

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

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1 Company details

Company number 1 0 2 5 4 7 6 4

Company name in full Delamin Nitriding Salts Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Steven

Surname Edwards

3 Liquidator's address

Building name/number 4 Mount Ephraim Road

Street Tunbridge Wells

Post town Kent

County/Region

Postcode T N 1 1 E E

Country

4 Liquidator's name ①

Full forename(s) Vincent John

Surname Green

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number 4 Mount Ephraim Road

Street Tunbridge Wells

Post town Kent

County/Region

Postcode T N 1 1 E E

Country

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

^d

3

0

^m

^m

1

0

^y

^y

^y

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2

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2

3

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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 **Joe Longhurst**

Company name **Crowe U.K. LLP**

Address
4 Mount Ephraim Road
Tunbridge Wells

Post town **Kent**

County/Region

Postcode **T N 1 1 E E**

Country

DX

Telephone **01892 700200**



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.



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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

Crowe

**Delamin Nitriding Salts Limited
(In Members' Voluntary Liquidation)**

Final Account

**Steven Edwards
Vincent John Green**

**Crowe U.K. LLP
4 Mount Ephraim Road, Tunbridge Wells, Kent, TN1 1EE**

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1. INTRODUCTION

On 25 June 2020, Mark Newman and Vincent John Green of Crowe U.K. LLP were appointed Joint Liquidators of Delamin Nitriding Salts Limited ("the Company"). Under the terms of a Block Transfer Order, Steven Edwards was appointed Joint Liquidator on 29 July 2021, replacing Mark Newman.

The Joint Liquidators are bound by the Insolvency Code of Ethics when carrying out all professional work relating to their appointment. Prior to the Joint Liquidators' appointment, a review of ethical issues was undertaken and no ethical threats were identified. Since their appointment the Joint Liquidators have continued to undertake periodic reviews of ethical matters and no ethical threats have been identified.

This Final Account summarises the progress of the Liquidation for the period from the last report and also the duration of the Liquidation ("the Review Period").

Statutory information relating to the Company is attached at **Appendix I**.

2. ADMINISTRATION AND PLANNING

The Joint Liquidators are required to meet a considerable number of statutory and regulatory obligations. Whilst many of these tasks do not have a direct benefit, they assist in the efficient and compliant progression of the Liquidation, which ensures that work is carried out to high professional standards. A detailed list of these tasks can be found at **Appendix II**.

3. ASSET REALISATIONS

The Joint Liquidators' Receipts and Payments account is attached at **Appendix III**. The Receipts and Payments account shows all receipts and payments in the course of the Liquidation together with details of the assets and liabilities detailed in the Directors' Declaration of Solvency ("DoS").

Detailed below is key information about asset realisation and strategy, however, more details about the work undertaken can be found at **Appendix II**.

The DoS indicated that the Company's assets were as follows:

Cash at Bank

The Company's bank accounts were closed and the closing balances of £577,784.87 and \$1,259,802.54 were transferred to Liquidation accounts.

Inter-Company Debtors

The DoS detailed Inter-Company Debtors with a value of £8,566,414.00, being a sum due from Parker Trutec Incorporated.

This asset was distributed in-specie to the member less the amount due to Parker Trutec Inc. of £7,349.93.

VAT Refund

The DoS listed a VAT refund of £11,860 this sum was offset against the balance of VAT due to HMRC.

Bank Interest Gross

Bank interest of \$1,667.95 and £100.56 were accrued in the USD and GBP Liquidation accounts respectively.

A corporation tax liability of \$347.25 was incurred and settled in the Review Period.

4. CREDITORS

The Joint Liquidators have carried out key tasks which are detailed at **Appendix II**.

Secured creditors

As at the date of Liquidation, the Company did not have any secured creditors with charges over its assets.

Preferential & Unsecured creditors

A notice to creditors requiring them to submit claims was published in the London Gazette. In addition, several letters have been sent to HMRC seeking confirmation of their claims and that no tax liabilities remained.

The following payments were made to creditors:

Date of payment	Class of Creditor	Rate of Payment	Total amount paid
14 October 2021	Non-preferential unsecured creditors	100 pence in the £	£530,979.42
14 October 2021	Non-preferential unsecured creditors	100 pence in the £	£550,688.10
14 March 2022	Non-preferential unsecured creditors	100 pence in the £	£7,349.93
30 January 2023	Non-preferential unsecured creditors	100 pence in the £	£106,084.82
30 January 2023	Non-preferential unsecured creditors	100 pence in the £	£8,944.67
30 January 2023	Statutory Interest	100 pence in the £	£112,849.04
8 February 2023	Statutory Interest	100 pence in the £	£23,961.76
31 July 2023	Non-preferential unsecured creditors	100 pence in the £	£41,590.76
31 July 2023	Statutory Interest	100 pence in the £	£10,309.95

The DoS listed an unsecured creditor liability of £888,688.00 due to HMRC for corporation tax. It was confirmed following our appointment that the claim (relating to an exit charge) would be significantly higher than the value listed on the DoS.

