

LIQ03

Notice of progress report in voluntary winding up



Companies House

For further information, please
refer to our guidance at
www.gov.uk/companieshouse

1 Company details

Company number 0 2 9 0 8 6 6 9

Company name in full Valve Train Components Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Nicola J

Surname Meadows

3 Liquidator's address

Building name/number 15 Colmore Row

Street Birmingham

Post town B3 2BH

County/Region

Postcode

Country

4 Liquidator's name ①

Full forename(s) Martin FP

Surname Smith

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number 15 Colmore Row

Street Birmingham

Post town B3 2BH

County/Region

Postcode


Country

② Other liquidator

Use this section to tell us about
another liquidator.

LIQ03

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6	Period of progress report												
From date	^d	2	^d	4	^m	0	^m	9	^y	2	^y	0	
To date	^d	2	^d	3	^m	0	^m	9	^y	2	^y	0	
7	Progress report												
<input checked="" type="checkbox"/> The progress report is attached													
8	Sign and date												
Liquidator's signature	<div>Signature</div> <div>  </div>												
Signature date	^d	1	^d	1	^m	1	^m	1	^y	2	^y	0	

**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	Tracey O'Hare								
Company name	Dains Business Recovery Limited								
Address	15 Colmore Row								
	Birmingham								
Post town	B3 2BH								
County/Region									
Postcode	<table><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>								
Country									
DX									
Telephone	0121 200 7900								

**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

Company No. 08455588

0207 555 8844

telephone

fax 0207 555 8845

email info@dains.com

Private and Confidential

Charter Manufacturing International Limited
C/o Charter Automotive LLC
1212 West Glen Oaks Lane
Mequon
Wisconsin
USA
53092

Our ref	TLO/NJM/VA025/14.0 2021
Telephone contact	Tracey O'Hare
Date	11 November 2021

Dear Sir/Madam

Valve Train Components Limited ("the Company") – In Members' Voluntary Liquidation

I refer to my appointment as Joint Liquidator of the above named Company on 24 September 2020.

Please find enclosed, a report on the progress of the liquidation following the end of the first year of our appointment as Liquidators.

A copy of 'A Members' Guide to Liquidators' Fees', together with an explanatory note which shows Dains Business Recovery Limited's fee policy, are available at the link <https://www.r3.org.uk/what-we-do/publications/professional/fees>.

Dains Business Recovery Limited uses personal information in order to fulfil the legal obligations of our Insolvency Practitioners under the Insolvency Act and other relevant legislation, and also to fulfil the legitimate interests of keeping members and others informed about the insolvency proceedings. You can find more information on how Dains Business Recovery Limited uses your personal information on our website at www.dains.com/privacy.

In the event of any queries regarding this report or the conduct of the liquidation in general, please do not hesitate to contact Tracey O'Hare by email at tohare@dains.com or by telephone on 0845 555 8844.

Yours faithfully
for Valve Train Components Limited

NJ Meadows

Nicola J Meadows
Joint Liquidator

tohare@dains.com

VALVE TRAIN COMPONENTS LIMITED – IN MEMBERS' VOLUNTARY LIQUIDATION

LIQUIDATORS' PROGRESS REPORT TO MEMBERS

For the period ending 23 September 2021

EXECUTIVE SUMMARY

I was approached by Charter Automotive LLC ("the Parent Company") to carry out Members Voluntary Liquidations ("MVL's") for both Valve Train Components Limited and Charter Manufacturing International Limited as part of the group restructuring following the closure of UK operations.

My duties and functions as Liquidator are the realisation of the Company's assets, the agreement of the claims of creditors, and the distribution of the Liquidation funds between the creditors and members in accordance with their legal entitlements.

The liquidation remains open until I have received notice that the Company has been deregistered for VAT, that the reclaim of the VAT has been received and that I have received the necessary tax clearances from HM Revenue and Customs ("HMRC"). Once all tax matters have been resolved and clearance has been received, I will be able to pay the final distribution, submit the final report to Members and Companies House and close my files.

STATUTORY INFORMATION

Company name:	Valve Train Components Limited
Registered office:	Charlotte House Stanier Way The Wyvern Business Park Derby DE21 6BF
Former registered office:	Unit 9, Attwood Road Zone 1, Burntwood Business Park Burntwood Staffordshire WS7 3GJ
Registered number:	02908669
Joint Liquidators' names:	Nicola J Meadows and Martin FP Smith
Joint Liquidators' address:	Charlotte House Stanier Way The Wyvern Business Park Derby DE21 6BF
Joint Liquidators' date of appointment:	24 September 2020

Actions of Joint Liquidators'

Any act required or authorised under any enactment to be done by a Liquidator may be done by either or both of the Liquidators acting jointly or alone.

