

Section 94

Return of Final Meeting in a
Members' Voluntary Winding UpPursuant to Section 94 of the
Insolvency Act 1986

To the Registrar of Companies

S.94

Company Number

01033554

Name of Company

Audax Limited ✓

I / We ✓

Sean K Croston, 30 Finsbury Square, London, EC2P 2YU

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 ~~held on~~/summoned for 20 March 2015 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

The meeting was held at No 1 Dorset Street, Southampton, Hampshire, SO15 2DP

The winding up covers the period from 25 June 2014 (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 The liquidator's final report was presented to the meeting and no objections had been received to the liquidator receiving his release as liquidator of the company There being no further business the meeting was closed

Signed



Date 20 March 2015

Grant Thornton UK LLP
No 1 Dorset Street
Southampton
SO15 2DP

Ref H01679A/SKC/BWM/KNG/EZF

SATURDAY



A07

A43NFPGB

21/03/2015

#28

COMPANIES HOUSE

Audax Limited
Gass Limited
Gravity-Randall Limited
Harsco Environmental Services Limited
Harsco Infrastructure Limited
MultiServ (SR) Limited
SGB Buckley Limited
SGB Eventlink Limited
SGB Group (Access) Limited
SGB Manufacturing Limited
- All In Member's Voluntary Liquidation (the Companies)

I refer to my appointment as liquidator of the Companies by their shareholders on 25 June 2014

I am now in a position to close the liquidations, to cease to act as liquidator and to report on the conduct of the liquidations to 20 March 2015, the date of the final meetings. I also attach

- Appendix 1, the information prescribed under the Insolvency Act 1986 relating to the Companies,
- Appendix 2, an extract from the Insolvency Rules 1986 relating to the members' rights to request additional information from the liquidator,
- Appendix 3, an account of my receipts and payments in the liquidations, and
- Appendix 4, an extract from the Insolvency Rules 1986 relating to members' rights to challenge the liquidator's fees if excessive

Realisation and distribution of assets

Audax Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 25 June 2014, the company held a nil balance sheet position

Gass Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 25 June 2014, the company's sole asset was an intercompany receivable in the sum of £2 due from SGB Holdings Limited. This debt was distributed in specie to SGB Holdings Limited, its parent company, on 22 December 2014.

Gravity-Randall Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 25 June 2014, the company held a nil balance sheet position

Harsco Environmental Services Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 25 June 2014, the company held a nil balance sheet position

Harsco Infrastructure Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 25 June 2014, the company held a nil balance sheet position

MultiServ (SR) Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 25 June 2014, the company's sole asset was an intercompany receivable in the sum of £1,000 due from Harsco Metals 385 Limited. This debt was distributed in specie to Harsco Metals 385 Limited, its parent company, on 22 December 2014

SGB Buckley Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 25 June 2014, the company's sole asset was an intercompany receivable in the sum of £10 due from Harsco Infrastructure Services Limited. This debt was distributed in specie to Harsco Infrastructure Services Limited, its parent company, on 22 December 2014.

SGB Eventlink Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 25 June 2014, the company's sole asset was an intercompany receivable in the sum of £5,187 due from Harsco Infrastructure Group Limited. This debt was distributed in specie to Harsco Infrastructure Group Limited, its parent company, on 22 December 2014.

SGB Group (Access) Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 25 June 2014, the company's sole asset was an intercompany receivable in the sum of £1 due from SGB Holdings Limited. This debt was distributed in specie to SGB Holdings Limited, its parent company, on 22 December 2014.

SGB Manufacturing Limited

At the commencement of the liquidation and according to the directors' statutory declaration of solvency made on 25 June 2014, the company's sole asset was an intercompany receivable in the sum of £2 due from SGB Holdings Limited. This debt was distributed in specie to SGB Holdings Limited, its parent company, on 22 December 2014.