The Board of Directors ("the Board") were of the view that a valuation of the Company, upon which the exit charge was based, was overstated. Accordingly, it was agreed that a new valuation would be carried out by Crowe's Corporate Finance team. The valuation was completed in September 2021 and the corporation tax returns for pre-liquidation period were finalised in October 2021.

The corporation tax returns confirmed the liability to be £1,063,384.02 plus a £100 penalty for the late submission for the period ending 31 December 2019, and £17,983.50 plus a £200 penalty for the late submission for the period ending 24 June 2020.

The sum of £530,979.42 was paid from the GBP Liquidation account. As there were no further funds available in the GBP account, the remaining balance of the liability was paid from the USD account, which amounted to \$761,932.06. The liability was paid in full on 14 October 2021.

The 'Trade & Expense Creditors' of £7,546.00 listed on the DoS comprised a sum due to Parker Trutec Incorporated. A claim was received from Parker Trutec Incorporated for £7,349.93. This unsecured claim has been set off against the inter-company debtor amount with the net sum being paid to Parker Trutec Incorporated, as a member's 'in-specie' distribution.

The sum of £106,084.82 was paid from the USD Liquidation account on 30 January 2023 relating to the penalty charge applied for the late filing of the return for the period 1 January 2019 to 31 December 2019. The payment of £8,944.67 was also paid from the USD Liquidation account on the same day relating to interest on the penalty.

The sum of £112,894.04 was then paid on 30 January 2023 from the USD Liquidation account relating to statutory interest on HMRC's claim of £1,063,384.02 for the period from 1 January 2019 to 31 December 2019 and HMRC's claim of £17,983.50 in relation to corporation tax for the period from 1 January 2020 to 24 June 2020.

The payments made on 30 January 2023 as stated above were paid from the USD Liquidation account, the sum in USD paid amounted to \$283,503.68,

HMRC concluded that further statutory interest was due on the penalty sums paid for the period 1 January 2019 to 31 December 2019 amounting to £23,961.76. This was paid on 8 February 2023 from the USD Liquidation account, the sum paid in USD amounted to \$29,504.12.

HMRC further confirmed that a pre-appointment VAT debt of £41,590.76 was due for the February 2020, March 2020 and May 2020 VAT returns. This was paid on 31 July 2023 from funds returned to the liquidators by the shareholder, Parker Trutec. A payment of £10,309.95 was also paid from the Liquidation account on the same day relating to interest on the penalty.

As a result of a VAT return submitted at the outset of the Liquidation that covered both pre and post appointment periods, a post appointment VAT liability of £27,535.78 was shown. This sum was reduced by the VAT receivable sum of £7,771.90, leaving a balance of £19,763.88 to be paid. This sum was also settled on 31 July 2023 from funds returned by Parker Trutec.

5. DISTRIBUTIONS TO MEMBERS

The following distributions have been made to the member:

Date of distribution	Rate of Distribution	Total amount distributed (cash)	Total amount distributed (in specie)
14 March 2022	£0.9726 per share		£8,559,064.07
14 March 2022	\$0.0067 per share	\$59,111.82	

The above included a distribution in specie of an Inter-Company debtor sum with a total estimated value of £8,559,064.07. The sum applied to this distribution is based upon the Company's financial records.

With the return of funds totalling £69,629.87 to meet the HMRC liabilities and the Joint Liquidators' fees, the cash distribution declared on 14 March 2022, originally for \$150,000.00 has been reduced by this sum in USD as at 14 March 2022, amounting to \$90,888.18.

6. FEES AND EXPENSES

The Joint Liquidators' Fees

The Joint Liquidators' fees were approved by the member on 25 June 2020 on a fixed fee basis, fixed at £17,500.00 plus VAT. On 9 August 2022 the member approved an increase in the Joint Liquidators' fees to £35,000.00 and on 30 June 2023 a further increase to £45,000.00 was approved on a fixed fee basis.

The Joint Liquidators have drawn £45,000.00 plus VAT in respect of their fees agreed on a fixed basis.

Details of the work undertaken in the Reporting period is detailed at **Appendix II**.

Expenses

The Receipts & Payments account details the expenses that have been discharged from the Liquidation estate in the Review Period.

