

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

06032799

Name of Company

Dundas Group Holdings 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 30 June 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 No 1 Dorset Street, Southampton, Hampshire, SO15 2DP

The winding up covers the period from 19 December 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 liquidator's final report was presented to the meeting at which no quorum was present
No objections have been received to the liquidator obtaining his release as liquidator of the company
There being no further business conducted the meeting was closed

Signed



Date 30 June 2016

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

Ref A97001B/SKC/CMC/DCA/EZF

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COMPANIES HOUSE

**Dundas Group Holdings Limited – In Member's Voluntary Liquidation
(the Company)**

I refer to my appointment as liquidator of the Company by its sole shareholder on 19 December 2015

I am now in a position to close the liquidation and to cease to act as liquidator and to report on the conduct of the liquidation to 30 June 2016, the date of the final meeting. I also attach

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

Realisation and distribution of assets

The sole director's statutory declaration of solvency made on 19 December 2015 disclosed that the Company's sole asset is an inter-company receivable of £235,242 due from ABB Limited, its parent company

On 20 June 2016 I made a first and final capital distribution in specie to ABB Limited, in accordance with the Company's Articles of Association in respect of ABB Limited's holding of A Ordinary and B Ordinary shares. The value placed upon this distribution was based upon the director's declaration of solvency and the Company's management accounts as at 4 December 2015

On 20 June 2016 the Company received a distribution in specie of £1 from its subsidiary Dundas Holdings Limited, also in member's voluntary liquidation, which has been effected by set off against the inter-company payable of £1 due from the Company to Dundas Holdings Limited

There have been no other transactions during the liquidation. I attach at Appendix 2 an abstract of my receipts and payments for the liquidation to 30 June 2016

Following completion of the Company's pre-liquidation tax compliance, HM Revenue & Customs has provided me with confirmation that the Company has no outstanding tax liabilities and clearance to close the liquidation

Liquidator's fees and disbursements

On 19 December 2015 the Company's sole shareholder resolved that my fees for acting as liquidator be fixed by reference to my time costs. Disbursements have been incurred in relation to statutory advertising and bonding only

My fees and disbursements for this liquidation are being met by a third party with whom I have corresponded separately in regards to payment of these

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



Sean K Croston
Liquidator

30 June 2016

Appendix 1 - Prescribed information

Company name	Dundas Group Holdings Limited
Registered number	06032799
Registered office	No 1 Dorset Street Southampton Hampshire SO15 2DP
Names of liquidator	Sean K Croston
Address of liquidator	Grant Thornton UK LLP No 1 Dorset Street Southampton Hampshire SO15 2DP
Liquidator's office-holder number	8930
Date of appointment of liquidator	19 December 2015
Details of any changes of liquidator	None
Contact details	Cara Cox on 023 8038 1137 Email cara.cox@uk.gt.com

Appendix 2 – Abstract of the liquidator's receipts and payments

	Declaration of Solvency (£)	19/12/2015 to 30/06/2016 (£)
Receipts		
Inter-company book debt, distributed in specie	235,242	235,242
Investments		1
Total receipts	<u>235,242</u>	<u>235,243</u>
Payments		
Shareholder capital distribution, distributed in specie		235,242
Inter-company payable		1
Total payments		<u>235,243</u>
Balance in hand		<u>Nil</u>

Appendix 3 - 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 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