### 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

05889066

Name of Company

Tesco Pink (Nominee HoldCo) Limited

I/We John David Thomas Milsom PO Box 695 8 Salisbury Square London EC4Y 8BB Allan Watson Graham KPMG LLP, 8 Salisbury Square London EC4Y 88B

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-en/summoned for 21 February 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 8 Salisbury Square, London, EC4Y 8BB

The winding up covers the period from 11 November 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. No quorum was present at the meeting and the chairman noted the liquidators would accordingly vacate their office and have their release, pursuant to section 173(2)(d) of the Insolvency Act 1986, immediately after sending a copy of the final account to the Registrar of Companies.

Signed \_

Date 21 February 2014

KPMG LLP PO Box 695 8 Salisbury Square London EC4Y 8BB

Ref BC215B0128/PJL/RJH

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Tesco Pink (Nominee HoldCo) Limited (in members' voluntary liquidation) ("the Company")

Liquidators' final progress report for the period from 11 November 2013 to 21 February 2014 presented at the final meeting of members held on 21 February 2014

Name	Tesco Pink (Nominee HoldCo) Limited		
Trading name / Former names	None		
Company number	05889066		
Previous registered office	Tesco House, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL		
Present registered office	KPMG LLP, 8 Salisbury Square, London EC4Y 8BB		
Joint liquidators	John David Thomas Milsom and Allan Watson Graham		
Joint liquidators' address	KPMG LLP, 8 Salisbury Square, London EC4Y 8BB		
Date of appointment	11 November 2013		
Appointed by	Members		

Tesco Pink (Nominee HoldCo) Limited (in members' voluntary liquidation) Liquidators' final progress report for the period from 1! November 2013 to 21 February 2014 presented at the final meeting of members held on 21 February 2014

# Receipts and payments

Declaration of solvency £	ASSET REALISATIONS	£	£
100 2	Intercompany debtor Investments	Nil	Nıl
	LIABILITIES		
(2)	Creditors	Nıl	
	DISTRIBUTIONS		
	Ordinary shareholders	Nıl	
100	-		Nil
100			Nil

### Assets/Liabilities

The declaration of solvency, sworn by the directors prior to the commencement of the liquidation, showed an intercompany debt of £100 due from Tesco Pink (GP) Limited, investments of £1 in Tesco Pink (Nominee 1) Limited and £1 in Tesco Pink (Nominee 2) Limited together with intercompany debts of £1 due to Tesco Pink (Nominee 1) Limited and £1 due to Tesco Pink (Nominee 2) Limited

A distribution of £1 was received from the liquidation of Tesco Pink (Nominee 1) Limited which was off set against the debt of £1 due by the Company to Tesco Pink (Nominee 1) Limited A distribution of £1 was also received from the liquidation of Tesco Pink (Nominee 2) Limited which was off set against the debt of £1 due by the Company to Tesco Pink (Nominee 2) Limited

A search of the Index of Proprietor's Names at HM Land Registry proved negative

#### Creditors

A notice to creditors to prove their claims in the liquidation was advertised in The London Gazette on 20 November 2013. No creditors were forthcoming as a result of this advertisement.

Tesco Pink (Nominee HoldCo) Limited (in members' voluntary liquidation) Liquidators' final progress report for the period from 11 November 2013 to 21 February 2014 presented at the final meeting of members held on 21 February 2014

#### Tax/VAT/PAYE

The company was deemed dormant for corporation tax purposes. At the request of the joint liquidators, HM Revenue & Customs ("HMRC") confirmed that the Company had no outstanding corporation tax returns or liabilities, that it would not raise enquines into any pre or post liquidation periods and that it had no objection to the liquidators convening a final meeting of members to conclude the liquidation

A similar assurance was sought and received from HMRC in respect of VAT and PAYE matters

#### **Distributions**

On 20 February 2014 the joint liquidators declared a first and final distribution of the assets of the Company to Tesco Pink (GP) Limited, as the sole shareholder of the Company

The distribution was at the rate of £1 per £1 ordinary share and was effected by set off against the debt of £100 due to the Company by Tesco Pink (GP) Limited

# Joint liquidators' remuneration and expenses

A written resolution was passed on 11 November 2013 that the remuneration of the joint liquidators be fixed at their normal charging rates according to the time properly spent by them and members of their staff in attending to matters arising in the winding up of the Company.

The liquidators' remuneration will be paid by another group company and accordingly no detailed analysis is included in this report

Signed

John David Thomas Milsom Joint Liquidator

Dated 21 February 2014

John David Thomas Milsom and Allan Watson Graham are authorised to act as Insolvency Practitioners by the ICAEW