

SH01

Return of allotment of shares

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is NOT for**
You cannot use this form to give
notice of shares taken by subscribers
on formation of the company or
for an allotment of a new class of
shares by an unlimited company.

THURSDAY



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SCT 10/11/2011 124
COMPANIES HOUSE

1 Company details

Company number S C 3 8 8 2 0 9

Company name in full D.R. COLLIN & SON LTD

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ①

From Date ^d 2 ^d 1 ^m 1 ^m 0 ^y 2 ^y 0 ^y 1 ^y 1

To Date ^d ^d ^m ^m ^y ^y ^y ^y

① **Allotment date**
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.

② **Currency**
If currency details are not
completed we will assume currency
is in pound sterling.

Class of shares (E.g. Ordinary/Preference etc.)	Currency ②	Number of shares allotted	Nominal value of each share	Amount paid (including share premium)	Amount (if any) unpaid (including share premium)
A ORDINARY	STERLING	699	1.00		
B ORDINARY	STERLING	300	1.00	500,000.00	
REDEEMABLE 2012-2013		230,000	1.00		

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

A ORDINARY AND REDEEMABLE 2012-2013 ALLOTTED IN CONSIDERATION FOR THE
ACQUISITION BY THE COMPANY OF THE BUSINESS AND ASSETS OF THE PARTNERSHIP
OF D.R. COLLIN & SON

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Statement of capital

Section 4 (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return.

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling. If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
A ORDINARY	1.00		700	£ 700.00
B ORDINARY	1.00		300	£ 300.00
REDEEMABLE 2012-2013	1.00		230,000	£ 230,000.00
				£
Totals			231,000	£ 231,000.00

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary / Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals			0	0.00

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals			0	0.00

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares	231,000
Total aggregate nominal value ❹	£ 231,000.00 + 0.00 + 0.00

❹ Total aggregate nominal value
Please list total aggregate values in different currencies separately. For example: £100 + 100 + \$10 etc.

❶ Including both the nominal value and any share premium.

❷ E.g. Number of shares issued multiplied by nominal value of each share.

❸ Total number of issued shares in this class.

Continuation Pages
Please use a Statement of Capital continuation page if necessary.

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Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**.

Class of share

A ORDINARY £1

Prescribed particulars
①

SEE PAPER APART

Class of share

B ORDINARY £1

Prescribed particulars
①

SEE PAPER APART

Class of share

REDEEMABLE 2012-2013 £1

Prescribed particulars
①

SEE PAPER APART

① Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X 

**For & on behalf
of Morisons LLP**

X

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

RIGHTS ATTACHING TO:

REDEEMABLE SHARES 2012-2013 OF £1.00

A ORDINARY SHARES OF £1.00

B ORDINARY SHARES OF £1.00

Definitions

Redeemable Shares means Redeemable Shares 2012-2013 of £1

A Ordinary Shares means A Ordinary Shares of £1

B Ordinary Shares means B Ordinary Shares of £1

Ordinary Shares means A Ordinary Shares and B Ordinary Shares together

Participating Dividend means a cumulative preferential cash dividend payable on the Redeemable Shares of an amount equal to $y\%$ of the net profit (calculated as provided for in article 4.1(b)) of the Company and its subsidiaries for the relevant financial year where y is the product of the following formula:-

$$y = p \times (u + t)$$

and where:-

p is (a) in respect of net profit arising in the year from 30 September 2012 to 30 September 2013, 7; and (b) in respect of net profit arising in respect of any financial period after 30 September 2013, 14;

u is that number of Redeemable Shares which have fallen due for redemption as at the relevant Redemption Date and have not been redeemed; and

t (a) in respect of the Redemption Date falling on 20 October 2012, 115,000; and (b) in respect of the Redemption Date falling on 20 October 2013, 230,000;

Participation Event means failure by the Company to redeem any Redeemable Shares in accordance with Article 4.4 of the Company's Articles of Association within 30 Business Days of the Redemption Date, regardless of whether such redemption would be unlawful;

The rights attaching to the respective classes of shares shall be as follows:-

1.1 Income

- (a) Any profits which the Company determines to distribute in any financial year shall, after payment of any Participating Dividend (if any) due for payment and after redemption of all Redeemable Shares then due for redemption, be distributed amongst the holders of the Ordinary Shares. Unless a Participating Dividend becomes payable the Redeemable Shares shall not entitle the holders thereof to participate in any distribution of the profits of the Company.
- (b) If a Participation Event occurs then, prior to the payment of any other dividend, the Company shall pay to the holders of the Redeemable Shares as a class the Participating Dividend. The Participating Dividend (if any) shall be payable not more than 10 days after the accounts of the Company for the relevant financial year are approved by the directors (the first year in respect of which a Participating Dividend is payable being the 12 month period to 20 October 2013) provided that, if the accounts of the Company for any financial

year have not been approved by the directors on the date falling four month's after the end of such financial year (the "**Payment Date**"), an interim dividend on account of the Participating Dividend which can be determined from such accounts will, to the extent that there are profits available for distribution, be paid on the Payment Date and will be not less than the same amount as the equivalent Participating Dividend in respect of the immediately preceding year or, if no such dividend was paid, the relevant percentage (y) of the profits of the Company for the immediately preceding financial year (or in the case of the period to 20 October 2012, the profits of the firm of DR Collin & Son as shown in its last accounts).

If following the approval of the accounts of the Company for the said period an overpayment or underpayment of the Participating Dividend shall be proved to have been made the directors shall (in the case of an underpayment) within 10 days of the approval of the relevant accounts declare and pay a final dividend of an amount equal to any shortfall and (in the event of an overpayment) the amount of any overpayment shall be repaid to the Company by the holders of the Redeemable Shares within 10 days of approval of the relevant accounts.

