

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

WEDNESDAY



A16 *A6J82W15*
15/11/2017 #350
COMPANIES HOUSE

1 Company details

Company number 0 2 7 7 0 0 0 4 ✓

Company name in full Tesco Overseas (Holdings) Limited ✓

→ Filling in this form
Please complete in typescript or in
bold black capitals

2 Liquidator's name

Full forename(s) Richard

Surname Barker

3 Liquidator's address

Building name/number 1

Street More London Place

Post town

County/Region London

Postcode S E 1 2 A F

Country United Kingdom

4 Liquidator's name ①

Full forename(s) Samantha Jane

Surname Keen

① Other liquidator
Use this section to tell us about
another liquidator

5 Liquidator's address ②

Building name/number 1

Street More London Place

Post town

County/Region London

Postcode S E 1 2 A F

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

Magnum

X

Signature date

d 0

d 9

m 1

m 1

y 2

y 0

y 1

y 7

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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 Sophie Watkins

Company name EY LLP

Address 1 More London Place

Post town

County/Region London

Pos code

S E 1 2 A F

Country

United Kingdom

DX

Telephone

0207 951 4182



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

TO MEMBERS

1 November 2017

Ref SJK/RB/DH/MH/SW/LO7050
Direct line 020 7951 2093 – Maria
Holmes
Email dhart1@uk.ey.com

Dear Sir or Madam

**Tesco Overseas (Holdings) Limited
(In Members' Voluntary Liquidation) ("the Company")**

Samantha Jane Keen and I were appointed as Joint Liquidators of the Company on 24 February 2017. I write to advise you that we are now in a position to conclude the liquidation.

This letter, and its appendices, constitutes our proposed final account to members.

I enclose formal notice of our intention to deliver a final account. Under Rule 5.9(4) of the Insolvency (England and Wales) Rules 2016 (the Rules), we may conclude that the company's affairs are fully wound up before the date given in the notice if every member of the company confirms in writing that (i) they do not intend to make any request for further information under Rule 18.9 of the Rules and (ii) that they do not intend to make an application to court under Rule 18.34 of the Rules to challenge our remuneration or expenses.

We have not so far received any requests for further information, nor have any concerns been raised about my remuneration or expenses.

In order to bring the liquidation to a close as efficiently as possible, we would like to treat this account as the final account, without sending out another in 8 weeks' time. In order to do so, we must have your written confirmation as outlined above. If you are content for us to conclude the liquidation in this way, **please would you sign and date the confirmation at the foot of one copy of the enclosed notice and return it to me within the next 7 days** either by email to dhart1@uk.ey.com or by post to the address above.

Information about the Company and the Liquidators

The Rules require us to provide certain information about the Company and the Liquidators. This information can be found in Appendix A of this report. A copy of our receipts and payments account for the period from 24 February 2017 to 1 November 2017 is at Appendix B.

Progress during the period covered by this account

Assets

As at the date of the liquidation, the Company's only asset was an intercompany receivable balance in the sum of £1 due from Tesco plc. The intercompany receivable balance was distributed in specie to the shareholder on 16 October 2017 and represented a return of £1 per ordinary share.

Liabilities

The Company had no known external creditors as at the date of liquidation. In accordance with Rule 4.182A of the Insolvency Rules 1986, an advert was placed in the London Gazette requesting creditors of the Company to prove their claims by 21 April 2017. No such claims were received.

It is customary in a liquidation to seek confirmation from the relevant Crown authorities that they have no claim in respect of corporation tax, VAT, PAYE and National Insurance Contributions. HM Revenue and Customs have confirmed that they have no claims in respect of corporation tax, PAYE and National Insurance.

Joint Liquidators' remuneration

Our remuneration was fixed on a time-cost basis by a resolution of the members passed on 24 February 2017. Details of amounts paid, name of the payor and the relationship between the payor and the Company, are available upon request to me at 1 More London Place, London, SE1 2AF.

Please note that remuneration paid also relate to the liquidation of several other subsidiaries of Tesco plc. There is no recourse to the estate in respect of our fees as a contractual arrangement exists with another group company.

Joint Liquidators' statement of expenses incurred

During the period covered by this report, we have incurred expenses relating to statutory advertising and statutory bonding which have also been paid by another group company. There is no recourse to the estate in respect of our fees as a contractual arrangement exists with another group company.

Members' rights to further information about, and challenge, remuneration and expenses

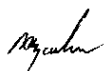
In certain circumstances, members are entitled to request further information about our remuneration or expenses, or to apply to court if members consider the costs to be excessive. Further information is provided in Appendix C.

Other matters

Once the shareholders have confirmed their approval to the closure of the liquidation and our final return and account has been filed at Companies House, we will vacate office and receive our release.

Approximately three months after the filing of the final return and account, the Company will be dissolved by the Registrar of Companies.

Yours faithfully
for the Company



Richard Barker
Joint Liquidator

Enc: Notice of final account

Richard Barker and Samantha Jane Keen are licensed in the United Kingdom to act as insolvency practitioners by The Insolvency Practitioners Association.

We may collect, use, transfer, store or otherwise process (collectively, "Process") information that can be linked to specific individuals ("Personal Data"). We may Process Personal Data in various jurisdictions in accordance with applicable law and professional regulations including (without limitation) the Data Protection Act 1998.

