

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 06302477

Company name in full GHD Group Holdings Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Adrian Peter

Surname Berry

3 Liquidator's address

Building name/number Teneo Financial Advisory Limited

Street 156 Great Charles Street

Queensway

Post town Birmingham

County/Region West Midlands

Postcode B3 3HN

Country United Kingdom

4 Liquidator's name ①

Full forename(s) Stephen Roland

Surname Browne

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number Teneo Financial Advisory Limited

Street 156 Great Charles Street

Queensway

Post town Birmingham

County/Region West Midlands

Postcode B3 3HN

Country United Kingdom

② Other liquidator

Use this section to tell us about
another liquidator.

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6 Final account

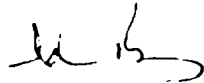
☒ I have delivered the final account of the winding up to the members in accordance with Section 94(2) and attach a copy.

7 Sign and date

Liquidator's signature

Signature

X



X

Signature date

^d

2

^d

1

^m

1

^m

2

^y

2

^y

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2

LIQ13

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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 Tia Elkington

Company name Teneo Financial Advisory Limited

Address 156

Great Charles Street

Queensway

Post town Birmingham

County/Region West Midlands

Postcode B 3 3 H N

Country United Kingdom

DX

Telephone +44 (0) 11 3396 0147



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 or email 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

LION/GLORIA BIDCO LIMITED (COMPANY NUMBER: 08322092)
LION/GLORIA HOLDCO LIMITED (COMPANY NUMBER: 08321865)
LION/GLORIA MIDCO LIMITED (COMPANY NUMBER: 08336210)
LION/GLORIA MIDCO 2 LIMITED (COMPANY NUMBER: 08336399)
LION/GLORIA MIDCO 3 LIMITED (COMPANY NUMBER: 08336876)
JEMELLA GROUP (HOLDINGS) LIMITED (COMPANY NUMBER: 05657472)
GHD GROUP LIMITED (COMPANY NUMBER: 06302478)
GHD GROUP HOLDINGS LIMITED (COMPANY NUMBER: 06302477)
GHD HOLDINGS LIMITED (COMPANY NUMBER: 06302502)
GHD BONDCO LIMITED (COMPANY NUMBER: 08953497)

(ALL IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Companies")

Teneo Financial Advisory Limited
156 Great Charles Street
Queensway
Birmingham
B3 3HN

FINAL ACCOUNTS PURSUANT TO RULE 5.9 OF THE INSOLVENCY (ENGLAND & WALES)
RULES 2016 ("the Rules") AND SECTION 94 OF THE INSOLVENCY ACT 1986 (AS AMENDED)
("the Act")

21 December 2022

Adrian Peter Berry and Stephen Roland Browne ("the Liquidators") were appointed Joint Liquidators of the Companies further to resolutions of the members of each company dated 10 January 2022. All licensed Insolvency Practitioners of Teneo Financial Advisory Limited ("Teneo") are licensed in the UK to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.

For the purpose 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.

This report has been prepared for the sole purpose of updating the members for information purposes. The report may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by the members for any purpose other than updating them for information purposes, or by any other person for any purpose whatsoever.

A.P. Berry and S.R. Browne
Teneo Financial Advisory Limited
156 Great Charles Street
Queensway
Birmingham
B3 3HN

