

Section 94 The Insolvency Act 1986

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

For official use

Company number

2354279

Name of company

Insert full name of
company

Telephone International Media Holdings Ltd

Insert full names and
addresses

We, Blair Carnegie Nimmo
of KPMG LLP
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG United Kingdom

Gerard Anthony Friar
191 West George Street
Glasgow
G2 2LJ

give notice that a general meeting of the company was duly ~~held on~~ [summoned for] 10 August 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 disposed of and ~~[that the same was done accordingly]~~ [no quorum was present at the meeting]

The outcome of the meeting was as follows

- 1 That the Liquidator's statement of account be and is hereby approved
- 2 That the Liquidators were released

Signed



Dated 11 August 2016

Presenter's name
address and reference
(if any)

KPMG LLP
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG United Kingdom

For official use

Insol

Post room



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KPMG LLP
Restructuring
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG United Kingdom

Tel +44 (0) 131 222 2000
Fax +44 (0) 131 527 6666
Kylie.burgess2@kpmg.co.uk

Scottish Power UK Plc
1 Atlantic Quay
Robertson Street
G2 8SP

Our ref 6 1N

Contact Kylie Burgess
0131 4517753

12 July 2016

Dear Directors

**Telephone International Media Holdings Ltd – in Members' Voluntary
Liquidation (the 'Company')
Joint Liquidators – Blair Nimmo and Tony Friar**

Final report to members

I am now in a position to conclude the liquidation and convene the final meeting of members of the Company in accordance with section 94 of the Insolvency Act 1986

I attach as Appendix 1 the Joint Liquidator's receipts and payments account for the period 18 December 2015 to 7 July 2016 and the cumulative receipts and payments to date. I comment below on the principal matters that have arisen in the liquidation

Matters arising during the course of the liquidation

The declaration of solvency, sworn by the directors prior to the commencement of the liquidation, showed neither assets nor liabilities

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 Independent newspaper on 30 December 2015. No creditors were forthcoming as a result of this advertisement

Tax

All pre-liquidation corporation tax matters were handled by Scottish Power's tax team who prepared and submitted all outstanding returns up to the date of commencement of the liquidation to HM Revenue & Customs ('HMRC'). At the request of the Liquidator, HMRC subsequently confirmed that the Company had no outstanding corporation tax



returns or liabilities, that it would not raise enquiries in to any pre or post liquidation periods and that it had no objection to the Joint Liquidators calling a final meeting of members to conclude the liquidation

The Company was not VAT registered

Distributions

The Company owned no assets, therefore, there was no dividend available to shareholders

Liquidators' remuneration

A written resolution was passed on 18 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

However, the liquidator's remuneration will be paid by Scottish Power Limited and accordingly no detailed analysis is included in this report

Final Meeting

I attach a notice of the final meeting of members, which has been convened for 11 15 on 10 August 2016, together with a proxy form. The meeting is convened pursuant to Section 94 of the Insolvency Act 1986 and its purpose is to receive an account showing the manner in which the winding up has been conducted and the property of the company disposed of, and of hearing any explanation which may be given by the joint liquidators

There are no resolutions to be proposed at the meeting

The account to be laid before the meeting is the same as in this letter and attachments. There is no necessity to attend the meeting in person unless you so wish, nor is it necessary for you to complete the proxy form. If you do propose to attend the meeting on 10 August 2016, please contact Kylie Burgess on +44 (0) 131 451 7753 in order that the appropriate arrangements can be made

The Joint Liquidators will file their final return with the Registrar of Companies within 7 days of the final meeting. The company will be dissolved three months thereafter



KPMG LLP
Final report to members
12 July 2016

Yours sincerely
For Telephone International Media Holdings Ltd – in Members' Voluntary Liquidation

A handwritten signature in black ink, appearing to read 'Blair Nimmo'.

pp Blair Nimmo
Joint Liquidator

Blair Carnegie Nimmo and Gerard Anthony Friar are authorised to act as insolvency practitioners by the Institute of Chartered Accountants of Scotland
We are bound by the Insolvency Code of Ethics

**Telephone International Media Holdings Ltd
(In Liquidation)
Liquidators' Abstract of Receipts & Payments**

Declaration of Solvency £	From 18/12/2015 To 07/07/2016 £	From 18/12/2015 To 07/07/2016 £
	NIL	NIL
REPRESENTED BY		NIL

Note

Blair Carnegie Nimmo
Liquidator

**TELEPHONE INTERNATIONAL MEDIA HOLDINGS LTD (IN MEMBERS'
VOLUNTARY LIQUIDATION) ("THE COMPANY")**

**MINUTES OF THE FINAL MEETING OF MEMBERS OF THE COMPANY HELD AT
THE OFFICES OF KPMG LLP, SALTIRE COURT ON 10 August 2016 AT 11.15am**


PRESENT Joyce Thomson

Chairman of the meeting

An account of the Liquidators' acts and dealings and of the conduct of the winding up, which had already been distributed to all shareholders, was available to be presented to the meeting along with a summary of receipts and payments for consideration

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

There being no further business the meeting was closed at 11 30



Joyce Thomson
Chairman of the Meeting