A corporation tax liability of \$347.25 occurred in the first year of Liquidation due to the bank interest accrued in the Liquidation accounts. The Joint Liquidators settled the liability in full on 18 November 2021. The Liquidation accounts have been made non-interest-bearing to prevent further corporation tax liabilities being incurred and to allow HMRC to provide tax clearance for the post liquidation period.

Category 2 expenses were approved by the member on 25 June 2020. No Category 2 expenses have been incurred or paid during the Review Period.

Specialist Advice and Services

When either non-associated third parties or Crowe U.K. LLP are instructed to provide specialist advice or services, the Joint Liquidators are obliged to ensure that such advice or work is warranted, and that the advice or work undertaken reflects best value and service. Following communications with the Board, instructions were given to Crowe's Corporate Finance team to carry out a valuation with the intention of reducing a tax charge. With the approval of the Member the sum of £19,500 plus VAT was paid to Crowe for this work.

7. CONCLUSION

Following the delivery of the Final Account to the member and the Registrar of Companies the Joint Liquidators will vacate office and obtain their release.

Should you have any queries, please contact Joe Longhurst at this office.



Signed _____

Steven Edwards
Joint Liquidator

Date 30 October 2023

Appendix I

Statutory Information

Company Name	Delamin Nitriding Salts Limited
Former Trading Name	Castlegate 754 Limited
Principal Activity	Manufacture of other chemical products not elsewhere classified
Company Number	10254764
Registered Office	4, Mount Ephraim Road, Tunbridge Wells, Kent, TN1 1EE
Former Registered Office	C/O Mills & Reeve LLP, Botanic House, 100 Hills Road, Cambridge, CB2 1PH
Office holders	Steven Edwards - IP Number 26090 Vincent John Green - IP Number 009416
Office holders' address	Crowe U.K. LLP, 4 Mount Ephraim Road, Tunbridge Wells, Kent, TN1 1EE
Office holder's telephone	01892 700 200
Date of appointment	25 June 2020
Appointed by	the Members
Change in office holder	Steven Edwards was appointed Joint Liquidator on 29 July 2021, replacing Mark Newman.

Appendix II

List of Work Undertaken in Review Period

General Description	Includes
Administration and Planning	
Statutory/advertising	Filing of documents to meet statutory requirements Advertising in accordance with statutory requirements
Document maintenance/file review/checklist	Filing of documents Periodic file reviews Periodic reviews of the application of ethical, anti-money laundering and anti-bribery safeguards Maintenance of statutory and case progression task lists/diaries Updating checklists
Bank account administration	Preparing correspondence opening and closing accounts Requesting bank statements Bank account reconciliations Correspondence with bank regarding specific transfers Maintenance of the estate cash book Banking remittances and issuing cheques/BACS payments
Planning / Review	Discussions regarding strategies to be pursued Meetings with team members and independent advisers to consider practical, technical and legal aspects of the case
Reports to Members	Preparing and issuing annual progress report and general reports to members Responding to members' queries Responding to requests for information from the Company's directors
Meeting of Members	Preparation of meeting notices, proxies/voting forms notice of meeting to all members Collate and examine proofs and proxies/votes to decide on resolutions Preparation of meeting file, including agenda, certificate of postage, attendance register, list of members, reports to members and draft minutes of meeting. Responding to queries and questions following meeting
Closure	Preparing and issuing final account to members Submission of final account to Companies House
Realisation of Assets	
Debtors	Collecting supporting documentation Reviewing and assessing debtors' ledgers
Other assets: Cash at Bank Debtors VAT Refund	Examining company records to support tax refunds Liaising with the Board's VAT specialists Exchanges with government departments Arranging and reviewing the valuation for the Company for corporation tax purposes Take receipt of cash at bank Prepare Deed of Assignment in respect of intercompany debtors
Creditors	
Creditor Communication	Receive and follow up creditor enquiries via telephone Review and prepare correspondence to creditors and their representatives via email and post Finalising pre appointment tax position Pursuit HMRC for calculation of Statutory Interest Obtaining tax clearance
Dealing with proofs of debt	Receipting and filing POD when not related to a dividend
Processing proofs of debt	Preparation of correspondence to potential creditors inviting submission of POD Receipt of POD Adjudicating POD Request further information from claimants regarding POD Preparation of correspondence to claimant advising outcome of adjudication
Dividend procedures	Preparation of correspondence to creditors advising of intention to declare distribution Advertisement of notice of proposed distribution Preparation of distribution calculation Preparation of correspondence to creditors announcing declaration of distribution Preparation of cheques/BACS to pay distribution Preparation of correspondence to creditors enclosing payment of distribution Also payment of statutory interest to all creditors
Distributions to Members	
Dividend procedures	Preparation of distribution calculation Preparation of correspondence to members announcing declaration of dividend Preparation of cheques/BACS to pay dividend