LIQUIDATORS' ACTIONS SINCE COMMENCEMENT OF LIQUIDATION

A resolution to wind up the company was passed by the members of the company on 24 September 2020 and notice was sent to Companies House on 25 September 2020 together with a Declaration of Solvency and a notice of my appointment.

Notice of change in the registered office was sent to Companies House changing the registered office to Charlotte House, Stanier Way, The Wyvern Business Park, Derby, DE21 6BF.

My appointment as Joint Liquidator was advertised in the London Gazette on 28 September 2020.

The specific penalty bond was applied to the case within the first month following my appointment this has been regularly reviewed to ensure that the level of cover was adequate to protect the realisations made in the liquidation.

I have realised the Company assets, since my appointment, in line with those specified on the Declaration of Solvency as shown on the attached receipts and payments account. The asset realisations since my appointment comprise of cash at bank, book debts and a sundry refund from a utility company.

The intercompany creditors have been paid in full.

Trade debtors consisted of £1,199,902 intercompany and £511,192 trade (unconnected). The intercompany book debt of £1,199,902 was distribution in specie to Members/Shareholders upon appointment.

Distributions in cash were declared and paid to the Members/Shareholders on 21 January 2021 and 22 April 2021.

All company corporation tax returns for the period in liquidation have been submitted to HM Revenue & Customs ('HMRC') in a timely manner.

Periodic case reviews including the review of the specific penalty bond have been undertaken.

I have been in correspondence with HMRC in respect of the removal of the Group VAT, deregistration and reclaiming of VAT.

There is certain work that I am required by the insolvency legislation to undertake in connection with the liquidation that provides no financial benefit for the creditors. A description of the routine work undertaken since my appointment as Liquidator is contained in appendix 1.

RECEIPTS AND PAYMENTS ACCOUNT

My Receipts & Payments Account for the period from 24 September 2020 to 23 September 2021 is attached at appendix 2. All amounts are shown net of VAT. I have reconciled the account against the financial records that I am required to maintain.

The balance of funds are held in a non-interest bearing estate bank account.

ASSETS

The following assets have been realised since my appointment:

Asset Category	Amount stated on Declaration of Solvency £	Amount realised £
Trade Debtors	1,711,094.00	1,708,938.54
Cash at Bank	934,036.00	969,949.71
Surplus Refund	Nil	3,512.95
Total	2,645,130.00	2,682,401.20

Trade Debtors

The intercompany debtor totalling £1,199,902 was distributed in specie on the day of entering liquidation, 24 September 2020. With the assistance of the parent Company, I collected trade debtors of £509,036.54. The total realisations for trade debtors amount to £1,708,938.54. This sum compared to the Declaration of Solvency differs by £2,155.46 owing to the fluctuation of exchange rates as the debtors accounts were in sterling, euros and American dollars.

Cash at Bank

Following my appointment, I corresponded with JP Morgan Bank who held the Company bank accounts and requested all credit balances to be transferred to the liquidation account and all Company bank accounts to be closed. Funds totalling £969,949.71 have been received into the liquidation account. As some of the accounts were held in euros and US dollars, bank charges of £235.80 were incurred.

Surplus Refunds

A utilities refund of £3,512.95 has been received from Eon Energy.

LIABILITIES

Secured Creditors

An examination of the Company's mortgage register held by the Registrar of Companies, showed that the Company has no current charges over its assets.

Preferential Creditors

The Declaration of Solvency showed no preferential creditors.

Crown Creditors

The Declaration of Solvency showed no liability to HM Revenue and Customs ("HMRC")

Non-preferential unsecured Creditors

The Declaration of Solvency included two non-preferential unsecured creditors with an estimated total liability of £1,338,867. These creditors included intercompany creditors with a liability of £1,317,267 and Dains LLP (Accountants) with a liability of £21,600. However, it was found that Dains LLP had been paid post liquidation by the Parent Company.

The intercompany creditors were paid in full the sum of £1,317,267 by bank transfers on 10 November 2020 and 2 December 2020.

Share Capital

All creditors have been paid in full and the following distributions were made to the Members holding ordinary shares:

Date	Amount of Distribution	Rate of Distribution per Share
24 September 2020 (In specie)	£1,199,902.00	0.32 per share
21 January 2021 (In cash)	£102,566.95	0.0275 per share
22 April 2021 (In cash)	£14,780.49	0.0039 per share

LIQUIDATORS' REMUNERATION

My remuneration was previously authorised to be drawn as a fixed fee for the liquidation of both Companies at £17,000 plus VAT and disbursements. The fixed fee was paid by the Parent Company prior to liquidation.

