



Companies House

AR01 (ef)

Annual Return



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Company Name: **JOHN FERGUS & CO LIMITED**

Company Number: **SC394276**

Date of this return: **25/02/2016**

SIC codes: **11010**

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

Situation of Registered Office: **CAPELLA (TENTH FLOOR) 60 YORK STREET
GLASGOW**

Officers of the company

Company Director **1**

Type: **Person**

Full forename(s): **MR JOHN ALASTAIR EVAN**

Surname: **FINGLAND**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **SCOTLAND**

Date of Birth: ****/12/1957** *Nationality:* **BRITISH**

Occupation: **CHARTERED ACCOUNTANT**

Company Director **2**

Type: **Person**

Full forename(s): **MR IAN GORDON**

Surname: **PALMER**

Former names:

Service Address: **ABACO OLD PERTH ROAD
MILNATHORT
PERTHSHIRE
SCOTLAND
KY13 9YA**

Country/State Usually Resident: **SCOTLAND**

Date of Birth: ****/11/1957** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Company Director 3

Type: **Person**

Full forename(s): **MR DAVID ALEXANDER**

Surname: **SLOAN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **SCOTLAND**

Date of Birth: ****/11/1962**

Nationality: **BRITISH**

Occupation: **ACCOUNTANT**

Statement of Capital (Share Capital)

| | | | |
|------------------------|-------------------|--------------------------------|----------------|
| Class of shares | A ORDINARY | <i>Number allotted</i> | 3635000 |
| | | <i>Aggregate nominal value</i> | 3635000 |
| <i>Currency</i> | GBP | <i>Amount paid per share</i> | 1 |
| | | <i>Amount unpaid per share</i> | 0 |

Prescribed particulars

VOTING: EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. DIVIDENDS: THE COMPANY SHALL, WITHOUT NEED FOR A RESOLUTION OF THE DIRECTORS, OR THE COMPANY IN GENERAL MEETING AND BEFORE APPLICATION OF ANY AVAILABLE PROFITS TO RESERVES OR FOR ANY OTHER PURPOSE, PAY IN RESPECT OF EACH PREFERRED SHARE A FIXED PREFERENTIAL DIVIDEND AT AN ANNUAL RATE OF 3% OF THE SUBSCRIPTION PRICE ACTUALLY PAID PER PREFERRED SHARE TO THE PERSON REGISTERED AS ITS HOLDER ON THE DUE DATE. THEREAFTER ANY DIVIDEND DECLARED SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE A SHARES AND THE B SHARES (PARI PASSU AS IF THEY CONSTITUTED SHARES OF THE SAME CLASS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A SHARES AND B SHARES. RIGHTS TO RETURN ON WINDING UP: ON A RETURN OF ASSETS (ON LIQUIDATION OR OTHERWISE) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: A. FIRST, IN PAYING TO THE HOLDERS OF THE PREFERENCE SHARES, AS A CLASS, AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE PREFERENCE SHARES, TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF THE PREFERRED SHARE; THEN B. SECOND, ANY SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDER OR HOLDERS OF THE A SHARES AND B SHARES, AS NEARLY AS PRACTICABLE, IN PROPORTION TO THE AGGREGATE NOMINAL AMOUNT OF SUCH SHARES HELD BY THEM, RESPECTIVELY.

| | | | |
|------------------------|-------------------|--------------------------------|---------------|
| Class of shares | B ORDINARY | <i>Number allotted</i> | 395000 |
| | | <i>Aggregate nominal value</i> | 395000 |
| <i>Currency</i> | GBP | <i>Amount paid per share</i> | 1 |
| | | <i>Amount unpaid per share</i> | 0 |

