

Section 94

Form 4.71

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

00589092

Name of Company

TDG Directors No 1 Limited

I/We Christopher Kim Rayment
125 Colmore Row
Birmingham
B3 3SD

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 08 January 2014 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 125 Colmore Row, Birmingham, B3 3SD

The winding up covers the period from 24 September 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

There was no quorum at the meeting

Signed

Date 08 January 2014

BDO LLP
125 Colmore Row
Birmingham
B3 3SD

Ref 0235487C/CKR/SPM/AEM

TUESDAY



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14/01/2014

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COMPANIES HOUSE

TDG DIRECTORS NO. 1 LIMITED
In Members' Voluntary Liquidation

Liquidator's Final Report to Members pursuant
to Rule 4 126A of the Insolvency Rules 1986

Clients/T/TDG MVLs/Phase 3A/TDG Directors No 1
Limited/Final Meeting



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TDG DIRECTORS NO. 1 LIMITED - IN MEMBERS' VOLUNTARY LIQUIDATION

Registered No. 00589092

Registered office situated at 125 Colmore Row, Birmingham, B3 3SD

This report covers the period 24 September 2013 to the date of the final meeting on 8 January 2014

1 Introduction

- 1.1 This report is addressed to the member of TDG Directors No 1 Limited ("the Company") and is prepared in accordance with Section 94 of the Insolvency Act 1986. I am pleased to report on the conclusion of my administration of the above case and this report includes an account of the winding up, notice of a general meeting of the Company for the purpose of presenting the account and a proxy form to enable you to vote at the meeting
- 1.2 The member passed a resolution placing the Company into Members' Voluntary Liquidation on 24 September 2013 and appointed Christopher Kim Rayment (insolvency practitioner number 6775) as Liquidator.

2 Objective of the Liquidation

- 2.1 The objective of liquidation was to ensure an orderly wind down of the Company, which included filing statutory returns at Companies House, advertising for any creditors and finalising the tax affairs of the Company with HM Revenue and Customs ("HMRC")

3 Receipts and Payments Account

- 3.1 The Declaration of Solvency showed that the Company had an inter-company debt of £776, and the right to collect this debt was given to the holding company on 10 December 2013.

4 Company's Tax Affairs

- 4.1 I wrote to HMRC on 15 October 2013, advising that I intended to hold the final meeting in this Liquidation on 8 January 2014, and requesting that HMRC revert to me by 20 November 2013, should they have any objection to my holding that final meeting. I also advised HMRC that had I not received a reply by this date, I would presume that they had no outstanding issues which would prevent my holding that meeting. HMRC confirmed that it had no objection to my calling the final meeting.

5 Distributions

5.1 Preferential and Secured Creditors

There were no preferential or secured creditors in this Liquidation with all liabilities having been settled prior to the Liquidation.

5.2 Unsecured Creditors

An advertisement for claims was placed in the London Gazette on 1 October 2013; no claims were received in the Liquidation.

5.3 Shareholders

At the time of the Liquidator's appointment, the issued share capital of the Company was 70 Ordinary £1 shares. I have today written to the holding company, advising that it may collect the inter-company debt shown on the declaration of solvency as a distribution in specie. This amounts to a return of capital of £11.09 per £1 share.

6 Liquidator's Remuneration

6.1 In accordance with Rule 4.127 of the Insolvency Rules 1986, the basis of remuneration has to be fixed either as a percentage of the value of the property being dealt with, by reference to time spent by the Liquidators and his staff in attending to matters in this Liquidation, as a set amount, or as a combination of these.

6.2 It was agreed at a Board Meeting of the Company, held on 24 September 2013, that the Liquidator's remuneration would be fixed as a set amount of £1,600 plus VAT and disbursements.

6.3 An invoice for the fee and the disbursements of the three companies placed into Liquidation on 24 September 2013 was raised to and paid by another company in the group.

6.4 I provide at the end of this report, at Appendix 2, an extract from the Insolvency Rules 1986 setting out the rights of members to request further information and/or challenge the remuneration or fees within the Liquidation.

7 Disbursements

7.1 Where disbursements are recovered in respect of precise sums expended to third parties there is no necessity for these costs to be authorised. These are known as category 1 disbursements. During the period of the Liquidation the sum of £868.75 was incurred in respect of category 1 disbursements for all three companies, and this relates to statutory advertising and statutory insurance.

7.2 Some Liquidators recharge expenses for, for example, postage, stationery, photocopying charges, telephone and fax costs, which cannot economically be recorded in respect of each specific case. Such expenses, which are apportioned to cases, require the approval of the creditors, before they can be drawn, and these are known as category 2 disbursements. I can confirm that no category 2 disbursements have been incurred during the course of this Liquidation.

7.3 I provide at the end of this report, at Appendix 2, an extract from the Insolvency Rules 1986 setting out the rights of members to request further information and/or challenge the remuneration or fees within the Liquidation.

8 Resolutions

8.1 As stated above, the purpose of this report is to convene a final meeting of the Company, pursuant to Section 94 of the Insolvency Act 1986. The resolutions to be proposed at the final meeting in the Liquidation (notice of which is given below) are as follows -

1. That the Liquidator's report dated 10 December 2013 be approved and adopted.
2. That the Liquidator be released from office following the final meeting of members on 8 January 2014.

