

Section 94

Form 4.71

**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

02518876

Name of Company

Holland Heating UK Limited

I / We

Christopher Richard Frederick Day, PO Box 810, 66 Shoe Lane, London, EC4A 3WA

Stephen Roland Browne, PO Box 810, 66 Shoe Lane, London, EC4A 3WA

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~~ 14 January 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 the same was done accordingly ~~no quorum was present at the meeting.~~

The meeting was held at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ

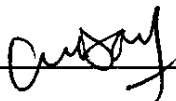
The winding up covers the period from 25 August 2015 (opening of winding up) to the final meeting (close of winding up)

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

The following resolution was passed

"THAT the Joint Liquidator's statement of account for the period of the liquidation be approved"

Signed



Date 14 January 2016

Deloitte LLP
PO Box 810
66 Shoe Lane
London
EC4A 3WA

Ref UTC019L/CMW/DMM/CPB

WEDNESDAY



A14

COMPANIES HOUSE

#146

**HOLLAND HEATING UK LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Company")**

**REPORT TO BE LAID BEFORE THE FINAL GENERAL MEETING OF THE COMPANY
CONVENED FOR 14 JANUARY 2016 PURSUANT TO SECTION 94 OF THE
INSOLVENCY ACT 1986 (AS AMENDED)**

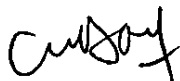
14 January 2016

This report has been prepared to be laid before the member at the final meeting to provide the member with an account of the Liquidators' administration of the winding-up of the Company for the whole period of the liquidation since the date of their appointment on 25 August 2015

The report may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by the member for any purpose other than updating them for information purposes, or by any other person for any purpose whatsoever

Stephen Roland Browne and Christopher Richard Frederick Day were appointed Joint Liquidators of Holland Heating UK Limited on 25 August 2015

All licensed Insolvency Practitioners of Deloitte LLP are licensed in the UK to act as Insolvency Practitioners



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APPENDICES

- 1. Liquidators' Receipts and Payments account for the entire period of the liquidation from 25 August 2015 to 14 January 2016**

ABBREVIATIONS

For the purpose of this report the following abbreviations shall be used

"the Act"	Insolvency Act 1986 (as amended)
"the Company"	Holland Heating UK Limited (In Members' Voluntary Liquidation)
"Deloitte"	Deloitte LLP
"the Liquidators"	Stephen Roland Browne and Christopher Richard Frederick Day of Deloitte LLP
"the Rules"	Insolvency Rules 1986 (as amended)

1. INTRODUCTION

1.1 Introduction

This report has been prepared in accordance with section 94 of the Act to provide a final account of the liquidation of the Company since the Liquidators' appointment on 25 August 2015

This report is the final report to the member

1.2 Details of the appointment of the Liquidators

Stephen Roland Browne and Christopher Richard Frederick Day of Deloitte were appointed Joint Liquidators further to the written resolution of the member dated 25 August 2015

For the purposes of section 231 of the Act, the Liquidators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally

1.3 Final Meeting of Members

Pursuant to section 94 of the Act, a final meeting of the Company's member will be held within the offices of Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ on 14 January 2016

The purpose of the meeting is purely a formality to advise the member on the conduct of the liquidation, as disclosed in this report. The following resolution will be considered at the meeting

Ordinary Resolution

- 1 "THAT the Joint Liquidators' statement of account for the period of the liquidation be approved"

1.4 Vacation of Office

Pursuant to section 171(6)(a) of the Act, the Liquidators will vacate office once the final meeting has been held and a notice confirming the holding of the final meeting and any decisions made has been filed at Companies House

The Company will be dissolved three months after the return of the final meeting has been filed with Companies House

2. LIQUIDATORS' FINAL RECEIPTS AND PAYMENTS ACCOUNT

2.1 Introduction

Please refer to Appendix 1 where we have summarised Receipts and Payments for the entire period of our appointment

The main asset realisations have been summarised in this section

2.2 Receipts

There were no receipts during the course of the liquidation

At the outset of the liquidation, on the basis of the information stated on the Declaration of Solvency, there was an inter-company debtor balance of £1 due from Toshiba Carrier UK Limited and there were no liabilities. No additional assets or liabilities have come to light during the course of the liquidation

2.3 Payments

No payments were made during the course of the liquidation

3. DISTRIBUTIONS TO MEMBERS

3.1 Distributions made

A first and final distribution of the surplus assets of £1 was made on 13 January 2016. This was an 'in specie' distribution to the sole shareholder of the Company, Carrier Transicold (UK) Limited, in respect of their shareholding of 827,000 Ordinary £1 Shares (i.e. at the rate of £0.00000120919 per Ordinary £1 Share).

4. OTHER MATTERS AND INFORMATION TO ASSIST MEMBERS

4.1 Matters completed

Matters completed during the course of the liquidation included mandatory liquidation tasks such as statutory advertising, filings and notifications of the liquidation, plus obtaining formal clearances/searches from HM Land Registry and The Pension Tracing Service. The Liquidators also liaised with HM Revenue & Customs in order to settle tax issues, including corporation tax and PAYE & NIC clearances.

5. LIQUIDATORS' REMUNERATION AND EXPENSES

5.1 Liquidators' Remuneration and Expenses

There were no funds in the estate. The Liquidators' fees and expenses were met by a fellow group company, Ceesail Limited, and calculated as a set fee of £1,200, plus VAT. The total amount paid was £1,440, plus the expenses referred to in the next section.

5.2 Expenses

Please refer to the table below for details of expenses incurred by the Liquidators.