**Tesco Overseas (Holdings) Limited
(In Members' Voluntary Liquidation) ("the Company")**

Information about the Company and the Liquidators

Registered office address of the Company:	1 More London Place, London, SE1 2AF
Registered number:	02770004
Full names of the Liquidators:	Richard Barker and Samantha Jane Keen
Liquidators' address(es):	Ernst & Young LLP 1 More London Place, London, SE1 2AF
Telephone number through which the Liquidators can be contacted	020 7951 4182
Date of appointment of the Joint Liquidators.	24 February 2017
Details of any changes of Liquidator.	None

Tesco Overseas (Holdings) Limited
(In Members' Voluntary Liquidation) ("the Company")

Joint Liquidators' receipts and payments account for the period from 24 February 2017 to 1 November 2017

Declaration of Solvency Estimated to Realise Values £		24 February 2017 to 1 November 2017	£
	Receipts		
2	Intercompany Receivable		-
			-
	Payments		-
			-
-	Balance as at 1 November 2017		-

Notes

- 1 Receipts and payments are stated net of VAT.
- 2 The Joint Liquidators' remuneration was fixed on a time-cost basis by a resolution of the members passed on 24 February 2017.
- 3 As at the date of liquidation, the Company had an intercompany receivable balance of £1 due from its shareholder. The intercompany receivable balance was distributed in specie to the shareholder on 16 October 2017 and represented a return of £1 per ordinary share.

Members' rights to request further information about remuneration or expenses or to challenge a liquidator's remuneration – Rules 18.9 and 18.34 of the Insolvency (England and Wales) Rules 2016, as amended

18.9 Members' request for further information

18.9.—(1) The following may make a written request to the office-holder for further information about remuneration or expenses (other than pre-administration costs in an administration) set out in a progress report under rule 18.4(1)(b), (c) or (d) or a final report or account under rule 18.14—

- (a) a secured creditor,
- (b) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question);
- (c) members of the company in a members' voluntary winding up with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company;
- (d) any unsecured creditor with the permission of the court; or
- (e) any member of the company in a members' voluntary winding up with the permission of the court

(2) A request, or an application to the court for permission, by such a person or persons must be made or filed with the court (as applicable) within 21 days of receipt of the report or account by the person, or by the last of them in the case of an application by more than one member or creditor

(3) The office-holder must, within 14 days of receipt of such a request respond to the person or persons who requested the information by—

- (a) providing all of the information requested,
- (b) providing some of the information requested; or
- (c) declining to provide the information requested

(4) The office-holder may respond by providing only some of the information requested or decline to provide the information if—

- (a) the time or cost of preparation of the information would be excessive; or
- (b) disclosure of the information would be prejudicial to the conduct of the proceedings;
- (c) disclosure of the information might reasonably be expected to lead to violence against any person; or
- (d) the office-holder is subject to an obligation of confidentiality in relation to the information

(5) An office-holder who does not provide all the information or declines to provide the information must inform the person or persons who requested the information of the reasons for so doing.

(6) A creditor, and a member of the company in a members' voluntary winding up, who need not be the same as the creditor or members who requested the information, may apply to the court within 21 days of—

- (a) the office-holder giving reasons for not providing all of the information requested; or
 - (b) the expiry of the 14 days within which an office-holder must respond to a request.
- (7) The court may make such order as it thinks just on an application under paragraph (6).

18.34 Members' claim that remuneration is excessive

18.34.—(1) This rule applies to an application in an administration, a winding-up or a bankruptcy made by a person mentioned in paragraph (2) on the grounds that—

- (a) the remuneration charged by the office-holder is in all the circumstances excessive,
- (b) the basis fixed for the office-holder's remuneration under rules 18.16, 18.18, 18.19, 18.20 and 18.21 (as applicable) is inappropriate, or
- (c) the expenses incurred by the office-holder are in all the circumstances excessive.

(2) The following may make such an application for one or more of the orders set out in rule 18.36 or 18.37 as applicable—

- (a) a secured creditor,
- (b) an unsecured creditor with either—
 - (i) the concurrence of at least 10% in value of the unsecured creditors (including that creditor), or
 - (ii) the permission of the court, or
- (c) in a members' voluntary winding up—
 - (i) 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
 - (ii) a member of the company with the permission of the court.

(3) The application by a creditor or member must be made no later than eight weeks after receipt by the applicant of the progress report under rule 18.3, or final report or account under rule 18.14 which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report").

Combined notice of draft and final account to members and confirmation

Tesco Overseas (Holdings) Limited (In Members' Voluntary Liquidation) ("the Company")

Other trading name(s) or style(s): None

Any other registered name in the 12 months prior to liquidation: None

Registered number: 02770004

Registered office address: 1 More London Place, London, SE1 2AF

Principal trading address (if different from above): Tesco House, Delamare Road, Cheshunt, Waltham Cross, EN8 9SL

Date of appointment of joint liquidators: 24 February 2017

Richard Barker
Ernst & Young LLP
1 More London Place,
London, SE1 2AF

Samantha Jane Keen
Ernst & Young LLP
1 More London Place, London, SE1 2AF

Office holder number: 17150 / 9250

Telephone number: 020 7951 4182

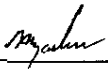
Name of alternative person to contact about the liquidation: Sophie Watkins

Date of notice: 1 November 2017

In accordance with Rules 5.9 and 5.10 of the Insolvency (England and Wales) Rules 2016, we give notice that a final account will be made up and delivered to members on 5 January 2018, unless within 2 weeks of 1 November 2017 we receive written confirmation from each member that they do not intend to request further information under Rule 18.9 or to make an application to court to challenge our remuneration or expenses under Rule 18.34.

We also give notice that, on receipt of the above-mentioned written confirmation from each member:

- the company's affairs will be fully wound up
- the attached account will become the final account and, having been delivered to members, will be delivered to the registrar of companies within 14 days of the date to which the account is made up; and
- we will vacate office and be released under section 171 of the Insolvency Act 1986 on delivering the final account to the registrar of companies

Signed:  _____

Name RICHARD BARKER

Joint Liquidator

Please complete and return the confirmation on the next page