

# LIQ03

## Notice of progress report in voluntary winding up



Companies House

For further information, please  
refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

### 1 Company details

Company number 0 1 8 2 2 9 6 6

Company name in full Northern Investors Company Plc

#### → Filling in this form

Please complete in typescript or in  
bold black capitals.

### 2 Liquidator's name

Full forename(s) Philip

Surname Heddell

### 3 Liquidator's address

Building name/number 1

Street More London Place

Post town London

County/Region

Postcode S E 1 2 A F

Country United Kingdom

### 4 Liquidator's name ①

Full forename(s) Richard

Surname Barker

#### ① Other liquidator

Use this section to tell us about  
another liquidator.

### 5 Liquidator's address ②

Building name/number 1

Street More London Place

Post town London

County/Region

Postcode S E 1 2 A F

Country United Kingdom

#### ② Other liquidator

Use this section to tell us about  
another liquidator.

# LIQ03

## Notice of progress report in voluntary winding up

### 6 Period of progress report

From date	<sup>d</sup> 1	<sup>d</sup> 1	<sup>m</sup> 1	<sup>m</sup> 2	<sup>y</sup> 2	<sup>y</sup> 0	<sup>y</sup> 2	<sup>y</sup> 1
To date	<sup>d</sup> 1	<sup>d</sup> 0	<sup>m</sup> 1	<sup>m</sup> 2	<sup>y</sup> 2	<sup>y</sup> 0	<sup>y</sup> 2	<sup>y</sup> 2

### 7 Progress report

☒ The progress report is attached

### 8 Sign and date

Liquidator's signature

Signature

X

*P. Huchler*

X

Signature date

<sup>d</sup> 0	<sup>d</sup> 6	<sup>m</sup> 0	<sup>m</sup> 2	<sup>y</sup> 2	<sup>y</sup> 0	<sup>y</sup> 2	<sup>y</sup> 3
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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Natasha Debens**

Company name **Ernst & Young LLP**

Address **1 More London Place**

Post town **London**

County/Region

Postcode **S E 1 2 A F**

Country **United Kingdom**

DX

Telephone **020 7951 8971**

**Checklist**

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed the form.

**Important information**

**All information on this form will appear on the public record.**

**Where to send**

**You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**Further information**

For further information please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

TO ALL MEMBERS

6 February 2023

Ref: ML5W/NORTH01/RB/PH/MP/ND  
Direct line: 020 7951 2093  
Maria Prince  
[maria.prince@parthenon.ey.com](mailto:maria.prince@parthenon.ey.com)

Dear Sir or Madam

**Northern Investors Company Plc  
(In Members' Voluntary Liquidation) ("the Company")**

Richard Barker and Patrick Joseph Brazzill were appointed as Joint Liquidators of the Company on 11 December 2018.

Please note that in accordance with a Court Order dated 23 March 2022 ("the Order"), Patrick Joseph Brazzill was replaced as Joint Liquidator by me, Philip Heddell, an Insolvency Practitioner licenced by the Insolvency Practitioners Association.

I now write to provide you with our report on the progress of the liquidation for the period from 11 December 2021 to 10 December 2022. In accordance with the provisions of the Insolvency (England and Wales) Rules 2016, we are required to provide certain information about the Company and the Liquidators. This information can be found in Appendix A of this report. A copy of our receipts and payments account for the period from 11 December 2021 to 10 December 2022 is at Appendix B.

**Background to the winding-up of the Company**

As previously reported, in July 2011, shareholders of the Company approved a change in investment strategy whereby the Company ceased making new investments and began an orderly realisation of its portfolio with a view to returning capital to shareholders. The Company's objective following this change in investment strategy was to realise its assets in a manner that achieves a balance between an efficient return of cash to shareholders and maximise the value of the Company's investments.

