

Section 94

The Insolvency Act 1986

**Return of Final Meeting in a
Members' Voluntary Winding Up
Pursuant to Section 94 of the
Insolvency Act 1986**

S94

To the Registrar of Companies
To the Accountant in Bankruptcy

For Official Use

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Company Number

SC328290

Name of Company

Milestone (Scotland) GP Limited

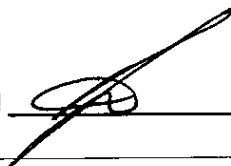
I / We

Karen Spears, RSM Restructuring Advisory LLP, 25 Farringdon Street, London, EC4A 4AB

Paul Dounis, RSM Restructuring Advisory LLP, Quay 2, 139 Fountainbridge, Edinburgh, EH3 9QG

give notice that a general meeting of the company was duly summoned for 28 February 2019 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. No quorum was present at the meeting.

Signed



Date 28 February 2019

RSM Restructuring Advisory LLP
25 Farringdon Street

London

EC4A 4AB

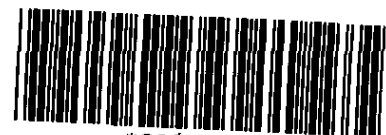
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For Official Use

Liquidation Sect

Post Room

WEDNESDAY



SCT

S800PRW0
06/03/2019

#138

COMPANIES HOUSE

Section 94

Form 4.26 (Scot) contd

Liquidator's statement of account: Members' voluntary winding up

Milestone (Scotland) GP Limited

From 4 April 2018 To 28 February 2019

S of A

ASSET REALISATIONS

DISTRIBUTIONS

2.00 Ordinary Shareholders

(2.00)

NIL

NIL

NIL

NIL

Dividend information

Preferential debts N/A

Unsecured debts N/A

Returns to contributories N/A

Fee information

Fees fixed by time cost



Our ref: KAS/LC/31/SMVL1010
Your ref:

Milestone Capital Holdings Limited – In Liquidation
RSM Restructuring Advisory LLP
25 Farringdon Street
London
EC4A 4AB

25 Farringdon Street
London
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United Kingdom
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21 January 2019

Dear Sirs

Milestone (Scotland) GP Limited ('the Company')

I am writing to provide you with the Joint Liquidators' final report on the conduct of the liquidation following the meeting of members on 4 April 2018 and, as required by Section 94 of the Insolvency Act 1986, to convene a meeting of members to consider our report and our receipts and payments account. This report has been prepared solely to comply with the statutory requirements of Section 94 of the Insolvency Act 1986. It has not been prepared for use in respect of any other purpose, or to inform any investment decision in relation to any debt or financial interest in the Company.

Neither the Liquidators nor RSM Restructuring Advisory LLP accept any liability whatsoever arising as a result of any decision or action taken or refrained from as a result of information contained in this report.

Attached to this report are the following Appendices:

- Appendix A: Notice of final meeting of members;
- Appendix B: Receipts and payments account;
- Appendix C: Form of proxy for your use.

1 Introduction

The resolution to wind up the Company voluntarily was passed on 4 April 2018. We were appointed Joint Liquidators of the Company by the Members with effect from 4 April 2018.

2 Realisation of assets

There were no assets in the liquidation.

3 Other matters arising

HM Revenue & Customs have confirmed that there are no outstanding tax issues and that they have no objection to the closure of the liquidation and dissolution of the Company.

4 Receipts and payments

A copy of the Joint Liquidators' receipts and payments account to date is attached at Appendix B

VAT basis

Receipts and payments are shown net of VAT, with any amount due to or from HM Revenue and Customs shown separately.

5 Payment of claims

There have been no payments to creditors in the Liquidation. Formal notice to creditors to claim in the Liquidation was advertised in the Edinburgh Gazette on 13 April 2018 and we confirm that no claims have been received.

Distributions to shareholders

There have been no distributions to shareholders.

6 Costs and Joint Liquidators' remuneration

6.1 Authority for remuneration

The Joint Liquidators' remuneration and expenses are being paid by a third party. No details of remuneration are thus shown in the receipts and payment account.

7 Final meeting

A notice convening the final meeting of members is enclosed with this report, together with a form of proxy. Please note that the meeting is purely a formality and that there is no necessity to attend, however to assist me in my duties I do require your views on the resolutions set out on the enclosed form of proxy, and I would be grateful if this could be completed, signed and returned to me at or before the meeting. You may fax this to me if you wish.

8 Dissolution of the Company

The company will be dissolved automatically (cease to exist) three months after I file details of my release and discharge with the Registrar of Companies.

If you have any queries in relation to the liquidation, or require any assistance with the enclosed papers, please do not hesitate to contact Lucy Christian.

Yours faithfully



Karen Spears
Restructuring Advisory Director
RSM Restructuring Advisory LLP
Joint Liquidator

01753 608200
01753 608200

Karen Spears is licensed to act as an Insolvency Practitioner in the UK by the Institute of Chartered Accountants in England and Wales. Paul Dunn is licensed to act as an Insolvency Practitioner in the UK by the Institute of Chartered Accountants of Scotland. Insolvency Practitioners are bound by the Insolvency Code of Ethics when carrying out professional work relating to an insolvency appointment.