Nature of expenses	Total (£)
Statutory advertising costs	195.79
HM Land Registry search fees	44.00
Liquidators' statutory insurance bond	0.08
Total	239.87

These expenses have been recovered in full by the Liquidators.

5.3 Members' right to request further information

Members of the Company with at least 5% in value of the total voting rights of all the members having the right to vote at general meetings of the Company, or, any member with permission of the Court, may, in writing, request the Liquidators to provide additional information regarding remuneration or expenses to that already supplied within this report. Such requests must be made within 21 days of receipt of this report.

5.4 Members' right to challenge Remuneration and/or Expenses

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 permission of the Court, may apply to the Court for one or more orders, reducing the amount or the basis of remuneration which the Liquidators are entitled to charge or otherwise challenging some or all of the expenses incurred.

Please note that such challenges may not disturb remuneration or expenses approved under prior reports.

**HOLLAND HEATING UK LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION)**

JOINT LIQUIDATORS' FINAL RECEIPTS AND PAYMENTS ACCOUNT AS AT 14 JANUARY 2016

	Declaration of Solvency Estimated to Realise £	Whole period of liquidation from 25 August 2015 to 14 January 2016 £
Receipts		
Amount due from Toshiba Carrier UK Limited	1	
	<u>1</u>	<u>Nil</u>
Payments		
	<u>Nil</u>	<u>Nil</u>
Source Deloitte Analysis		

General Notes

The receipts and payments account must be read in conjunction with the attached notes and report

NOTES TO THE FINAL RECEIPTS AND PAYMENTS ACCOUNT

- 1 A first and final distribution of the surplus assets of £1 was made on 13 January 2016. This was an 'in specie' distribution to the sole shareholder of the Company, Carrier Transicold (UK) Limited, in respect of their shareholding of 827,000 Ordinary £1 Shares (i.e. at the rate of £0.00000120919 per Ordinary £1 Share).

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CNE DAY

Company Number: 02518876

THE INSOLVENCY ACT 1986

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

**HOLLAND HEATING UK LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Company")**

Passed on 14 January 2016

At the final general meeting of the Company duly convened and held at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ on 14 January 2016 at 10 50 a m , the following resolution was duly passed

Ordinary Resolution

"THAT the Joint Liquidators' statement of account for the period of the liquidation be approved "


C R F Day
CHAIRMAN

Date 14 January 2016

Company Number: 02518876

**HOLLAND HEATING UK LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Company")**

Minutes of the reconvened final general meeting of the Company held at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ on 14 January 2016 at 10 50 a m

Present:

C R F Day – Joint Liquidator, in the Chair and representing the member, Carrier Transicold (UK) Limited

1. Notice

The attached notice of the meeting had been sent to the sole member of the Company with a report outlining the Joint Liquidators' acts and dealings and the conduct of the winding-up for the whole period of the liquidation. The notice was also advertised in The London Gazette on 4 December 2015

2. Quorum

The Chairman confirmed that the meeting was quorate as the sole member was represented by proxy

3. Joint Liquidators' Final Report

A copy of the Joint Liquidators' final report dated 14 January 2016 was provided to the meeting

4. Joint Liquidators' Account

IT WAS RESOLVED AS AN ORDINARY RESOLUTION

"THAT the Joint Liquidators' statement of account for the period of the liquidation be approved"

There being no further business, the meeting then terminated



C R F Day
CHAIRMAN

Date 14 January 2016

FORMAL NOTICE OF FINAL MEETING

**HOLLAND HEATING UK LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Company")**

Company Number: 02518876
Registered Office: Hill House, 1 Little New Street, London, EC4A 3TR
Principal Trading Address: United Technologies House, Guildford Road, Leatherhead, Surrey, KT22 9UT
Previous Name(s): n/a
Date of Liquidation: 25 August 2015

NOTICE IS HEREBY GIVEN, pursuant to Section 94 of the Insolvency Act 1986 (as amended), that a final general meeting of the Company will be held at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ on 7 January 2016 at 10 50 a.m., for the purpose of receiving 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 that may be given by the Joint Liquidators

The meeting will also consider and, if thought fit, pass the following resolution

Ordinary Resolution

1 "THAT the Joint Liquidators' statement of account for the period of the liquidation be approved"

Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. Proxy forms to be used at the meeting must be lodged with the Joint Liquidators at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ no later than 12 noon on the preceding business day.

Please contact Usman Hyder on +44 (0) 20 7303 4534 or at uhyder@deloitte.co.uk for further information

Stephen Roland Browne
Joint Liquidator
Office Holder Number 009281

Christopher Richard Frederick Day
Joint Liquidator
Office Holder Number 008072

Dated 15 December 2015

[MVL_066]

**HOLLAND HEATING UK LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Company")**

Attendance register for the final general meeting of the Company

Location: Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ

Date: 14 January 2016

Time: 10 50 a m

Proxy-Holder	Member Represented	No. of Shares Held
Chairman of the Meeting	Carrier Transicold (UK) Limited	827,000 Ordinary £1 Shares

C R F Day
CHAIRMAN

Date 14 January 2016

HOLLAND HEATING UK LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Company")

Schedule of proxy forms received for the final general meeting of the Company due to be held on 14 January 2016

Total number of proxy forms received by 12 noon on the preceding business day

Proxy No.	Proxy-Holder	Member Represented	No. of Shares Held	Voting for Resolution as per attached notice
Valid 1	Chairman of the Meeting	Carrier Transicold (UK) Limited	827,000 Ordinary £1 Shares	FOR
Invalid				


C R F Day
CHAIRMAN

Date 14 January 2016