

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

03300035

Name of Company

AAHC 2 Limited

*1/* We

Christopher Richard Frederick Day, PO Box 810, 66 Shoe Lane, London, EC4A 3WA

Stephen Roland Browne, PO Box 810, 66 Shoe Lane, London, EC4A 3WA

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~~ 27 May 2015 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 Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ

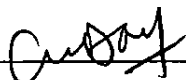
The winding up covers the period from 30 September 2014 (opening of winding up) to the final meeting (close of winding up)

The outcome of the meeting (including any resolutions passed at the meeting) was as follows

The following resolutions were passed

THAT the Joint Liquidators' statement of account for the period of the liquidation be approved

Signed



Date 27 May 2015

Deloitte LLP  
PO Box 810  
66 Shoe Lane  
London  
EC4A 3WA

Ref AAHC00L/MJS/RXP/SF

FRIDAY



A27 \*A48GLOQ5\* #134  
29/05/2015  
COMPANIES HOUSE

**AAHC 2 LIMITED  
(IN MEMBERS' VOLUNTARY LIQUIDATION)  
("the Company")**

**REPORT TO BE LAID BEFORE THE FINAL GENERAL MEETING OF THE COMPANY  
CONVENED FOR 27 MAY 2015 PURSUANT TO SECTION 94 OF THE INSOLVENCY ACT  
1986 (AS AMENDED)**

**27 May 2015**

This report has been prepared to be laid before the sole member at the final meeting to provide the sole member with an account of the Liquidators' administration of the winding-up of the Company for the whole period of the liquidation since the date of their appointment on 30 September 2014

The report may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by the sole member for any purpose other than updating them for information purposes, or by any other person for any purpose whatsoever

Stephen Roland Browne and Christopher Richard Frederick Day were appointed Joint Liquidators of AAHC 2 Limited on 30 September 2014

All licensed Insolvency Practitioners of Deloitte LLP are licensed in the UK to act as Insolvency Practitioners.

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- 2. Formal notice of Final Meeting**

## **ABBREVIATIONS**

For the purpose of this report the following abbreviations shall be used

"the Act"	Insolvency Act 1986 (as amended)
"the Company"	AAHC 2 Limited (In Members' Voluntary Liquidation)
"Deloitte"	Deloitte LLP
"the Liquidators"	Stephen Roland Browne and Christopher Richard Frederick Day of Deloitte LLP
"the Rules"	Insolvency Rules 1986 (as amended)

## **1. INTRODUCTION**

### **1.1 Introduction**

This report has been prepared in accordance with section 94 of the Act to provide a final account of the liquidation of the Company since the Liquidators' appointment on 30 September 2014

This report is the final report to the sole member

### **1.2 Details of the appointment of the Liquidators**

Stephen Roland Browne and Christopher Richard Frederick Day of Deloitte LLP were appointed Joint Liquidators further to the written resolution of the sole member dated 30 September 2014

For the purposes of section 231 of the Act, the Liquidators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally

#### **Final Meeting of the Company**

Pursuant to section 94 of the Act, a final meeting of the Company was held at Deloitte LLP, Athene Place, 66 Shoe Lane, London EC4A 3BQ on 27 May 2015

The purpose of the meeting was a formality to advise the sole member on the conduct of the liquidation, as disclosed in this report. The following resolution was passed at the meeting

#### **Ordinary Resolution**

- 1 "THAT the Joint Liquidators' statement of account for the period of the liquidation be approved"

Formal notice of this meeting is attached at Appendix 2

### **1.3 Vacation of Office**

Pursuant to section 171(6)(a) of the Act, the Liquidators will vacate office once the final meeting has been held and a notice confirming the holding of the final meeting and any decisions made has been filed at Companies House

The Company will be dissolved three months after the return of the final meeting has been filed with Companies House

## **2. LIQUIDATORS' FINAL RECEIPTS AND PAYMENTS ACCOUNT**

### **2.1 Introduction**

Please refer to Appendix 1 where we have summarised the Receipts and Payments for the entire period of our appointment

This account has been prepared on the basis of the information stated on the Declaration of Solvency that was made by the sole Director on 19 September 2014. The only asset left in the Company at the date of liquidation related to an inter-company debtor balance of £1 owed by AAHC 1 Pty Limited

The main asset realisations have been summarised in this section

### **2.2 Receipts**

There were no receipts in this reporting period and no future receipts are expected

### **2.3 Payments**

No payments were made during the reporting period, and no future payments are expected

### **3. DISTRIBUTIONS TO MEMBERS**

#### **3.1 Distributions made**

On 22 April 2015, the Liquidators made a first and final 'in specie' distribution (by set-off) of the inter-company debtor balance of £1 owed by AAHC 1 Pty Limited, to AAHC 1 Pty Limited as sole Member of the Company, at the rate of £1 per Ordinary £1 Share

#### **3.2 Final distributions**

There are no further distributions to be made in the liquidation

#### **4. OTHER MATTERS AND INFORMATION TO ASSIST MEMBERS**

The work performed during the course of the liquidation included mandatory liquidation tasks such as advertising statutory notices in The London Gazette, filing statutory notices at Companies House, circulating notices to relevant parties, conducting searches with The Pensions Tracing Service and HM Land Registry, obtaining formal clearances from the Australian Tax Authorities and HM Revenue & Customs in respect of U K taxation matters

##### **4.1 Taxation issues**

The Company became tax resident in Australia during 2007 at which time it ceased to be registered for tax in the United Kingdom. In January 2015, the final tax submissions were made to the Australian Tax Authorities ("ATO") and formal tax clearance was issued by ATO on 12 January 2015. In respect of U K tax clearance, HM Revenue & Customs issued clearance to the Company on 4 November 2014.



