

Section 94

The Insolvency Act 1986

Form 4.71

**Return of Final Meeting in a
Members' Voluntary Winding Up
Pursuant to Section 94 of the
Insolvency Act 1986****S94**

To the Registrar of Companies

For Official Use

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Company Number

00192406

Name of Company

TDG (Victoria) Limited

~~I / We~~
Christopher Kim Rayment
125 Colmore Row
Birmingham
B3 3SD

give notice that a general meeting of the company was ~~held~~/summoned for 10 August 2012 pursuant to section 94 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) laid before it showing how the winding up of the company has been conducted, and the property of the company has been disposed of ~~and that the same was done accordingly~~ / no quorum was present at the meeting

Signed

Date 10 August 2012

BDO LLP
125 Colmore Row
Birmingham
B3 3SD

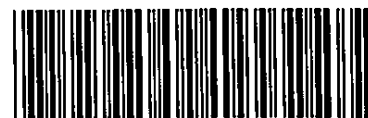
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For Official Use

Insolvency Sect

Post Room

SATURDAY



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11/08/2012

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COMPANIES HOUSE

TDG (Victoria) Limited
In Members' Voluntary Liquidation

Liquidator's Final Report to Members pursuant
to Rule 4 126A of the Insolvency Rules 1986



TABLE OF CONTENTS

Section	Page
1 INTRODUCTION	1
2 OBJECTIVE OF THE LIQUIDATION	1
3 RECEIPTS AND PAYMENTS	1
4 COMPANY'S TAX AFFAIRS	1
5 DISTRIBUTIONS	1
6 LIQUIDATOR'S REMUNERATION	2
7 STATEMENT OF DISBURSEMENTS	2
8 RESOLUTIONS AND NOTICE	2
9 DISSOLUTION	2

Appendix 1 - Receipts and Payments Account

Appendix 2 - Extract from the Insolvency Rules 1986 in relation to Remuneration and Disbursements

Appendix 3 - Proxy Form

TDG (VICTORIA) LIMITED - IN MEMBERS' VOLUNTARY LIQUIDATION

Registered No. 192406

Registered office situated at 125 Colmore Row, Birmingham, B3 3SD

This report covers the period 27 February 2012 to the date of the final meeting on 10 August 2012

1 Introduction

1.1 This report is addressed to the member of TDG (Victoria) Limited ("the Company") and is prepared in accordance with Section 94 of the Insolvency Act 1986. I am pleased to report on the conclusion of my administration of the above case and this report includes an account of the winding up, notice of a general meeting of the Company for the purpose of presenting the account and a proxy form to enable you to vote at the meeting

1 2 The member passed a resolution placing the Company into Members' Voluntary Liquidation on 27 February 2012 and appointed Christopher Kim Rayment (insolvency practitioner number 6775) as Liquidator.

2 Objective of the Liquidation

2.1 The objective of liquidation was to ensure an orderly wind down of the Company, which included filing statutory returns at Companies House, advertising for any creditors and receiving tax clearance from HM Revenue and Customs ("HMRC"), all of which has been actioned.

3 Receipts and Payments Account

3.1 The enclosed receipts and payments account shows that the Liquidator has given the holding company the right to collect the inter-company debt shown on the declaration of solvency as a distribution in specie.

4 Company's Tax Affairs

4 1 On 25 June 2012, I received confirmation from HMRC that there were no outstanding matters which would prevent the final meeting being convened.

5 Distributions

5.1 Preferential and Secured Creditors

There were no preferential or secured creditors in this Liquidation with all liabilities having been settled prior to the Liquidation.

5 2 Unsecured Creditors

An advertisement for claims was placed in the London Gazette No claims have been received in the Liquidation.

5.3 Shareholders

At the time of the Liquidator's appointment, the issued share capital of the Company was 4,000 ordinary £1 shares. On 6 July 2012, I wrote to the holding company, advising that they could collect the inter-company debt as a distribution in specie This amounted to a return of capital of 100p per share.