In the event that a Redeemable Share is redeemed part way through any financial period in respect of which a Participating Dividend is payable, the Participating Dividend for that period will be calculated by reference to the number of days in that financial period during which the relevant Redeemable Shares were in issue.

- (c) The expression "**net profit**" shall mean the net profit of the Company and its subsidiaries calculated on the historical cost accounting basis as shown in the consolidated profit and loss accounts of the Company and its subsidiaries for the relative financial year but:-
- (i) before any provision is made for any dividend on any share in the capital of the Company or any of its subsidiaries or for any other distribution or for the transfer of any sum to reserves, before writing off goodwill but including any charging or crediting of any extraordinary items;
 - (ii) after deduction of any corporation tax or any other tax levied or measured by profits or gains on the profits earned and gains realised by the Company and its subsidiaries; and
 - (iii) before deduction of any sum in respect of emoluments payable to the holders of Ordinary Shares and their connected persons (as defined in section 1122 of the Corporation Tax Act 2010) in respect of their services rendered to the Company and /or any subsidiaries of the Company during their period of service to the Company in excess of the Agreed Rate.
- (d) Unless the Company has insufficient profits available for distribution and the Company is thereby prohibited from paying dividends by the Act, the Participating Dividend shall (notwithstanding any other provision of these articles and in particular notwithstanding that there has not been a recommendation of the directors or a resolution of the Company in general meeting) be paid immediately on the due date and if not then paid shall be a debt due by the Company and payable in priority to any other dividend.
- (e) The Company shall procure that each of its subsidiaries which has profits available for distribution shall from time to time declare and pay to the Company such dividends as are necessary to permit lawful and prompt payment by the Company of the Participating Dividend.

- (a) On a return of capital on liquidation or otherwise (except on a redemption or purchase by the Company of any shares), the surplus assets of the Company remaining after the payment of its liabilities (including, for the avoidance of doubt, any debts arising from non-payment of Participating Dividends) shall be applied in the following order of priority:-
- (i) first, in paying to the holders of Redeemable Shares the sum of £1.00 per Redeemable Share and the aggregate amount of any accruals and/or unpaid amounts of Participating Dividend (to be calculated down to and including the date of the return of capital and to be payable irrespective of whether such dividend would be unlawful by reason of there being insufficient available profits); and
 - (ii) the balance of such assets (if any) shall be distributed amongst the holders of the Ordinary Shares according to the amount fully paid or credited as fully paid on each such share.

1.3 Voting

- (a) The Ordinary Shares shall entitle the holders of the Ordinary Shares to one vote for each Ordinary Share held by them at any general meeting of the Company.
- (b) Unless the Company has failed to redeem any Redeemable Share due for redemption on the due Redemption Date, the Redeemable Shares shall not entitle the holder thereof to vote at any general meeting of the Company. If the Company has failed to redeem any Redeemable Share due for redemption on the Redemption Date, if and for so long as such Redeemable Shares are not redeemed then the Redeemable Shares not so redeemed shall entitle the holders thereof to vote at any general meeting of the Company on the basis that, together, such Redeemable Shares shall have y% of all the votes which could be cast at such general meeting (where y% is computed on the same basis, mutatis mutandis, as for Participating Dividend, above).

1.4 Redemption of Redeemable Shares

- (a) The Company shall redeem:-
 - (i) not less than 115,000 Redeemable Shares on 20 October 2012; and
 - (ii) the remainder of the Redeemable Shares on 20 October 2013; and
 - (iii) all the Redeemable Shares then in issue immediately before a sale.
- (b) If the Company has insufficient available profits to redeem all of the Redeemable Shares required to be redeemed on a particular date set for redemption, the Company shall redeem as many of such Redeemable Shares as it can lawfully do so, with the balance to be redeemed as soon as it may lawfully be able to do so.
- (c) If the Company is at any time redeeming less than all the Redeemable Shares from time to time in issue, the number of shares to be redeemed shall be apportioned between those holders of the Redeemable Shares then in issue pro rata according to the number of Redeemable Shares held by them respectively at the date set for redemption.
- (d) On the date of redemption:-

(i) the holders of the Redeemable Shares to be redeemed shall deliver to the company at the Company's registered office the certificate(s) for such Redeemable Shares; and

(ii) upon such delivery, the Company shall pay to the holder:-

(A) 100% of the issue price thereof; and

(B) all accruals and/or unpaid amounts of Participating Dividend in respect thereof, calculated down to and including the date of actual payment.

and on and from the relevant Redemption Date this aggregate amount shall become a debt due from the Company (subject to the Company having available profits or other monies which may be lawfully applied for such redemption).

(e) As soon as practicable after a redemption of Redeemable Shares (and, in any event, within 5 business days thereafter), the Company shall cancel the certificate(s) delivered to it upon redemption and, if any certificate delivered to the Company for cancellation includes any Redeemable Shares not being redeemed, issue a new certificate to the relevant holder for those Redeemable Shares.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

JAN CAIRNS

Company name

MORISONS LLP

Address

ERSKINE HOUSE

68 QUEEN STREET

Post town

EDINBURGH

County/Region

MIDLOTHIAN

Postcode

E H 2 4 N N

Country

SCOTLAND

DX

EH2 4NN

Telephone

0131 226 6541



Checklist

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the appropriate sections of the Statement of Capital.
- ☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
DX 481 N.R. Belfast 1.



Further information

For further information please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk