

## Section 94

**Return of Final Meeting in a  
Members' Voluntary Winding Up****Pursuant to Section 94 of the  
Insolvency Act 1986****To the Registrar of Companies****S.94**

Company Number

471440

Name of Company

Martonair Limited

We

Mark Jeremy Orton, One Snowhill, Snow Hill Queensway, Birmingham, B4 6GH

John David Thomas Milsom, 15 Canada Square, Canary Wharf, London, E14 5GL

Note The copy account must be  
authenticated by the written  
signature(s) of the Liquidator(s)

give notice that a general meeting of the company was duly summoned for 26 May 2016 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 no quorum was present at the meeting

The meeting was held at KPMG, One Snowhill, Snowhill Queensway, Birmingham, B4 6GH

The winding up covers the period from 3 December 2015 (opening of winding up) to the final meeting (close of winding up)

The outcome of the meeting (including any resolutions passed at the meeting) was as follows

No quorum was present at the meeting and hence the liquidators were automatically released under Section 173(2)(d) of the Insolvency Act 1986

Signed



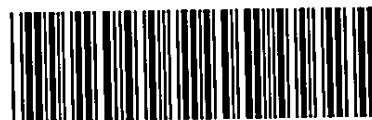
Date 26 May 2016

(Signed by Richard Philpott by power of attorney, on behalf of Mark Orton)

KPMG LLP  
One Snowhill  
Snow Hill Queensway  
Birmingham  
B4 6GH

Ref MFA22E1347/SJH/GA

WEDNESDAY



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01/06/2016


#281

COMPANIES HOUSE

**Martonair Limited**  
**(In Liquidation)**  
**Liquidators' Abstract of Receipts & Payments**  
**From 3 December 2015 To 26 May 2016**

S of A £		£	£
ASSET REALISATIONS			
391,000 00	Intercompany debtor	<u>NIL</u>	NIL
<u>391,000 00</u>			<u>NIL</u>
REPRESENTED BY			
			<u>NIL</u>

Note In specie distribution to shareholder totalling £391,000

  
Mark Jeremy Orton  
Liquidator

**Martonair Limited - in members' voluntary liquidation (the 'Company')**

**Liquidators' final progress report for the period from 3 December 2015 to 26 May 2016  
prepared for the final meeting of members on 26 May 2016**

Name	Martonair Limited
Trading name / Former names	None
Company number	00471440
Previous registered office	Lakeside Solihull Parkway, Birmingham Business Park, Birmingham, B37 7XZ
Present registered office	KPMG LLP, One Snowhill, Snow Hill Queensway, Birmingham, B4 6GH
Joint liquidators	Mark Jeremy Orton & John David Thomas Milsom
Joint liquidators' address	KPMG LLP, One Snowhill, Snow Hill Queensway, Birmingham, B4 6GH
Date of appointment	3 December 2015
Appointed by	Members



## Receipts and payments

### Declaration of solvency

£	ASSET REALISATIONS	£	£
391,000	Inter-company debt	<u>NIL</u>	
	DISTRIBUTIONS		
	Ordinary shareholders	<u>NIL</u>	
<u>391,000</u>			<u>NIL</u>
			<u>NIL</u>

The declaration of solvency for Martonair Limited, sworn by the directors prior to the commencement of the liquidation, showed the Company had intercompany debtors totalling £391,000

The Company had no known creditors. A notice to creditors to prove their claims in the liquidation was advertised in The London Gazette and The Times newspapers on 16 December 2015. No creditors were forthcoming as a result of this advertisement.

Searches of the Index of Proprietors Names at HM Land Registry in the name and former names of the Company proved negative.

## Tax

Following their appointment, the joint liquidators sought and received confirmation from HM Revenue and Customs ("HMRC") that the Company had no outstanding corporation tax returns or liabilities, that it would not raise enquiries into any pre or post liquidation periods and that it had no objection to the liquidators calling a final meeting of members to conclude the liquidation.

A similar assurance was sought and received from HMRC in respect of PAYE and VAT matters.

## Distributions

On 15 April 2016 a distribution was declared of £1 0155844 per share, giving a total of £391,000 on the beneficial holdings of 385,000 Ordinary shares held by IMI Group Limited. The distribution was effected by way of set-off against the intercompany debt due from IMI Holdings Limited totalling £391,000.