6 Liquidator's Remuneration

- 6.1 In accordance with Rule 4.127 of the Insolvency Rules 1986, the basis of remuneration has to be fixed either as a percentage of the value of the property being dealt with, by reference to time spent by the Liquidator and his staff in attending to matters in this Liquidation, as a set amount, or as a combination of these
- 6.2 It was agreed at a General Meeting of the Company, held on 27 February 2012, that the Liquidator's remuneration would be fixed as a set amount of £1,600 plus VAT and disbursements.
- 6.3 An invoice for our agreed fee and disbursements for all Phase 1 companies will be raised and forwarded to Norbert Dentressangle Holdings Limited.

7 Disbursements

- 7.1 Where disbursements are recovered in respect of precise sums expended to third parties there is no necessity for these costs to be authorised. These are known as category 1 disbursements. The disbursements for all Phase 1 companies have been calculated as a total amount, and details will be forwarded separately.
- 7.2 Some Liquidators recharge expenses for, for example, postage, stationery, photocopying charges, telephone and fax costs, which cannot economically be recorded in respect of each specific case. Such expenses, which are apportioned to cases, require the approval of the creditors, before they can be drawn, and these are known as category 2 disbursements. The policy of BDO LLP is not to charge any category 2 disbursements.
- 7.3 I provide at the end of this report, at Appendix 2, an extract from the Insolvency Rules 1986 setting out the rights of members to request further information and/or challenge the remuneration or fees within the Liquidation.

8 Resolutions

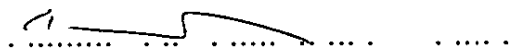
- 8.1 As stated above, the purpose of this report is to convene a final meeting of the Company, pursuant to Section 94 of the Insolvency Act 1986. The resolutions to be proposed at the final meeting in the Liquidation (notice of which is given below) are as follows -
1. That the Liquidator's final report be approved and adopted
 2. That the Liquidator be released from office following the final meeting of members on 10 August 2012
 3. That the Liquidator be authorised to destroy any Company records one year after the Company is dissolved, and their own records six years after the Company is dissolved.

Notice is hereby given pursuant to Section 94 of the Insolvency Act 1986 that a meeting of shareholders will be held at these offices on 10 August 2012 at 10.10 am for the purposes of having an account laid before the meeting and to receive the Liquidator's report showing how the winding-up of the Company has been conducted, and of hearing any explanation that might be given by the Liquidator. A form of general/special proxy is attached should it be required. This meeting is purely formal and a report similar to that outlined above will be provided at that meeting.

9 Dissolution

Following the final meeting, a return will be filed at Companies House. The Company will be struck from the register some three months after the final meeting. The Directors remain in office until the Company is dissolved.

Should you have any queries regarding this report or the Liquidation in general, please do not hesitate to contact me. Please advise this office if you propose to attend the meeting.


.....
Christopher Kim Rayment
Liquidator

*Christopher Kim Rayment is authorised by the Institute of Chartered Accountants in England and Wales to act as an
Insolvency Practitioner*

TDG (VICTORIA) LIMITED
In Members' Voluntary Liquidation

Receipts and Payments from 27 February 2012 to 10 August 2012

Notes	Declaration of Solvency £	Actual Realisations/ Payments £
RECEIPTS		
Inter-Company Debtors	4,000	4,000
Total	<u>4,000</u>	<u>4,000</u>
COSTS OF REALISATIONS		
No Costs	-	-
Total	<u>-</u>	<u>-</u>
Available to Shareholders	<u>4,000</u>	<u>4,000</u>
Distribution to Shareholder		
Distribution in specie made on 6 July 2012	-	<u>(4,000)</u>
Balance		-

- 1 The Liquidator gave the holding company the right to collect the inter-company debt as a distribution in specie. This amounted to a return of capital of 100p in the £.