3. That the Liquidator be authorised to destroy any Company records one year after the Company is dissolved, and his own records six years after the Company is dissolved

8.2 Notice is hereby given pursuant to Section 94 of the Insolvency Act 1986 that a meeting of shareholders will be held at these offices on 8 January 2014 at 10:30 hrs for the purposes of having an account laid before the meeting and to receive the Liquidator's report showing how the winding-up of the Company has been conducted, and of hearing any explanation that might be given by the Liquidator. A form of general/special proxy is attached should it be required. This meeting is purely formal and a report similar to that outlined above will be provided at that meeting

9 Dissolution

- 9.1 Following the final meeting, a return will be filed at Companies House. The Company will be struck from the register three months after the final meeting. The Directors remain in office until the Company is dissolved

The Insolvency Service has established a central gateway for considering complaints in respect of Insolvency Practitioners. In the event that you make a complaint to me but are not satisfied with the response from me, then you should visit <http://www.bis.gov.uk/insolvency/contact-us/IP-Complaints-Gateway>, where you will find further information on how you may pursue the complaint.

Should you have any queries regarding this report or the Liquidation in general, please do not hesitate to contact me. Please advise this office if you propose to attend the meeting.

Date: 10 December 2013

.....
Christopher Kim Rayment
Liquidator

Christopher Kim Rayment is authorised by the Institute of Chartered Accountants in England and Wales to act as an Insolvency Practitioner

TDG DIRECTORS NO. 1 LIMITED
In Members' Voluntary Liquidation

Receipts and Payments from 24 September 2013 to 8 January 2014

Notes	Declaration of Solvency £	Actual Realisations/ Payments £
RECEIPTS		
Unpaid Calls	776 00	776 00
Total	<u>776.00</u>	<u>776.00</u>
COSTS OF REALISATIONS		
No Costs	-	-
Total	<u>-</u>	<u>-</u>
Available to Shareholders	<u>776.00</u>	<u>776 00</u>
Distribution to Shareholder		
1 The right to collect the inter-company debt as a distribution in specie was given to the holding company on 10 December 2013	-	<u>(776 00)</u>
Balance		<u>-</u>

- 1 The Liquidator gave the holding company the right to collect the debt as a distribution in specie on 10 December 2013. This amounts to a return of capital of £11.09 per £1 share.

BDO LLP
125 Colmore Row
Birmingham
B3 3SD

C K Rayment
Liquidator
10 December 2013

4.148C Members' claim that remuneration is excessive

- (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) Application must, subject to any order of the court under Rule 4.49E(5), 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").
- (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.

Rule 8.1 Insolvency Act 1986
Proxy (Members' or Creditors' Voluntary Liquidation)

*Insert the name of the
company

IN THE MATTER OF TDG DIRECTORS NO. 1 LIMITED
and
IN THE MATTER OF THE INSOLVENCY ACT 1986

Notes to help completion
of the form

Please give full name and
address for communication

Name of member TDG (UK) Limited

Address Norbert Dentressangle House, Lodge Way, New Duston,
Northampton, NN5 7SL

Please insert name of
person (who must be 18 or
over) or the "Chairman of
the Meeting" (see note
below) If you wish to
provide alternative proxy-
holders in the
circumstances that your
first choice is unable to
attend please state the
name(s) of the alternatives
as well

Name of proxy-holder

Please delete words in
brackets if the proxy-
holder is only to vote as
directed ie he has no
discretion

I appoint the above person to be my proxy-holder at the meeting of members to be held on 8 January 2014, or at any adjournment of that meeting. The proxy-holder is to propose or vote as instructed below (and in respect of any resolution for which no specific instruction is given, may vote or abstain at his / her discretion).

Please complete paragraph

1 if you wish to nominate
or vote for a specific
person as Liquidator

Please delete words in
brackets if the proxy-
holder is only to vote as
directed ie he has no
discretion

Any other resolutions
which the proxy-holder is
to propose or vote in
favour of or against should
be set out in numbered
paragraphs in the space
provided below paragraph

1 If more room is
required please use the
other side of this form

Voting instructions for resolutions

(In the event of a person named in paragraph 1 withdrawing or being eliminated from any vote for the appointment of a Liquidator the proxy-holder may vote or abstain in any further ballot at his / her discretion)

- 1 That the Liquidator's final report dated 10 December 2013 be approved and adopted

Approved/Rejected

2. That the Liquidator be released from office following the final meeting of members on 8 January 2014

Approved/Rejected

- 2 That the Liquidator be authorised to destroy any Company records one year after the Company is dissolved, and his own records six years after the Company is dissolved

Approved/Rejected

This form must be signed

Signature _____ Date _____

Name in CAPITAL LETTERS _____

Only to be completed if
the creditor /member has
not signed in person

Position with creditor / member or relationship to creditor or other authority for signature

Please note that if you nominate the chairman of the meeting to be your proxy-holder he will either be a director of the company or the current Liquidator.

Remember: there may be resolutions on the other side of this form