Subsequently, during 2018 the board of the Company determined, in consultation with other professional advisors, that the winding-up process should be completed through the Members' Voluntary Liquidation of the Company. A circular was sent to all shareholders of the Company on 16 November 2018 ("the Circular"), in which the directors of the Company recommended proposals for the Members' Voluntary Liquidation of the Company, and this was to be put to shareholders at a General Meeting of the Company.

The Circular set out that the appointment of the Liquidators would facilitate an early distribution utilising funds that were available, with the potential for further payments to follow as the remaining investments were realised.

The resolutions proposed at the General Meeting were passed and the Company was placed into Members' Voluntary Liquidation on 11 December 2018.

At the date of the appointment of the Liquidators, the Company held investments in Lanner Group Limited, Axial Systems Holdings Limited and Weldex (International) Offshore Holdings Limited. The investments comprised equity and loan stock in each of these companies.

### Realisation of Investments

As previously reported, in accordance with the realisation strategy outlined in the Circular, NVM Private Equity LLP ("the Manager") manage the realisation process for the Company's residual investments. The Manager provides their recommendations to the Joint Liquidators who have the final decision on the terms and timing of each realisation.

During the period of this report, the Joint Liquidators have continued to hold quarterly, as well as several ad hoc, meetings with the Manager to discuss performance of the underlying companies in which the investments are held and the associated realisation process.

The Company's remaining investments are held in Axial Systems Holdings Limited and Weldex (International) Offshore Holdings Limited. As reported previously, these investments are illiquid and there is no readily available market in which to sell the investments for a price acceptable to the Manager and the Liquidators, or to other shareholders. The Manager continues to discuss the options available with other shareholders and also management and is hopeful that opportunities to realise these will arise during the next 12 months.

If any material developments arise in respect of these remaining investments prior to our next progress report, further details will be made available to shareholders via the Company's website (<https://nvm.co.uk/investor-area/nic/>).

### Progress during the period of the report

#### Receipts

Please see below details of the material receipts received during the period.

#### ***Loan stock interest***

Loan stock interest totalling £42,188 was received in respect of the Company's investments in Axial Systems Limited.

#### ***Deferred consideration***

Deferred consideration has been received in respect of the Company's former investment in S&P Coil Products Limited (which was sold prior to our appointment). These receipts have totalled £10,084.

We previously reported that up to £20k may be due from this source going forward. It has subsequently been determined that a proportion of these receipts were received prior to our appointment and our understanding is that, following the receipts set out above, further realisations of up to £2k may now be due from this source going forward.

## **Payments**

Please see below material payments made during the period.

### ***Registrars' fees***

During the period, £2,031 was paid to Equiniti Limited (the "Registrar") in respect of the provision of Registrar services.

### ***Professional fees***

During the period, a total of £42,000 was paid in relation to professional fees. These comprised:

Fees amounting to £40,000 were paid to the Manager being the quarterly management fees for the provision of investment advisory services and management.

Professional fees of £2,000 were paid to Philip Hare & Associates LLP for services in relation to the preparation and submission of the corporation tax return and computation for the year ended 10 December 2021.

### ***Irrecoverable VAT***

As the Company is not VAT registered, it is not possible to recover VAT. The Company incurred VAT of £13,547 during the period.

## **Joint Liquidators' remuneration**

Our remuneration was fixed on a time-cost basis by a resolution of the members on 11 December 2018. During the period covered by this report, we have incurred time costs of £92,867. Of this sum, £22,271 has been invoiced and paid for the period ending 19 November 2021 and £41,422 has been invoiced and paid for the period ending 6 May 2022.

At Appendix D to this report there is an analysis of the time spent and a statement of our policy in relation to charging time.

## **Other matters**

CRS/FATCA reporting for the period 1 January 2021 to 31 December 2021 produced a nil return which was submitted by Equiniti Limited to HM Revenue & Customs ("HMRC") on 9 May 2022.

In compliance with the terms of the Order, a block advertisement was advertised in the London Gazette on 7 April 2022. Pursuant to the Order, each member has the right to apply to vary or discharge the Order within 28 days of receipt of this notification.