General Description	Includes
	Preparation of correspondence to members enclosing payment of dividend
Distribution in specie	Notification of the distribution in specie sent to the member

Appendix III

Receipts & Payments Account

Delamin Nitriding Salts Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments

Declaration of Solvency GBP	From 25/06/2023 To 30/10/2023 USD	From 25/06/2020 To 30/10/2023 USD	From 25/06/2023 To 30/10/2023 GBP	From 25/06/2020 To 30/10/2023 GBP
ASSET REALISATIONS				
	NIL	1,667.95	NIL	100.56
1,586,489.00 Bank Interest Gross	NIL	1,259,802.54	NIL	577,798.26
8,566,414.00 Cash at Bank	NIL	NIL	NIL	8,566,414.00
11,860.00 Inter-Company Debtors	NIL	NIL	NIL	NIL
	NIL	1,261,470.49	NIL	9,144,312.82
	NIL		NIL	
COST OF REALISATIONS				
	NIL	NIL	NIL	(305.00)
Insolvency Practitioners' Bonds	NIL	NIL	NIL	(1,554.50)
Accountancy Fees	(21,514.90)	(21,514.90)	(10,000.00)	(27,500.00)
Joint Liquidators' Fees	645.40	645.40	NIL	NIL
Exchange Rate Differences	NIL	NIL	NIL	(19,500.00)
Agents/Valuers Fees	NIL	NIL	NIL	(48.00)
Irrecoverable VAT	NIL	NIL	(27,535.78)	(27,535.78)
VAT Payable	NIL	(347.25)	NIL	NIL
Corporation Tax	NIL	(105.60)	NIL	NIL
Bank Charges	NIL	NIL	NIL	(240.00)
Statutory Advertising	(15,208.28)	(106,096.46)	81,664.59	81,664.59
Transfers between accounts	(36,077.78)	(127,418.81)	44,128.81	4,981.31
UNSECURED CREDITORS				
(888,688.00) HM Revenue & Customs - Tax	(170,654.64)	(932,586.70)	(41,590.76)	(572,570.18)
(7,546.00) Trade and Expense Creditors	NIL	NIL	NIL	(7,349.93)
Statutory Interest	(142,353.16)	(142,353.16)	(10,309.95)	(10,309.95)
	(313,007.80)	(1,074,939.86)	(51,900.71)	(590,230.06)
DISTRIBUTIONS				
	NIL	(59,111.82)	NIL	(8,559,064.07)
Ordinary Shareholders	NIL	(59,111.82)	NIL	(8,559,064.07)
9,268,529.00	(349,085.58)	NIL	(7,771.90)	NIL
REPRESENTED BY				
Bank 1 Current - Barclays - GBP		NIL		NIL
Bank 1 Current - Barclays - USD		NIL		NIL
		NIL		NIL

Appendix IV

Charge Out Rates and Expenses Policy

The table below sets out the charge-out rates utilised by Recovery Solutions at Crowe U.K. LLP for charging staff time:-

Partner	£435 per hour
Director- Appointment Taker	£375 per hour
Director – Non-appointment Taker	£360 per hour
Senior Manager	£325 per hour
Manager	£275 per hour
Assistant Manager	£250 per hour
Senior Administrator	£200 per hour
Administrator	£180 per hour
Cashier	£175 per hour
MVL Administrator	£100 per hour
Trainee/Support Staff	£80 per hour

It should be noted that the above rates may increase from time to time over the period of the administration of each insolvency case. The above rates are effective from 1 April 2023. Time is charged in six minute units.

Expenses

Expenses are amounts properly payable by the office holder from the estate which are not otherwise categorised as the office holder's remuneration or as a distribution to a creditor or member. These may include, but are not limited to, legal fees, agents' fees, trading expenses and tax liabilities.

Category 1 expenses are payments to entities providing a service to which the expense relates who are not associates and where the specific expenditure is directly referable to the appointment in question. These are charged to the estate at cost, with no uplift. These include, but are not limited to, such items as advertising, bonding and other insurance premiums. Legislation provides that office holders may discharge Category 1 expenses from the funds held in the estate without further recourse to creditors or members.

Category 2 expenses are other expenses which are payable to associates or which have an element of shared cost. Payments may only be made in relation to Category 2 expenses after the creditors or members have approved the bases of their calculation.

Further Guidance

Guidance in respect of insolvency practitioners' fees is available to download at:
<https://insolvency-practitioners.org.uk/regulation-and-guidance/creditors-guides-to-fees/>

Information about insolvency processes can be found on the R3 website at:
<http://www.creditorinsolvencyguide.co.uk/>