

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

08418876

Name of Company

DG 212 Limited

I/We Sean K Croston
No 1 Dorset Street
Southampton
SO15 2DP

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 29 November 2013 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 the offices of Grant Thornton UK LLP, No 1 Dorset Street, Southampton, Hampshire, SO15 2DP

The winding up covers the period from 7 May 2013 (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 report was presented to the final meeting at which no quorum was present
No objections had been received to the liquidator receiving his release as liquidator of the company
There being no further business conducted the meeting was closed

Signed



Date 29 November 2013

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

Ref D01038/SKC/BWM/DCA

WEDNESDAY



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04/12/2013

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COMPANIES HOUSE

DG 212 Limited - In Member's Voluntary Liquidation

I refer to my appointment as liquidator of the company by its sole shareholder on 7 May 2013

I am now in a position to close the liquidation, to cease to act as liquidator and to report on the conduct of the liquidation to 29 November 2013, 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 the members' rights to request additional information from the liquidator, and
- Appendix 4, an extract from the Insolvency Rules 1986 relating to members' rights to challenge the liquidator's fees if excessive,

Realisation and distribution of assets

The director's statutory declaration of solvency made on 7 May 2013 disclosed that the company's assets comprised of cash at bank of £2,591,905 and £2 in respect of the company's investment in G I B S Limited. Estimated costs of liquidation were accounted for in the declaration of solvency as being £6,905, leaving an estimated surplus of £2,585,002.

Following my appointment I realised £2,591,905 as the company's cash at bank and paid a capital distribution of £2,585,000 to Mr Gardiner, the company's sole shareholder. I also distributed in specie to Mr Gardiner the company's £2 investment in G I B S Limited. The value placed upon this distribution in specie was based upon the net asset value of G I B S Limited and the director's declaration of solvency dated 7 May 2013.

I attach at Appendix 2 an abstract of my receipts and payments account for the liquidation to 29 November 2013.

HM Revenue and Customs (HMRC) 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 7 May 2013 the company resolved that my fee for acting as liquidator be fixed at £5,000 plus disbursements and VAT.

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.

DATED THIS 29TH DAY OF NOVEMBER 2013



Sean Croston
Liquidator

Appendix 1 - Prescribed information

Company name	DG 212 Limited
Registered number	08418876
Registered office	No 1 Dorset Street Southampton Hampshire SO15 2DP
Name of liquidator	Sean 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	7 May 2013
Details of any changes of liquidator	None
Telephone and email contact details for the liquidator	Bruce Maidment on 01865 799900 Email bruce.w.maidment@uk.gt.com

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

Declaration of Solvency		Receipts and payments for the period from 7 May 2013 to 29 November 2013	
	£		£
Assets		Receipts	
Balance at bank	2,591,905	Balance at bank	2,591,904 56
Investments	2	Investment, distributed in specie	2 00
	<u>2,591,907</u>		<u>2,591,906 56</u>
Liabilities		Payments	
Estimated costs of liquidation	6,905	Liquidator's fee	5,000 00
		Specific bond	500 00
		Statutory advertising	253 80
		VAT	1,150 76
		Shareholder capital distribution - cash	2,585,000 00
		Shareholder capital distribution - distributed in specie	2 00
	<u>6,905</u>		<u>2,591,906 56</u>
Estimated surplus	<u>2,585,002</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 sees 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