**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.

I will provide my next communication to all shareholders either when I am in a position to make a further distribution to shareholders, or in 12 months' time, whichever is sooner.

Should you wish to discuss any matters arising from this report, please do not hesitate to contact Maria Prince on the direct line telephone number shown above.

Yours faithfully  
for the Company



Philip Heddell

Joint Liquidator

Philip Heddell and Richard Barker are licensed in the United Kingdom to act as Insolvency Practitioners by the Insolvency Practitioners Association.

The Joint Liquidators may act as data controllers of personal data as defined by the UK General Data Protection Regulation (as incorporated in the Data Protection Act 2018), depending upon the specific processing activities undertaken. Ernst & Young LLP and/or the Company may act as a data processor on the instructions of the Joint Liquidators. Personal data will be kept secure and processed only for matters relating to the Joint Liquidators' appointment. The Office Holder Data Privacy Notice can be found at [www.ey.com/uk/officeholderprivacy](http://www.ey.com/uk/officeholderprivacy).

**Northern Investors Company Plc  
(In Members' Voluntary Liquidation) ("the Company")**

**Information about the Company and the Liquidators**

Registered office address of the company:	1 More London Place, London, SE1 2AF
Registered number:	01822966
Full names of the liquidators:	Philip Heddell and Richard Barker
Liquidators' address(es):	Ernst & Young LLP 1 More London Place, London, SE1 2AF
Telephone number through which the liquidators can be contacted	020 7951 2093
Date of appointment of the joint liquidators:	11 December 2018
Details of any changes of liquidator:	Philip Heddell replaced Patrick Joseph Brazzill as Joint Liquidator on 23 March 2022



**Northern Investors Company Plc**  
**(In Members' Voluntary Liquidation) ("the Company")**

Declaration of Solvency Estimated to Realise Values £		11 December 2018 to 10 December 2021 £	11 December 2021 to 10 December 2022 £	11 December 2018 to 10 December 2022 £
	Receipts			
	Investments			
3,663,300	Sale of Shares	634,228		634,228
	Sale of Loan Stock	239,700		239,700
3,117,500	Funds taken over	3,028,771		3,028,771
300	Bank interest	3,260	449	3,709
-	Deferred consideration	120,244	10,084	130,328
-	Loan Stock interest	270,996	42,188	313,184
<u>6,781,100</u>		<u>4,297,196</u>	<u>52,721</u>	<u>4,349,919</u>
	Payments			
(83,400)	Accrued expenses	-	-	-
(1,253,000)	Other liabilities	-	-	-
-	Bank charges and interest	(81)	(2)	(83)
-	Irrecoverable VAT	(34,573)	(13,547)	(48,120)
-	Liquidators' expenses	(944)	(10)	(954)
-	Liquidators' fees	(133,540)	(63,693)	(197,232)
-	Registrars' fees	(19,025)	(2,031)	(21,056)
-	PAYE/NIC	(1,257)		(1,257)
-	Professional fees	(893,418)	(42,000)	(935,418)
<u>(1,336,400)</u>		<u>(1,082,836)</u>	<u>(121,283)</u>	<u>(1,204,121)</u>
	Distributions			
-	Ordinary shareholders	(2,871,282)	-	(2,871,282)
-		(2,871,282)	-	(2,871,282)
<u>5,444,700</u>	Balance at bank	<u>343,078</u>	<u>(68,562)</u>	<u>274,516</u>
	Represented by			
	Funds in hand	343,078		274,516
		<u>343,078</u>		<u>274,516</u>

**Notes**

- Receipts and payments are stated net of VAT.
- The Joint Liquidators' remuneration was fixed on a time-cost basis by a resolution of the members passed on 11 December 2018.
- The balance in hand is held as follows:  
Interest bearing account £ 274,516
- Investments valued at 10 December 2018 per the Declaration of Solvency. To date, the investment in Lanner Group Limited has been realised.