## **5. LIQUIDATORS' REMUNERATION AND EXPENSES**

### **5.1 Liquidators' Remuneration and Expenses**

There were no funds in the estate from the outset of the liquidation. The Liquidators' fees and expenses were met by AAHC 1 Pty Limited and calculated by reference to the time properly given by the Liquidators and their staff in attending to matters arising in the liquidation, calculated at the prevailing standard hourly charge-out rates used by Deloitte at the time when the work was performed. The total amount paid was £10,430.40 including disbursements.

The Liquidators' total time-costs in this reporting period amount to £35,535. This is made up of 95.4 hours at an average charge-out rate of £372.48 per hour, this time is charged in six minute increments.

### **5.2 Expenses**

Please refer to the table below for details of expenses incurred by the Liquidators.

<b>Nature of expenses</b>	<b>Total (£)</b>	<b>Outstanding (£)</b>
Statutory Advertising	338.40	0
HM Land Registry Search Fee	22.00	0
Courier Costs	10.00	0
Liquidators' Bonding	20.00	0
<b>Total</b>	<b>390.40</b>	<b>0</b>

### **5.3 Members' right to request further information**

Members of the Company with at least 5% in value of the total voting rights of all the members having the right to vote at general meetings of the Company, or, any member with permission of the Court, may, in writing, request the Liquidators to provide additional information regarding remuneration or expenses to that already supplied within this report. Such requests must be made within 21 days of receipt of this report.

### **5.4 Members' right to challenge Remuneration and/or Expenses**

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 permission of the Court, may apply to the Court for one or more orders, reducing the amount or the basis of remuneration which the Liquidators are entitled to charge or otherwise challenging some or all of the expenses incurred.

Please note that such challenges may not disturb remuneration or expenses approved under prior reports.

**AAHC 2 LIMITED**  
**(IN MEMBERS' VOLUNTARY LIQUIDATION)**

**JOINT LIQUIDATORS' FINAL RECEIPTS AND PAYMENTS ACCOUNT AS AT 27 MAY 2015**

<b>AAHC 2 LIMITED</b> <b>(In Members' Voluntary Liquidation)</b> <b>Liquidators' Final Receipts and Payments Account</b> <b>as at 27 May 2015</b>		
	<b>Declaration of Solvency Estimated to Realise £</b>	<b>Whole period of liquidation from 30/9/2014 to 27 May 2015 £</b>
<b>Receipts</b>		
Loans – AAHC 1 Pty Limited	1	
	<u>1</u>	<u>NIL</u>
<b>Payments</b>		
	<u>NIL</u>	<u>NIL</u>
Balance at bank		NIL
<i>Source Deloitte Analysis</i>		

**General Notes**

The receipts and payments account must be read in conjunction with the attached notes and report

1 The inter-company debtor balance of £1 owed by AAHC 1 Pty Limited was distributed 'in specie' (by set-off) to AAHC 1 Pty Limited on 22 April 2015, at the rate of £1 per Ordinary £1 Share

[MVL\_060]

**AAHC 2 LIMITED**  
**(IN MEMBERS' VOLUNTARY LIQUIDATION)**  
**("the Company")**

**Company Number:** 03300035  
**Registered Office:** Hill House, 1 Little New Street, London, EC4A 3TR  
**Principal Trading Address:** 145-157 St. John Street, London EC1V 4PY  
**Previous Name(s):** BAA (International Holdings) Limited  
**Date of Liquidation:** 30 September 2014

NOTICE IS HEREBY GIVEN, pursuant to Section 94 of the Insolvency Act 1986 (as amended), that a final general meeting of the Company will be held at Deloitte LLP, Athene Place, 66 Shoe Lane, London EC4A 3BQ on 27 May 2015 at 10 00 a m, 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

The meeting will also consider and, if thought fit, pass the following resolution

**Ordinary Resolution**

- 1 "THAT the Joint Liquidators' statement of account for the period of the liquidation be approved"

Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. Proxy forms to be used at the meeting must be lodged with the Joint Liquidators at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ no later than 12 noon on the preceding business day

Please contact Rosie Pang-Florence on +44 (0) 20 7007 2553 or at [rpangflorence@deloitte.co.uk](mailto:rpangflorence@deloitte.co.uk) for further information

Christopher Richard Frederick Day  
 Joint Liquidator  
 Office Holder Number 008072

Stephen Roland Browne  
 Joint Liquidator  
 Office Holder Number 009281

Dated 27 May 2015