BDO LLP
125 Colmore Row
Birmingham
B3 3SD

C K Rayment
Liquidator

4.148C Members' claim that remuneration is excessive

- (1) Members of the company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the company, or any member with the permission of the court, may apply to the court for one or more of the orders in paragraph (6) on the grounds that—

- (a) the remuneration charged by the liquidator,
- (b) the basis fixed for the liquidator's remuneration under Rule 4.148A, or
- (c) expenses incurred by the liquidator,

is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate

- (2) Application must, subject to any order of the court under Rule 4.49E(5), be made no later than 8 weeks (or 4 weeks when the liquidator has resigned in accordance with Rule 4.142) after receipt by the applicant of the report or account which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report").
- (3) The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss the application, but it must not do so unless the applicant has had the opportunity to attend the court for a hearing of which the applicant has been given at least 5 business days' notice but which is without notice to any other party.
- (4) If the application is not dismissed under paragraph (3), the court must fix a venue for it to be heard and give notice to the applicant accordingly
- (5) The applicant must at least 14 days before the hearing send to the liquidator a notice stating the venue and accompanied by a copy of the application and of any evidence which the applicant intends to adduce in support of it
- (6) If the court considers the application to be well-founded, it must make one or more of the following orders—
- (a) an order reducing the amount of remuneration which the liquidator was entitled to charge;
 - (b) an order fixing the basis of remuneration at a reduced rate or amount;
 - (c) an order changing the basis of remuneration;
 - (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the liquidation;
 - (e) an order that the liquidator or the liquidator's personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify,

and may make any other order that it thinks just, but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report.

- (7) Unless the court orders otherwise, the costs of the application must be paid by the applicant and are not payable as an expense of the liquidation.

Rule 8.1 Insolvency Act 1986**Proxy (Members' or Creditors' Voluntary Liquidation)**

*Insert the name of the company

**IN THE MATTER OF TDG (VICTORIA) LIMITED
and**

IN THE MATTER OF THE INSOLVENCY ACT 1986

Notes to help completion of the form

Please give full name and address for communication

Name of member TDG Limited

Address Norbert Dentressangle House, Lodge Way, New Duston,
Northampton, NN5 7SL

Please insert name of person (who must be 18 or over) or the "Chairman of the Meeting" (see note below) If you wish to provide alternative proxy-holders in the circumstances that your first choice is unable to attend please state the name(s) of the alternatives as well

Name of proxy-holder

Please delete words in brackets if the proxy-holder is only to vote as directed ie he has no discretion

I appoint the above person to be my proxy-holder at the meeting of members to be held on 10 August 2012, or at any adjournment of that meeting The proxy-holder is to propose or vote as instructed below (and in respect of any resolution for which no specific instruction is given, may vote or abstain at his / her discretion)

Please complete paragraph 1 if
you wish to nominate or vote
for a specific person as
Liquidator

Please delete words in
brackets if the proxy-holder is
only to vote as directed ie he
has no discretion

Any other resolutions which
the proxy-holder is to propose
or vote in favour of or against
should be set out in numbered
paragraphs in the space
provided below paragraph 1
If more room is required
please use the other side of
this form

Voting instructions for resolutions

(In the event of a person named in paragraph 1 withdrawing or being
eliminated from any vote for the appointment of a Liquidator the proxy-holder
may vote or abstain in any further ballot at his / her discretion)

1. That the Liquidator's final report be approved and adopted
Approved/Rejected
2. That the Liquidator be released from office following the final meeting
of members on 10 August 2012
Approved/Rejected
2. That the Liquidator be authorised to destroy any Company records one
year after the Company is dissolved, and his own records six years after
the Company is dissolved
Approved/Rejected

This form must be signed

Signature _____ Date _____

Name in CAPITAL LETTERS _____

Only to be completed if the
creditor /member has not
signed in person

Position with creditor / member or relationship to creditor or other
authority for signature

**Please note that if you nominate the chairman of the meeting to be your
proxy-holder he will either be a director of the company or the current
Liquidator.**

Remember there may be resolutions on the other side of this form