

Return of Final Meeting in a Members' Voluntary Winding Up

S.94**Pursuant to Section 94 of the Insolvency Act 1986**

To the Registrar of Companies

Company Number

00610113

Name of Company

(a) Insert full name of
company

(a) Aron Ever-Grip Limited

(b) Insert full name(s) and
address(es)~~/~~ We, (b) Samantha Jane Keen and Patrick Joseph Brazzill

Ernst & Young LLP, 1 More London Place, London, SE1 2AF

(c) Delete as applicable
(d) Insert date

give notice that a general meeting of the company was duly (c) ~~held on~~ [summoned for] (d)
22 September 2014 pursuant to Section 94 of the Insolvency Act 1986, for the purpose of
having an account (of which a copy is attached) (e) 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 (c) ~~that the same was done accordingly~~ [no quorum was present at the meeting]

(e) The copy account must
be authenticated by the
written signature(s) of the
liquidator(s)(f) Insert venue of the
meeting

The meeting was held at (f) Ernst & Young LLP, 1 More London Place, London, SE1 2AF

(d) Insert date

The winding up covers the period from (d) 6 June 2014 to 22 September 2014

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

No resolutions were proposed

Signed



Date

23/9/14

Presenter's name,
address and reference (if
any)

Liam McCausland
Ernst & Young LLP
1 More London Place
London
SE1 2AF

Ref ML7E/LM/SJ/RB/SJK

SATURDAY



A05

A3HBLRX6

27/09/2014

#108

COMPANIES HOUSE

TO THE SHAREHOLDER

22 September 2014

Ref ML7E/LM/SJ/RB/SJK

Direct line 020 7951 7804

Liam McCausland

Dear Sir or Madam

**Aron Ever Grip Limited
(In Members' Voluntary Liquidation) ("the Company")**

As you are aware Patrick Joseph Brazzill and I were appointed as Joint Liquidators of the Company on 6 June 2014. I write to advise you that we are now in a position to conclude the liquidation.

In accordance with Section 94 of the Insolvency Act 1986, a final meeting of members was held on 22 September 2014. The purpose of the meeting was to receive our account of the conduct of the liquidation. This letter constitutes our final progress report to members, which was presented to the meeting.

We are required to provide certain information about the company and the liquidators in accordance with the provisions of the Insolvency Rules 1986. The information can be found in Appendix A of this report.

Progress during the period of the report

A receipts and payments account for the Company is attached at Appendix B.

Assets

At the date of liquidation, the Company's only known asset was an intercompany receivable balance of £1,810,118 due from a fellow group company.

The inter-company receivable balance was distributed in specie to the shareholder on 9 September 2014 which represented a return of £8.12 per share.

Liabilities

The Company had no known creditors at the date of liquidation and, therefore, there have been no payments in the liquidation.

In accordance with Rule 4.182A of the Insolvency Act 1986, an advert was placed in the London Gazette requesting creditors to prove any claims they had against the Company by 14 July 2014. No such claims were received.

The Company is incorporated in England but operated exclusively in Japan through a Japanese branch, as such the Company had no registrations in the UK for Corporation Tax, VAT or PAYE.

THESE DOCUMENTS SONT LA PROPRIETE DE LA BIBLIOTHEQUE DE LA MAIRIE DE MONTREAL

LE 15/05/2014
A 14H00
MONTREAL
LE 15/05/2014
A 14H00
MONTREAL

LE 15/05/2014
A 14H00
MONTREAL
LE 15/05/2014
A 14H00
MONTREAL



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However it is customary to seek confirmation from the tax authorities that they have no objection to the closure of a liquidation. HM Revenue & Customs confirmed they have no objection to the closure of the liquidation.

Joint liquidators' remuneration

Our remuneration was fixed on a time-cost basis by a resolution of the members passed on 6 June 2014. It was agreed that Joint Liquidators' fees were to be paid directly by Toa Gosei Co. Limited. Details of these fees are available on request.

Final meeting of members and conclusion of the liquidation

There is no necessity for members to attend the final meeting or to be represented by proxy. However, should you wish to attend the meeting I should be grateful if you would complete and return the enclosed proxy form and if you would also contact Liam McCausland on the telephone number shown at the beginning of this letter.