I attach at Appendix 3 an abstract of my receipts and payments for the period to 20 March 2015. The values placed upon the distributions were based upon the last management accounts for the period ended 25 June 2014 and the declarations of solvency dated 25 June 2014.

HM Revenue and Customs has provided me with confirmation that the Companies have no outstanding tax liabilities and clearance to close the liquidations.

Liquidator's fees and disbursements

It was agreed that the costs of executing the liquidations are to be met by Harsco Investment Limited, as per our letter of engagement dated 7 April 2014. I will write to Harsco Investment Limited under a separate cover, with my final invoice for acting as liquidator of the Companies.

Disbursements have been incurred in relation to statutory advertising and bonding and these will be invoiced to Harsco Investment Limited.

I attach at Appendix 4 a copy of Rule 4.148C of the Insolvency Rules 1986 relating to a liquidator's remuneration, edited for members' voluntary liquidations.

DATED THIS 20TH DAY OF MARCH 2015



Sean K Croston
Liquidator

Appendix 1 - Prescribed information

Company name	Registered number
Audax Limited	01033554
Gass Limited	02320845
Gravity-Randall Limited	00309279
Harsco Environmental Services Limited	02263900
Harsco Infrastructure Limited	00656200
MultiServ (SR) Limited	01863625
SGB Buckley Limited	06456554
SGB Eventlink Limited	04514969
SGB Group (Access) Limited	03182328
SGB Manufacturing Limited	00716475
Registered office	No 1 Dorset Street, Southampton, SO15 2DP
Names of liquidator	Sean K Croston
Address of liquidator	Grant Thornton UK LLP, No 1 Dorset Street, Southampton, SO15 2DP
Liquidators' office-holder number	8930
Date of appointment of liquidator	25 June 2014
Details of any changes of liquidator	None
Telephone and email contact details for the liquidator	Bruce Maidment on 01865 799900 Email bruce.w.maidment@uk.gt.com

Appendix 2 - Rule 4.49E: Members' request for further information (edited for application to a members' voluntary liquidation)

- 1 Members of the company 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 with the permission of the court upon an application, may make a request in writing to the liquidator for further information about remuneration or expenses set out this report
- 2 The periods in which the request or application should be made are
 - (a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the notice and account of his administration of the winding-up where it relates to the resignation of the liquidator under Rule 4.142, 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 must, within 14 days of receipt of the request, either
 - (a) provide 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, give reasons for not providing all of the information
- 4 Any member of the company, who need not be the same as the member(s) who asked for the information, may apply to the court within 21 days of the giving by the liquidator of reasons for not providing all of the information asked for, or the expiry of the 14 days from the date the information was requested, and the court may make such order as it thinks just

Appendix 3 - Abstract of the liquidator's receipts and payments

Audax Limited ✓

Declaration of Solvency		Receipts and payments for the period from 25/06/2014 to 20/03/2015	
	£		£
Assets		Receipts	
Intercompany book debt	Nil	Intercompany book debt, distributed in specie	Nil
	<u>Nil</u>		<u>Nil</u>
Liabilities		Payments	
	Nil	Shareholder capital distributed in specie	Nil
Estimated surplus	<u>Nil</u>	Balance in hand	<u>Nil</u>

Gass Limited

Declaration of Solvency		Receipts and payments for the period from 25/06/2014 to 20/03/2015	
	£		£
Assets		Receipts	
Intercompany book debt	2	Intercompany book debt, distributed in specie	2
	<u>2</u>		<u>2</u>
Liabilities		Payments	
	Nil	Shareholder capital distributed in specie	2
Estimated surplus	<u>2</u>	Balance in hand	<u>Nil</u>

Gravity-Randall Limited

Declaration of Solvency		Receipts and payments for the period from 25/06/2014 to 20/03/2015	
	£		£
Assets		Receipts	
Intercompany book debt	Nil	Intercompany book debt, distributed in specie	Nil
	<u>Nil</u>		<u>Nil</u>
Liabilities		Payments	
	Nil	Shareholder capital distributed in specie	Nil
Estimated surplus	<u>Nil</u>	Balance in hand	<u>Nil</u>