Tel: +44 (0) 11 3396 0147

1. SUMMARY OF EVENTS

Key Messages	Commentary																						
Important notice re: Liquidators' contact details	<ul style="list-style-type: none"> Teneo Restructuring Limited changed its name to Teneo Financial Advisory Limited ("Teneo"), on 21 December 2021. Our Teneo contact details are provided on the cover page. 																						
Conduct of the liquidations	<ul style="list-style-type: none"> The matters completed during the liquidations include mandatory liquidation tasks such as statutory advertising, filings at Companies House, notifications of the liquidations. In addition, a six monthly case review has also been carried out. The Liquidators also liaised with the Companies, their tax advisors and HM Revenue & Customs ("HMRC") with regard to the submission of outstanding tax returns and the finalisation of all tax matters. The position in respect of corporation tax clearances received is provided below: <table border="1"> <thead> <tr> <th>Company Name</th><th>Corporation tax clearance was obtained on:</th></tr> </thead> <tbody> <tr> <td>Lion/Gloria BidCo Limited</td><td>3 March 2022</td></tr> <tr> <td>Lion/Gloria HoldCo Limited</td><td>3 March 2022</td></tr> <tr> <td>Lion/Gloria MidCo Limited</td><td>15 August 2022</td></tr> <tr> <td>Lion/Gloria MidCo 2</td><td>3 March 2022</td></tr> <tr> <td>Lion/Gloria MidCo 3 Limited</td><td>28 March 2022</td></tr> <tr> <td>Jemella Group (Holdings) Limited</td><td>3 March 2022</td></tr> <tr> <td>GHD Group Limited</td><td>3 March 2022</td></tr> <tr> <td>GHD Group Holdings Limited</td><td>15 August 2022</td></tr> <tr> <td>GHD Holdings Limited</td><td>3 March 2022</td></tr> <tr> <td>GHD BondCo Limited</td><td>15 August 2022</td></tr> </tbody> </table> Clearance from HMRC's Enforcement and Insolvency Services Team has not been received in respect of VAT or PAYE/NIC for any of the Companies, despite repeated requests. Due to severe delays processing group registration changes, we liaised with the Companies' Customer Compliance Manager at HMRC over a period of 6 months in order to progress their removal from the VAT group. The removal was finally confirmed via email on 12 October 2022. <p>None of the Companies were registered for PAYE/NIC and were never registered for VAT individually. The Companies have been removed from their VAT group. On the basis of this and the fact that Liquidators have given notice to all potential creditors to submit claims, the Liquidators consider that any potential claim in respect of VAT and PAYE/NIC has been dealt with via the provable claims rules. The matter is therefore considered closed.</p> <ul style="list-style-type: none"> There have been no receipts or payments in any of the Companies. All costs, including our remuneration, were met by group company, Jemella Limited. No creditors' claims were notified to the Liquidators in respect of any of the Companies. 	Company Name	Corporation tax clearance was obtained on:	Lion/Gloria BidCo Limited	3 March 2022	Lion/Gloria HoldCo Limited	3 March 2022	Lion/Gloria MidCo Limited	15 August 2022	Lion/Gloria MidCo 2	3 March 2022	Lion/Gloria MidCo 3 Limited	28 March 2022	Jemella Group (Holdings) Limited	3 March 2022	GHD Group Limited	3 March 2022	GHD Group Holdings Limited	15 August 2022	GHD Holdings Limited	3 March 2022	GHD BondCo Limited	15 August 2022
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GHD Holdings Limited	3 March 2022																						
GHD BondCo Limited	15 August 2022																						

Costs of the liquidations	<ul style="list-style-type: none">We have been paid £20,000 in total excluding expenses, disbursements and VAT in respect of the liquidations. A further invoice will be raised in due course. Please see sections 2.2 to 2.4 for further details.
Distributions to the members	<ul style="list-style-type: none">No distributions were made to the members of the Companies as there were no assets available for distribution.

2. LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNTS AND COSTS

All costs have been met by another group company, Jemella Limited.

2.1 Receipts and Payments

There have been no transactions during the liquidations, as evidenced below:

Lion/Gloria BidCo Limited

Joint Liquidators' final receipts and payments account for the period from 10 January 2022 to 21 December 2022 and for the period of appointment

£	Declaration of Solvency values	10 January 2022 to 21 December 2022	10 January 2022 to 21 December 2022
Receipts			
Intercompany receivable	-	-	-
Total receipts	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Payments			
	-	-	-
Total payments	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>

Lion/Gloria HoldCo Limited

Joint Liquidators' final receipts and payments account for the period from 10 January 2022 to 21 December 2022 and for the period of appointment

£	Declaration of Solvency values	10 January 2022 to 21 December 2022	10 January 2022 to 21 December 2022
Receipts			
Intercompany receivable	-	-	-
Total receipts	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Payments			
	-	-	-
Total payments	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>

Lion/Gloria MidCo Limited

Joint Liquidators' final receipts and payments account for the period from 10 January 2022 to 21 December 2022 and for the period of appointment

£	Declaration of Solvency values	10 January 2022 to 21 December 2022	10 January 2022 to 21 December 2022
Receipts			
Intercompany receivable	-	-	-
Total receipts	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Payments			
	-	-	-
Total payments	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>

Lion/Gloria MidCo 2 Limited

Joint Liquidators' final receipts and payments account for the period from 10 January 2022 to 21 December 2022 and for the period of appointment

£	Declaration of Solvency values	10 January 2022 to 21 December 2022	10 January 2022 to 21 December 2022
Receipts			
Intercompany receivable	-	-	-
Total receipts	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Payments			
	-	-	-
Total payments	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>

Lion/Gloria MidCo 3 Limited

Joint Liquidators' final receipts and payments account for the period from 10 January 2022 to 21 December 2022 and for the period of appointment

£	Declaration of Solvency values	10 January 2022 to 21 December 2022	10 January 2022 to 21 December 2022
Receipts			
Intercompany receivable	-	-	-
Total receipts	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Payments			
	-	-	-
Total payments	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>

Jemella Group (Holdings) Limited

Joint Liquidators' final receipts and payments account for the period from 10 January 2022 to 21 December 2022 and for the period of appointment

£	Declaration of Solvency values	10 January 2022 to 21 December 2022	10 January 2022 to 21 December 2022
Receipts			
Intercompany receivable	-	-	-
Total receipts	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Payments			
	-	-	-
Total payments	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>

GHD Group Limited

Joint Liquidators' final receipts and payments account for the period from 10 January 2022 to 21 December 2022 and for the period of appointment