**Members' rights to request further information about remuneration or expenses or to challenge a liquidator's remuneration – Rules 18.9 and 18.34 of the Insolvency (England and Wales) Rules 2016 (as amended)**

**18.9 Creditors' and members' request for further information**

18.9.—(1) The following may make a written request to the office-holder for further information about remuneration or expenses (other than pre-administration costs in an administration) set out in a progress report under rule 18.4(1)(b), (c) or (d) or a final report or account under rule 18.14—

- (a) a secured creditor;
  - (b) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question);
  - (c) 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;
  - (d) any unsecured creditor with the permission of the court; or
  - (e) any member of the company in a members' voluntary winding up with the permission of the court.
- (2) A request, or an application to the court for permission, by such a person or persons must be made or filed with the court (as applicable) within 21 days of receipt of the report or account by the person, or by the last of them in the case of an application by more than one member or creditor.
- (3) The office-holder must, within 14 days of receipt of such a request respond to the person or persons who requested the information by—
- (a) providing all of the information requested;
  - (b) providing some of the information requested; or
  - (c) declining to provide the information requested.
- (4) The office-holder may respond by providing only some of the information requested or decline to provide the information if—
- (a) the time or cost of preparation of the information would be excessive; or
  - (b) disclosure of the information would be prejudicial to the conduct of the proceedings;
  - (c) disclosure of the information might reasonably be expected to lead to violence against any person; or
  - (d) the office-holder is subject to an obligation of confidentiality in relation to the information.
- (5) An office-holder who does not provide all the information or declines to provide the information must inform the person or persons who requested the information of the reasons for so doing.
- (6) A creditor, and a member of the company in a members' voluntary winding up, who need not be the same as the creditor or members who requested the information, may apply to the court within 21 days of—

(a) the office-holder giving reasons for not providing all of the information requested; or

(b) the expiry of the 14 days within which an office-holder must respond to a request.

(7) The court may make such order as it thinks just on an application under paragraph (6).

**18.34 Members' claim that remuneration is excessive**

18.34.—(1) This rule applies to an application in an administration, a winding-up or a bankruptcy made by a person mentioned in paragraph (2) on the grounds that—

(a) the remuneration charged by the office-holder is in all the circumstances excessive;

(b) the basis fixed for the office-holder's remuneration under rules 18.16, 18.18, 18.19, 18.20 and 18.21 (as applicable) is inappropriate; or

(c) the expenses incurred by the office-holder are in all the circumstances excessive.

(2) The following may make such an application for one or more of the orders set out in rule 18.36 or 18.37 as applicable—

(a) a secured creditor,

(b) an unsecured creditor with either—

(i) the concurrence of at least 10% in value of the unsecured creditors (including that creditor), or

(ii) the permission of the court, or

(c) in a members' voluntary winding up—

(i) 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

(ii) a member of the company with the permission of the court.

(3) The application by a creditor or member must be made no later than eight weeks after receipt by the applicant of the progress report under rule 18.3, or final report or account under rule 18.14 which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report").

Rules 18.9 and 18.34 are reproduced from the Insolvency (England and Wales) Rules 2016, as amended by the Insolvency (England and Wales) (Amendment) Rules 2017, under the terms of Crown Copyright Guidance issued by HMSO.

## Northern Investors Company Plc (In Members' Voluntary Liquidation) ("the Company")

### Joint Liquidators' time costs for the period from 11 December 2021 to 10 December 2022

#### *Liquidators' charging policy for remuneration*

The members have determined that the liquidators' remuneration should be fixed on the basis of time properly spent by the liquidators and their staff in attending to matters arising in the liquidation.

The liquidators have engaged a manager and other staff to work on the cases. The work required is delegated to the most appropriate level of staff taking account of the nature of the work and the individual's experience. Additional assistance is provided by accounting and treasury executives dealing with the company's bank accounts and statutory compliance diaries. Work carried out by all staff is subject to the overall supervision of the liquidators.