Members' rights to further information about, and challenge, remuneration and expenses

In certain circumstances, members are entitled to request further information about our remuneration or expenses, or to apply to court if members consider the costs to be excessive. Further information is provided in Appendix C.

Other matters

Once the final meeting has concluded, we will file our final return and account at Companies House, at which point we will vacate office and receive our release. Approximately three months after the filing of the final return and account, the Companies will be dissolved by the Registrar of Companies.

Yours faithfully
for the Company

S J Keen
Joint Liquidator

S J Keen and P J Brazzill are licensed in the United Kingdom to act as Insolvency Practitioners by the Insolvency Practitioners Association under Section 390(2)(a) of the Insolvency Act 1986.

We may collect, use, transfer, store or otherwise process (collectively "Process") information that can be linked to specific individuals ("Personal Data"). We may Process Personal Data in various jurisdictions in accordance with applicable law and professional regulations including (without limitation) the Data Protection Act 1998.

Aron Ever Grip Limited (In Members' Voluntary Liquidation)**Information about the company and the liquidators**

| | |
|--|--|
| Registered office address of the company | One More London Place, London, SE1 2AF |
| Registered number | 00610113 |
| Full names of the liquidators | Samantha Jane Keen and Patrick Joseph Brazzill |
| Liquidators' address(es) | Ernst & Young LLP, One More London Place, London, SE1 2AF |
| Date of appointment of the joint liquidators | 6 June 2014 |
| Details of any changes of liquidator | None |

Aron Ever Grip Limited

Joint liquidators' receipts and payments account for the period from 6 June 2014 to 22 September 2014 ¹

| Declaration of Solvency Estimated to Realise Values £ | | Total £ |
|---|---------------------------------|------------|
| | Receipts | |
| 1,810,118 | Intercompany balance | - |
| | | - |
| | Payments | |
| | | - |
| | Balance as at 22 September 2014 | - |

- 1 The intercompany receivable balance of £1,810,118 was distributed in specie to Toagosei Co Limited
- 2 The Joint Liquidators' remuneration and disbursements were paid by another group company and consequently do not appear in this receipts and payments account

Members' rights to request further information about remuneration or expenses or to challenge a liquidator's remuneration – Rules 4.49E and 4.148C of the Insolvency Rules 1986, as amended

4 49E Creditors' and members' request for further information

(1) If—

- (a) within the period mentioned in paragraph (2)—
 - (i) a secured creditor, or
 - (ii) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question), or
 - (iii) members of the company in a members' voluntary winding up with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company, or
- (b) with the permission of the court upon an application made within the period mentioned in paragraph (2)—
 - (i) any unsecured creditor, or
 - (ii) any member of the company in a members' voluntary winding up,

makes a request in writing to the liquidator for further information about remuneration or expenses set out in a progress report in accordance with Rule 4 49B(1)(e) or (f) (including by virtue of Rule 4 49C(5)) or in a draft report under Rule 4 49D, the liquidator must, within 14 days of receipt of the request, comply with paragraph (3) except to the extent that the request is in respect of matter in a draft report under Rule 4 49D or a progress report required by Rule 4 108 which (in either case) was previously included in a progress report not required by Rule 4 108

(2) The period referred to in paragraph (1)(a) and (b) is—

- (a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the progress report where it is required by Rule 4 108, and
- (b) 21 days of receipt (by the last of them in the case of an application by more than one member) of the report or draft report in any other case

(3) The liquidator complies with this paragraph by either—

- (a) providing all of the information asked for, or
- (b) so far as the liquidator considers that—
 - (i) the time or cost of preparation of the information would be excessive, or
 - (ii) disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or
 - (iii) the liquidator is subject to an obligation of confidentiality in respect of the information,
 giving reasons for not providing all of the information

(4) Any creditor, and any member of the company in a members' voluntary winding up, who need not be the same as the creditors or members who asked for the information, may apply to the court within 21 days of—

- (a) the giving by the liquidator of reasons for not providing all of the information asked for, or
 - (b) the expiry of the 14 days provided for in paragraph (1),
- and the court may make such order as it thinks just

(5) Without prejudice to the generality of paragraph (4), the order of the court under that paragraph may extend the period of 8 weeks or, as the case may be, 4 weeks provided for in Rule 4 131(1B) or 4 148C(2) by such further period as the court thinks just

(6) This Rule does not apply where the liquidator is the official receiver

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

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