£	Declaration of Solvency values	10 January 2022 to 21 December 2022	10 January 2022 to 21 December 2022
Receipts			
Intercompany receivable	-	-	-
Total receipts	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Payments			
	-	-	-
Total payments	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>

GHD Group Holdings Limited

Joint Liquidators' final receipts and payments account for the period from 10 January 2022 to 21 December 2022 and for the period of appointment

£	Declaration of Solvency values	10 January 2022 to 21 December 2022	10 January 2022 to 21 December 2022
Receipts			
Intercompany receivable	-	-	-
Total receipts	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Payments			
	-	-	-
Total payments	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>

GHD Holdings Limited

Joint Liquidators' final receipts and payments account for the period from 10 January 2022 to 21 December 2022 and for the period of appointment

£	Declaration of Solvency values	10 January 2022 to 21 December 2022	10 January 2022 to 21 December 2022
Receipts			
Intercompany receivable	-	-	-
Total receipts	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Payments			
	-	-	-
Total payments	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>

GHD BondCo Limited

Joint Liquidators' final receipts and payments account for the period from 10 January 2022 to 21 December 2022 and for the period of appointment

£	Declaration of Solvency values	10 January 2022 to 21 December 2022	10 January 2022 to 21 December 2022
Receipts			
Intercompany receivable	-	-	-
Total receipts	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Payments			
	-	-	-
Total payments	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Balance	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>

2.2 Liquidators' Remuneration

The basis of our remuneration was fixed on a time costs basis by the respective members of the Companies on 13 August 2021 however, as there were no funds in the estates, our fees were met by another group company, Jemella Limited.

We have been paid £20,000 in total excluding expenses, disbursements and VAT. A final invoice expected to be in the region of £20,000 excluding expenses, disbursements and VAT will be raised following the conclusion of the liquidation and will be settled by Jemella Limited. This will bring our total fee to £40,000 excluding expenses, disbursements and VAT.

2.3 Liquidators' Expenses (including disbursements)

Expenses are divided into those that do not need advance approval before they are charged (category 1 expenses) and those that do (category 2 expenses).

Category 1 expenses: These are payments made by us direct to third parties and for which no approval is required.

Category 2 expenses: Specific approval is required before these costs and expenses can be drawn from the liquidation estate and was given by the members of the respective Companies on 13 August 2021.

Expenses (including disbursements) incurred in the report period and during the period of the liquidations

Category 1 Expenses

Details of all expenses (including disbursements) incurred during the period and during the period of the liquidation are given below, and from which it can be seen that we have recovered our expenses in full. All expenses have been met by another group company, Jemella Limited.

Addleshaw Goddard, who are experienced in this area, were engaged by us at the request of the member to provide company secretary support and legal advice, in respect of which they have incurred fees of £23,500 plus VAT during the report period and during the period of the liquidations. As these costs were initially settled by Teneo, they have been classified as a disbursement and are therefore included in the table provided below:

Category 1 Expenses

£ (net)	Incurred in report period	Total cost for the period of the appointment	Unpaid
Statutory advertising	931.50	931.50	-
Liquidators' statutory bond	230.00	230.00	-
Company secretary legal support & advice	23,500.00	23,500.00	-
Total expenses	24,661.50	24,661.50	Nil

A further expense totalling £110 plus VAT in respect of HM Land Registry search fees was incurred before the commencement of the liquidation and has been recovered in full, settled by Jemella Limited.

Category 2 Expenses

No Category 2 expenses were incurred in the report period or during the period of the liquidations.

3. INFORMATION FOR THE MEMBERS

3.1 Members' right to request further information

Members of each 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 that Company, or, any member with permission of the Court, may, in writing, request us 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, in accordance with Rule 18.9 of the Rules.

3.2 Members' right to challenge Remuneration and/or Expenses

Members of each Company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of that Company, or, any member with permission of the Court, may apply to the Court for one or more orders (in accordance with Rule 18.34 of the Rules), reducing the amount or the basis of remuneration which we are entitled to charge or otherwise challenging some or all of the expenses incurred.

Such applications must be made within eight weeks of receipt by the applicant(s) of the progress report detailing the remuneration and/or expenses being complained of, in accordance with Rule 18.34 of the Rules.

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

"A Creditors' Guide to Liquidators' Remuneration" is available for download at [R3 | Technical Library | England & Wales | Guidance | Fees](#)

Should you require a paper copy, please send your request in writing to us at the address on the front of this report and this will be provided to you at no cost.

This document is confidential and prepared solely for your information. Therefore you should not, without our prior written consent, refer to or use our name or this document for any other purpose, disclose them or refer to them in any prospectus or other document, or make them available or communicate them to any other party. No other party is entitled to rely on our document for any purpose whatsoever and thus we accept no liability to any other party who is shown or gains access to this document.

Teneo Financial Advisory Limited is registered in England & Wales with registered number 13192958 and its registered office at 5th Floor, 6 More London Place London, SE1 2DA, United Kingdom.