All time spent by staff working directly on case-related matters is charged to a separate time code established for each case. Time is charged in units of six minutes. Each member of staff has a specific hourly rate, which is subject to change over time. The average hourly rate for each category of staff over the period is shown below, as are the current hourly rates used. The current hourly rates may be higher than the average rates, if hourly rates have increased over the period covered by this report.

#### SIP9 Analysis for the period 11 December 2021 to 10 December 2022

Classification of work function	Partner / Director	Assistant Director	Other Senior Professionals	Assistants & Support	Total hours this reporting period	Average Hourly Rate	Time costs this reporting period £
Accounting and Administration	4.7	0.6	1.3	20.9	27.5	591.1	16,255
Members	10.0		8.2	7.7	25.9	853.0	22,093
Other Assets	18.4		8.7	3.4	30.5	1,019.4	31,091
Other Matters	1.1		0.1	-	1.2	1,265.4	1,519
Statutory Duties	9.0		4.1	7.9	21.0	828.6	17,400
VAT & Taxation	2.3		2.1	0.3	4.7	959.7	4,511
Grand Total	45.5	0.6	24.5	40.2	110.8	838.1	92,867

#### SIP9 Analysis for the period 11 December 2018 to 10 December 2022

Classification of work function	Partner / Director	Assistant Director	Other Senior Professionals	Assistants & Support	Total hours this reporting period	Average Hourly Rate	Time costs this reporting period £
Accounting and Administration	7.0	12.0	62.5	51.6	133.1	480.7	63,988
Immediate Tasks	0.1	2.0	41.8	0.3	44.2	452.2	19,986
Members	11.8	13.9	32.7	16.5	74.9	685.7	51,357
Other Assets	31.6	12.3	18.9	8.8	71.6	891.5	63,829
Other Matters	1.6	14.8	16.5	0.5	33.4	631.0	21,077
Statutory Duties	13.7	13.2	37.4	31.3	95.6	625.9	59,840
VAT & Taxation	2.7	5.8	20.2	0.7	29.4	608.3	17,885
Grand Total	68.5	74.0	230.0	109.7	482.2	617.9	297,961

Grade description	Hourly rate (£/hour) FY21	Hourly rate (£/hour) FY22 H1	Hourly rate (£/hour) FY22 H2	Hourly rate (£/hour) FY23
Partner/Director	1,025-1,255	1,075-1,320	1,185-1,450	1,305-1,595
Assistant Director	855	900	990	1,090
Other senior professionals	650	685	755	830
Assistants and support	310-480	325-505	360-555	395-610

**Northern Investors Company Plc**  
**(In Members' Voluntary Liquidation) ("the Company")**

**Summary of work undertaken in the period 11 December 2021 to 10 December 2022**

- Undertaking the Joint Liquidators' statutory duties in accordance with the Insolvency Act 1986, including preparation of the annual progress report to all shareholders;
- Liaising with the Registrar to facilitate distribution of the annual progress report to all shareholders;
- Liaising with the Manager on the realisation of assets, including reviewing the remaining investments at both quarterly and additional ad-hoc meetings and discussing the Company's ongoing realisation strategy;
- Monitoring quarterly receipts of loan stock interest and reviewing and approving documentation in relation to the remaining investments when required;
- Responding to various shareholder enquiries and providing updates on the progress of the liquidation, to include timing of future distribution(s);
- Dealing with requests received from shareholders with regards to the transfer of shareholdings, including organisation of stock transfer forms with the Registrar;
- Organising the preparation of the corporation tax return and computation for the year ending 10 December 2021 and reviewing and approving the same once complete;
- Liaising with the Registrar to ensure their shareholder records are accurate and up to date and submission of CRS/FATCA reporting;
- Discussions with the Manager regarding retention requirements in respect of the Company's historic books and records;
- Treasury functions such as bank reconciliations and payments; and
- General care and maintenance throughout.