Prescribed particulars

VOTING: EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES. DIVIDENDS: THE COMPANY SHALL, WITHOUT NEED FOR A RESOLUTION OF THE DIRECTORS, OR THE COMPANY IN GENERAL MEETING AND BEFORE APPLICATION OF ANY AVAILABLE PROFITS TO RESERVES OR FOR ANY OTHER PURPOSE, PAY IN RESPECT OF EACH PREFERRED SHARE A FIXED PREFERENTIAL DIVIDEND AT AN ANNUAL RATE OF 3% OF THE SUBSCRIPTION PRICE ACTUALLY PAID PER PREFERRED SHARE TO THE PERSON REGISTERED AS ITS HOLDER ON THE DUE DATE. THEREAFTER ANY DIVIDENDS DECLARED SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE A SHARES AND THE B SHARES (PARI PASSU AS IF THEY CONSTITUTED SHARES OF THE SAME CLASS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A SHARES AND B SHARES. RIGHTS TO RETURN ON WINDING UP: ON A RETURN OF ASSETS (ON LIQUIDATION OR OTHERWISE) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: A. FIRST, IN PAYING TO THE HOLDERS OF THE PREFERENCE SHARES , AS A CLASS, AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE PREFERENCE SHARES, TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF THE PREFERRED SHARE; THEN B. SECOND, ANY SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDER OR HOLDERS OF THE A SHARES AND B SHARES, AS NEARLY AS PRACTICABLE, IN PROPORTION TO THE AGGREGATE NOMINAL AMOUNT OF SUCH SHARES HELD BY THEM, RESPECTIVELY.

| | | | |
|------------------------|---------------------------|--------------------------------|-----------------|
| Class of shares | CONVERTIBLE | <i>Number allotted</i> | 6365000 |
| | PREFERRED ORDINARY | <i>Aggregate nominal value</i> | 6365000 |
| <i>Currency</i> | GBP | <i>Amount paid per share</i> | 0.905734 |
| | | <i>Amount unpaid per share</i> | 0.094266 |

Prescribed particulars

VOTING: PREFERRED SHALL NOT CARRY THE RIGHT TO RECEIVE NOTICE OF OR TO ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETINGS OF THE COMPANY. DIVIDENDS: THE COMPANY SHALL, WITHOUT NEED FOR A RESOLUTION OF THE DIRECTORS, OR THE COMPANY IN GENERAL MEETING AND BEFORE APPLICATION OF ANY AVAILABLE PROFITS TO RESERVES OR FOR ANY OTHER PURPOSE, PAY IN RESPECT OF EACH PREFERRED SHARE A FIXED PREFERENTIAL DIVIDEND AT AN ANNUAL RATE OF 3% OF THE SUBSCRIPTION PRICE ACTUALLY PAID PER PREFERRED SHARE TO THE PERSON REGISTERED AS ITS HOLDER ON THE DUE DATE. THEREAFTER ANY DIVIDENDS DECLARED SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE A SHARES AND THE B SHARES (PARI PASSU AS IF THEY CONSTITUTED SHARES OF THE SAME CLASS) PRO RATA TO THEIR RESPECTIVE HOLDINGS OF A SHARES AND B SHARES. RIGHTS TO RETURN ON WINDING UP: ON A RETURN OF ASSETS (ON LIQUIDATION OR OTHERWISE) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE APPLIED AS FOLLOWS: A. FIRST, IN PAYING TO THE HOLDERS OF THE PREFERENCE SHARES, AS A CLASS, AN AMOUNT EQUAL TO THE SUBSCRIPTION PRICE OF THE PREFERENCE SHARES, TOGETHER WITH A SUM EQUAL TO ANY ARREARS AND ACCRUALS OF THE PREFERRED SHARE; THEN B. SECOND, ANY SURPLUS ASSETS SHALL BE DISTRIBUTED AMONGST THE HOLDER OR HOLDERS OF THE A SHARES AND B SHARES, AS NEARLY AS PRACTICABLE, IN PROPORTION TO THE AGGREGATE NOMINAL AMOUNT OF SUCH SHARES HELD BY THEM, RESPECTIVELY.

Statement of Capital (Totals)

| | | | |
|-----------------|------------|--------------------------------------|-----------------|
| <i>Currency</i> | GBP | <i>Total number of shares</i> | 10395000 |
| | | <i>Total aggregate nominal value</i> | 10395000 |

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 25/02/2016 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

Shareholding 1 : **395000 B ORDINARY shares held as at the date of this return**
Name: IAN PALMER

Shareholding 2 : **3635000 A ORDINARY shares held as at the date of this return**
Name: CES WHISKY LIMITED (SC135381)

Shareholding 3 : **6365000 CONVERTIBLE PREFERRED ORDINARY shares held as at the date of this return**
Name: CES WHISKY LIMITED (SC135381)

Authorisation

Authenticated

This form was authorised by one of the following:

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