## Joint liquidators' remuneration and expenses

A written resolution was passed on 3 December 2015 that the remuneration of the joint liquidators be fixed at their normal charging rates according to the time properly spent by them and members of their staff in attending to matters arising in the winding up of the Company.

In the event, the liquidators' remuneration is to be paid by IMI Plc and accordingly no detailed analysis is included in this report.

## POWER OF ATTORNEY

**THIS POWER OF ATTORNEY** made this 23 day of October 2015 by Mark Jeremy Orton of KPMG LLP, One Snowhill, Snowhill Queensway, Birmingham B4 6GH (hereinafter called "the Principal") **WITNESSES** as follows

1. **THE PRINCIPAL** hereby severally appoints any of the persons listed in the Schedule hereto (each of whom shall hereinafter be called "the Attorney" and is authorised to act as an insolvency practitioner within the meaning of Section 390(2) of the Insolvency Act 1986 (the "Act")) to be the Attorney of the Principal and in his name and on his behalf and as his act and deed or otherwise, pursuant to Section 25 of the Trustee Act 1925 (as substituted by Section 5 of the Trustee Declaration Act 1999)
  - 1 1 to exercise to the fullest extent permitted by law all and any powers and to perform and discharge all and any of the functions and duties conferred or imposed upon the Principal as the holder of, and by virtue of his appointment to, any office, appointment or position as may be held by an insolvency practitioner within the meaning of Part XIII of the Act or any other similar office, appointment or position or as receiver and/or manager of the assets, liabilities or affairs of any individual, corporation, or other person or body of persons,
  - 1 2 and for the purposes aforesaid or any of them to appoint and remove at his pleasure any substitute for or agent under him in respect of all or any of the matters aforesaid upon such terms as the Attorney shall think fit **PROVIDED THAT** such substitute or agent shall be authorised to act as an insolvency practitioner within the meaning of Section 390(2) of the Act;
  - 1 3 generally to execute any deed or sign any document in his own name which may be required and to do any other act matter or thing which the Attorney shall consider necessary or expedient for carrying out any of the purposes or acts hereby authorised in the same manner and as fully and effectively in all respects as the Principal could have done if personally present;
  - 1 4 the Principal agrees to indemnify the Attorney against all expenses, losses and liabilities incurred by him when acting in pursuance of this power,
  - 1 5 this Power of Attorney shall come into force at 12.00 on 23.10.15 and shall remain in force for 12 months expiring at 12.00 on 23.10.16 ;
  - 1 6 this Power of Attorney shall be construed and interpreted according to the law of England and Wales.
- 2 **THE PRINCIPAL** hereby undertakes to ratify everything which the Attorney or any substitute or agent appointed by him under the aforesaid powers shall do or purport to do by virtue of these presents
- 3 **THE PRINCIPAL** hereby revokes any previous Power of Attorney and ratifies all acts carried out by the Attorney under the previous Power of Attorney.

**IN WITNESS** whereof the Principal has executed and delivered this Power of Attorney as a Deed the day and year first written

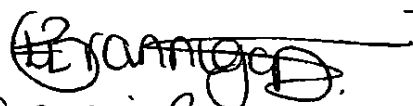
Signed and delivered as a Deed by the said  
Mark Jeremy Orton

in the presence of

Witness Name

Witness Address

Witness Occupation


  
Emma Brannigan

40 KPMG LLP, One Snowhill, Birmingham B4 6GH

Secretary

**SCHEDULE TO THE POWER OF ATTORNEY OF MARK JEREMY ORTON**

Edward George Boyle  
David Costley-Wood  
Robert Andrew Croxen  
Mark Granville Firmin  
Richard Dixon Fleming  
Allan Watson Graham  
Brian Green  
Colin Michael Trevelthyn Haig  
Richard Heis  
Christine Mary Laverty  
Jonathan Charles Marston  
John David Thomas Milsom  
Blair Carnegie Nimmo  
Richard James Philpott  
David John Standish  
James Robert Tucker  
Michael Steven Walker  
William James Wright

  
23.10.2015