

Section 94

**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

04230439

Name of Company

Seton House Group Ltd

We

Mark Jeremy Orton, One Snowhill, Snow Hill Queensway, Birmingham, B4 6GH

John David Thomas Milsom, 15 Canada Square, Canary Wharf, London, E14 5GL

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 summoned for 22 March 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 no quorum was present at the meeting

The meeting was held at KPMG, ONE SNOWHILL, SNOW HILL QUEENSWAY, BIRMINGHAM, B4 6GH

The winding up covers the period from 4 February 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

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

Signed



Date 22 March 2016

KPMG LLP
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

Ref SF205E0057/ET/SJH/GA/JAC

THURSDAY



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COMPANIES HOUSE

Seton House Group Ltd
(In Liquidation)
Liquidators' Abstract of Receipts & Payments
From 4 February 2015 To 22 March 2016

S of A £		£	£
	ASSET REALISATIONS		
634,856 00	Intercompany debtor	590,974 00	
7 00	Investments in subsidiaries	NIL	
2,833 00	VAT refunds (pre-liq)	NIL	
7,251,760 00	Cash at bank	7,295,446 15	
			7,886,420 15
	OTHER REALISATIONS		
	Bank interest, gross	1,519 05	
			1,519 05
	COST OF REALISATIONS		
(35,488 00)	Liquidator's fees	NIL	
			NIL
	UNSECURED CREDITORS		
(3,616,638 00)	Connected companies	3,616,638 00	
			(3,616,638 00)
	DISTRIBUTIONS		
	Ordinary shareholders	4,271,301 20	
			(4,271,301 20)
4,237,330 00			NIL
	REPRESENTED BY		
			NIL

Note: Distribution to shareholder declared and paid on 04 March 2015 of £4,271,301 20 per Ordinary share totalling £4,271,301 20


Mark Jeremy Orton
Liquidator

Seton House Group Limited- in members' voluntary liquidation (the 'Company')

Liquidators' final progress report for the period from 04 February 2015 to 22 March 2016 prepared for the final meeting of members to be held on 22 March 2016

Name	Seton House Group Limited
Trading name / Former names	None
Company number	04230439
Previous registered office	8 Hanover Street, London, W1S 1YQ
Present registered office	KPMG LLP, One Snowhill, Snow Hill Queensway, Birmingham, B4 6GH
Joint liquidators	Mark Jeremy Orton & John David Thomas Milsom
Joint liquidators' address	KPMG LLP, One Snowhill, Snow Hill Queensway, Birmingham, B4 6GH
Date of appointment	04 February 2015
Appointed by	Members

Receipts and payments

Declaration of
solvency

£	ASSET REALISATIONS	£	£
7,251,760	Balance at bank	7,295,446 15	
634,856	Inter-company debtors		
2,833	VAT		
7	Investments in subsidiaries		
	Bank interest	1519 05	
		<u>7,296,965 20</u>	
	LIABILITIES		
(3,616,638)	Inter-company		
(35,488)	Creditors		
	DISTRIBUTIONS		
	Ordinary shareholders	<u>7,296,965 20</u>	
<u>4,237,330</u>			<u>NIL</u>
			<u>NIL</u>

The declaration of solvency for Seton House Group, sworn by the directors prior to the commencement of the liquidation, showed the Company had a balance at bank of £7,251,760, inter-company debtors of £634,856, VAT due of £2,833 and investments in subsidiaries totalling £7. A first and final cash distribution was declared on 04 March 2015, see details below. The VAT refund due to the Company was paid to parent company, PAIG Investments Limited (also in members' voluntary liquidation) as the Company no longer held a bank account.

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 Times newspapers on 06 February 2015. No creditors were forthcoming as a result of this advertisement.

Searches of the Index of Proprietors Names at HM Land Registry in the name of the Company proved negative.

Tax

Following their appointment, the joint liquidators sought and received confirmation from HM Revenue and Customs ("HMRC") that the Company had no outstanding corporation tax returns or liabilities, that it would not raise enquiries into any pre or post liquidation periods and that it had no objection to the liquidators calling a final meeting of members to conclude the liquidation.

A similar assurance was sought and received from HMRC in respect of PAYE and VAT matters.



Distributions

On 04 March 2015 a first and final distribution of £4,271,301 20 per Ordinary share was declared to the shareholder, PAIG Investments Limited. A bank transfer of £7,296,965 20 was made to PAIG Investments Limited's liquidation account on 04 March 2015 which comprised the distribution payment of £4,271,301 20 in respect of the shareholding of 1 Ordinary share and settlement of the intercompany debtor/creditor balance between PAIG Investments Limited and Seton House Group Limited totalling £3,025,664.

Joint liquidators' remuneration and expenses

A written resolution was passed on 04 February 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.

In the event, the liquidators' remuneration has been paid by PAIG Investments Limited and accordingly no detailed analysis is included in this report.