Harsco Environmental Services Limited

Declaration of Solvency		Receipts and payments for the period from 25/06/2014 to 20/03/2015	
	£		£
Assets		Receipts	
Intercompany book debt	Nil	Intercompany book debt, distributed in specie	Nil
	<u>Nil</u>		<u>Nil</u>
Liabilities		Payments	
	Nil	Shareholder capital distributed in specie	Nil
Estimated surplus	<u>Nil</u>	Balance in hand	<u>Nil</u>

Harsco Infrastructure Limited**Declaration of Solvency**

	£
Assets	
Intercompany book debt	Nil
	<u>Nil</u>
Liabilities	
	Nil
Estimated surplus	<u>Nil</u>

Receipts and payments for the period from 25/06/2014 to 20/03/2015

	£
Receipts	
Intercompany book debt, distributed in specie	Nil
	<u>Nil</u>
Payments	
Shareholder capital distributed in specie	Nil
Balance in hand	<u>Nil</u>

MultiServ (SR) Limited**Declaration of Solvency**

	£
Assets	
Intercompany book debt	1,000
	<u>1,000</u>
Liabilities	
	Nil
Estimated surplus	<u>1,000</u>

Receipts and payments for the period from 25/06/2014 to 20/03/2015

	£
Receipts	
Intercompany book debt, distributed in specie	1,000
	<u>1,000</u>
Payments	
Shareholder capital distributed in specie	1,000
Balance in hand	<u>Nil</u>

SGB Buckley Limited**Declaration of Solvency**

	£
Assets	
Intercompany book debt	10
	<u>10</u>
Liabilities	
	Nil
Estimated surplus	<u>10</u>

**Receipts and payments for the
period from 25/06/2014 to
20/03/2015**

	£
Receipts	
Intercompany book debt, distributed in specie	10
	<u>10</u>
Payments	
Shareholder capital distributed in specie	10
Balance in hand	<u>Nil</u>

SGB Eventlink Limited**Declaration of Solvency**

	£
Assets	
Intercompany book debt	5,187
	<u>5,187</u>
Liabilities	
	Nil
Estimated surplus	<u>5,187</u>

**Receipts and payments for the
period from 25/06/2014 to
20/03/2015**

	£
Receipts	
Intercompany book debt, distributed in specie	5,187
	<u>5,187</u>
Payments	
Shareholder capital distributed in specie	5,187
Balance in hand	<u>Nil</u>

SGB Group (Access) Limited**Declaration of Solvency**

	£
Assets	
Intercompany book debt	1
	<u>1</u>
Liabilities	
	Nil
Estimated surplus	<u>1</u>

**Receipts and payments for the
period from 25/06/2014 to
20/03/2015**

	£
Receipts	
Intercompany book debt, distributed in specie	1
	<u>1</u>
Payments	
Shareholder capital distributed in specie	1
Balance in hand	<u>Nil</u>

SGB Manufacturing Limited**Declaration of Solvency**

	£
Assets	
Intercompany book debt	2
	<u>2</u>
Liabilities	
	Nil
Estimated surplus	<u>2</u>

**Receipts and payments for the
period from 25/06/2014 to
20/03/2015**

	£
Receipts	
Intercompany book debt, distributed in specie	2
	<u>2</u>
Payments	
Shareholder capital distributed in specie	2
Balance in hand	<u>Nil</u>

Note:

The distributions in specie referred to above were valued by reference to the last management accounts for the period ended 25 June 2014 and the declarations of solvency dated 25 June 2014

Appendix 4 - Rule 4.148C: Members' claim that a liquidator's remuneration is excessive (edited for application to a members' voluntary liquidation)

- 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 An application must 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') The court may extend these periods as it see fit
- 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