINARY A</b>	<i>Number allotted</i>	<b>345000</b>
		<i>Aggregate nominal value</i>	<b>345000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>1</b>
		<i>Amount unpaid</i>	<b>0</b>

### *Prescribed particulars*

ARTICLE 46 OF TABLE A 1985 (INCORPORATED INTO THE COMPANY'S ARTICLES OF ASSOCIATION): A RESOLUTION PUT TO THE VOTE OF A MEETING SHALL BE DECIDED ON A SHOW OF HANDS UNLESS BEFORE, OR ON THE DECLARATION OF THE RESULT OF, THE SHOW OF HANDS A POLL IS DULY DEMANDED. SUBJECT TO THE PROVISIONS OF THE ACT, A POLL MAY BE DEMANDED: (A) BY THE CHAIRMAN; OR (B) BY AT LEAST TWO MEMBERS HAVING THE RIGHT TO VOTE AT THE MEETING; OR (C) BY A MEMBER OR MEMBERS REPRESENTING NOT LESS THAN ONE-TENTH OF THE TOTAL VOTING RIGHTS OF ALL THE MEMBERS HAVING THE RIGHT TO VOTE AT THE MEETING; OR (D) BY A MEMBER OR MEMBERS HOLDING SHARES CONFERRING A RIGHT TO VOTE AT THE MEETING BEING SHARES ON WHICH AN AGGREGATE SUM HAS BEEN PAID UP EQUAL TO NOT LESS THAN ONE-TENTH OF THE TOTAL SUM PAID UP ON ALL THE SHARES CONFERRING THAT RIGHT; AND A DEMAND BY A PERSON AS PROXY FOR A MEMBER SHALL BE THE SAME AS A DEMAND BY THE MEMBER. ARTICLE 54 OF TABLE A 1985 (INCORPORATED INTO THE COMPANY'S ARTICLES OF ASSOCIATION): SUBJECT TO ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY, UNLESS THE PROXY (IN EITHER CASE) OR THE REPRESENTATIVE IS HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. THE ORDINARY SHARES ARE NON-REDEEMABLE, HOLD FULL VOTING RIGHTS AS SET OUT ABOVE, ENTITLE THE HOLDERS TO FULL PARTICIPATION IN RESPECT OF EQUITY AND IN THE EVENT OF A WINDING-UP AND MAY BE CONSIDERED BY THE DIRECTORS WHEN CONSIDERING DIVIDENDS FROM TIME TO TIME.

<b>Class of shares</b>	<b>ORDINARY C</b>	<i>Number allotted</i>	<b>15000</b>
		<i>Aggregate nominal value</i>	<b>15000</b>
<i>Currency</i>	<b>GBP</b>	<i>Amount paid</i>	<b>1</b>
		<i>Amount unpaid</i>	<b>0</b>

*Prescribed particulars*

ARTICLE 46 OF TABLE A 1985 (INCORPORATED INTO THE COMPANY'S ARTICLES OF ASSOCIATION): A RESOLUTION PUT TO THE VOTE OF A MEETING SHALL BE DECIDED ON A SHOW OF HANDS UNLESS BEFORE, OR ON THE DECLARATION OF THE RESULT OF, THE SHOW OF HANDS A POLL IS DULY DEMANDED. SUBJECT TO THE PROVISIONS OF THE ACT, A POLL MAY BE DEMANDED: (A) BY THE CHAIRMAN; OR (B) BY AT LEAST TWO MEMBERS HAVING THE RIGHT TO VOTE AT THE MEETING; OR (C) BY A MEMBER OR MEMBERS REPRESENTING NOT LESS THAN ONE-TENTH OF THE TOTAL VOTING RIGHTS OF ALL THE MEMBERS HAVING THE RIGHT TO VOTE AT THE MEETING; OR (D) BY A MEMBER OR MEMBERS HOLDING SHARES CONFERRING A RIGHT TO VOTE AT THE MEETING BEING SHARES ON WHICH AN AGGREGATE SUM HAS BEEN PAID UP EQUAL TO NOT LESS THAN ONE-TENTH OF THE TOTAL SUM PAID UP ON ALL THE SHARES CONFERRING THAT RIGHT; AND A DEMAND BY A PERSON AS PROXY FOR A MEMBER SHALL BE THE SAME AS A DEMAND BY THE MEMBER. ARTICLE 54 OF TABLE A 1985 (INCORPORATED INTO THE COMPANY'S ARTICLES OF ASSOCIATION): SUBJECT TO ANY RIGHTS OR RESTRICTIONS ATTACHED TO ANY SHARES, ON A SHOW OF HANDS EVERY MEMBER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY A DULY AUTHORISED REPRESENTATIVE OR BY PROXY, UNLESS THE PROXY (IN EITHER CASE) OR THE REPRESENTATIVE IS HIMSELF A MEMBER ENTITLED TO VOTE, SHALL HAVE ONE VOTE AND ON A POLL EVERY MEMBER SHALL HAVE ONE VOTE FOR EVERY SHARE OF WHICH HE IS THE HOLDER. THE ORDINARY SHARES ARE NON-REDEEMABLE, HOLD FULL VOTING RIGHTS AS SET OUT ABOVE, ENTITLE THE HOLDERS TO FULL PARTICIPATION IN RESPECT OF EQUITY AND IN THE EVENT OF A WINDING-UP AND MAY BE CONSIDERED BY THE DIRECTORS WHEN CONSIDERING DIVIDENDS FROM TIME TO TIME.

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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>360000</b>
		<i>Total aggregate nominal value</i>	<b>360000</b>

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## *Full Details of Shareholders*

The details below relate to individuals / corporate bodies that were shareholders as at 04/08/2012 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* : **345000 ORDINARY A shares held as at the date of this return**  
*Name:* **UTOPIA GROUP LIMITED**

*Shareholding 2* : **15000 ORDINARY C shares held as at the date of this return**  
*Name:* **UTOPIA GROUP LIMITED**

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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.