Appendix A**In the matter of the Insolvency Act 1986 (as amended)****And****In the matter of Milestone (Scotland) GP Limited**

Notice of final meeting

Notice is hereby given under Section 94 of the Insolvency Act 1986 (as amended) that a final meeting of the members of the above named company will be held at the offices of RSM Restructuring Advisory LLP, 25 Farringdon Street, London EC4A 4AB on 28 February 2019 at 10.15 am for the purpose of receiving an account showing the manner in which the winding up has been conducted and the property of the Company disposed of, and of hearing any explanation that may be given by the Joint Liquidators.

Proxies to be used at the meeting must be lodged at or before the meeting with RSM Restructuring Advisory LLP, 25 Farringdon Street, London EC4A 4AB.

Dated: 21 January 2019



Karen Spears
Joint Liquidator
RSM Restructuring Advisory LLP
25 Farringdon Street
London
EC4A 4AB

Statement of rights under Section 324 Companies Act 2006

A member of a company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company.

A member of a company with a share capital may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him, or (as the case may be) to a different £10, or multiple of £10, of stock held by him.

Note: A proxy need not be a member of the Company.

SMVL1020

Milestone (Scotland) GP Limited
In Liquidation
Joint Liquidators' Summary of Receipts & Payments

Declaration of Solvency	From 04/04/2018 To 21/01/2019		From 04/04/2018 To 21/01/2019	
	£		£	
DISTRIBUTIONS Ordinary Shareholders	NIL		NIL	
	NIL		NIL	
REPRESENTED BY	NIL		NIL	
	NIL		NIL	

Appendix C
Rule 7.15

The Insolvency Act 1986

Proxy

Pursuant to the relevant legislation

(a) Insert name of the Company
(b) Insert nature of insolvency proceedings

(a) Milestone (Scotland) GP Limited
(b) In Members Voluntary Liquidation

Name of Creditor/Member _____
Address _____

(hereinafter called 'the principal')

(c) Insert the name and address of the proxy-holder and of any alternatives. A proxy-holder must be an individual over 18

Name of Proxy Holder(c) 1. _____
Address _____

whom failing 2. _____

whom failing 3. _____

*Delete as appropriate

I appoint the above person to be the principal's proxy-holder at
*[all meetings in the above Insolvency proceedings relating to the above company]
*, or at any adjournment of that meeting].

Voting Instructions

The proxy holder is to authorised to vote or abstain from voting in the name, and on behalf, or the principal in respect of any matter*/s, including resolution*/s, arising from determination at said meeting*/s and any adjournment*/s thereof and to propose any resolution*/s in the name of the principal, either

- (i) in accordance with instructions given below or,
- (ii) if no instructions are given, in accordance with his/her own discretion

(d)

1 The Joint Liquidators be granted their release and discharge

FOR/AGAINST

(d) Set forth any voting instructions for the proxy-holder. If more room is required attach a separate sheet

Signed _____ Date _____

Name in BLOCK LETTERS _____

Position of signatory in relation to the *creditor/or member or other authority for signing

Notes for the Principal and Proxy-holder

1. The chairman of the meeting who may be nominated as proxy-holder, will be the insolvency practitioner who is presently liquidator/receiver/administrator/nominee under the voluntary arrangement or a director of the Company.
2. All proxies must be in this form or a form substantially to the same effect with such variations as circumstances may require. (Rules 7.15(3) and 7.30).
3. To be valid the proxy must be lodged at or before the meeting at which it is to be used. (Rule 7.16(2)).
4. Where the chairman is nominated as proxy-holder he cannot decline the nomination. (Rule 7.14(4)).
5. The proxy-holder may vote for or against a resolution for the appointment of a named person to be liquidator jointly with another person, unless the proxy states otherwise. (Rule 7.16(4)).
6. The proxy-holder may propose any resolution in favour of which he could vote by virtue of this proxy. (Rule 7.16(5)).
7. The proxy-holder may vote at his discretion on any resolutions not dealt with in the proxy, unless the proxy states otherwise. (Rule 7.16(6)).
8. the proxy-holder may not vote in favour of any resolution which places him, or any associate of his, in a position to receive remuneration out of the insolvent estate unless the proxy specifically directs him so to vote. (Rule 7.19(1)).
9. Unless the proxy contains a statement to the contrary the proxy-holder has a mandate to act as representative of the principal on the creditors' or liquidation committee. (Rule 4.48).

- (1) Assets, including
shown in the statement of assets and liabilities
and estimated to be of the value of
have proved unrealisable
-

- (2) State amount in respect of:

- (a) Unclaimed dividends payable to creditors in the winding up N/A
- (b) Other unclaimed dividends in the winding up N/A
- (c) moneys held by the company in respect of dividends or
other sums due before the commencement of the winding up to any
person as a member of the company N/A

- (3) Add here any special remarks the Liquidators think desirable: N/A

Dated

28 February 2019

Signed by the liquidator



Name & Address

Karen Spears
RSM Restructuring Advisory LLP
25 Farringdon Street

London

EC4A 4AB