A copy of 'A Members' Guide to Liquidators' Fees', together with an explanatory note which shows Dains Business Recovery Limited's fee policy are available at the link <https://www.r3.org.uk/what-we-do/publications/professional/fees>.

Additional information in relation to liquidator's fees in accordance with SIP 9 can be found at the link <https://www.dains.com/business-recovery-and-insolvency/>. This provides details of the firm's policy in relation to staffing, the use of sub-contractors and disbursements. Please note, in common with all professional firms, the charge out rates may increase from time to time over the period of the administration of each insolvency case.

LIQUIDATORS' EXPENSES

Expenses are any payments from the estate which are neither an office holder's remuneration nor a distribution to a creditor or a member. Expenses also includes disbursements. Disbursements are payments which are first met by the office holder and then reimbursed to the office holder from the estate. Expenses are split into:

- category 1 expenses, which are payments to persons providing the service to which the expense relates who are not an associate of the office holder; and
- category 2 expenses, which are payments to associates or which have an element of shared costs. Before being paid category 2 expenses require approval in the same manner as an office holder's remuneration.

It was agreed that the expenses for both connected Companies, Valve Train Components Limited and Charter Manufacturing International Limited would be paid from Valve Train Components Limited. I have incurred total expenses of £1,394.80.

I have used the following professional advisors in the reporting period:

Professional Advisor	Nature of Work	Basis of Fees
Cameron Legal	Solicitors	No fee

The Declaration of Solvency was sworn in the presence of Carrick Lindsay of Cameron Legal Limited, Portman House, 5-7 Temple Row West, Birmingham, B2 5NY.

I have incurred the following expenses in the period since the commencement of the Liquidation:

Type of expense	Estimated Fees £	Amount incurred £
Specific Bond	497.50	342.50
Specific Bond - Charter	497.50	342.50
Statutory Advertising	237.00	237.00
Statutory Advertising - Charter	237.00	237.00
Bank Charges	Nil	235.80
Postage Costs	100.00	Nil
Total	1,569.00	1,394.80

Details of the category 1 expenses that I have paid to date are included in the receipts and payments account attached.

I have not paid any category 2 expenses.

FURTHER INFORMATION

A Member may, with the permission of the court or with at least 5% of the total voting rights of all the Members having the right to vote at general meetings of the company request further details of the Joint Liquidators' remuneration and expenses, within 21 days of receipt of this report.

A Member may, with the permission of the court or with at least 10% of the total voting rights of all the Members having the right to vote at general meetings of the company, apply to Court to challenge the amount of remuneration charged by the Joint Liquidators as being excessive, and/or the basis of the Joint Liquidators' remuneration, and/or the amount of the expenses incurred as being excessive, within 8 weeks of their receipt of this report.

SUMMARY

The Liquidation will remain open until I have received notice that the Company has been deregistered for VAT, that the reclaim of the VAT has been received and that I have received the necessary tax clearances from HMRC. I am unable to estimate how long this will take as HMRC have a substantial backlog due to coronavirus.

In the event of any queries regarding the conduct of the liquidation, please do not hesitate to contact Tracey O'Hare by telephone on 0845 555 8844 or by email at tohare@dains.com.

A handwritten signature in black ink that reads "NJ Meadows". The "N" and "J" are stylized and connected, and "Meadows" is written in a cursive script.

Nicola J Meadows
Joint Liquidator

Appendix 1

Administration

This represents the work involved in the routine administrative functions of the case by the office holder and their staff, together with the control and supervision of the work done on the case by the office holder and their managers. It does not give direct financial benefit to the members but has to be undertaken by the office holder to meet their requirements under the insolvency legislation and the Statements of Insolvency Practice, which set out required practice that office holders must follow.

- Case planning - devising an appropriate strategy for dealing with the case and giving instructions to the staff to undertake the work on the case.
- Setting up physical/electronic case files.
- Setting up the case on the practice's electronic case management system and entering data.
- Issuing the statutory notifications on appointment as office holder, including gazetting the office holder's appointment.
- Obtaining a specific penalty bond.
- Convening and holding a general meeting of Members.
- Dealing with all routine correspondence and emails relating to the case.
- Opening, maintaining and managing the office holder's estate bank account.
- Creating, maintaining and managing the office holder's cashbook.
- Undertaking regular bank reconciliations of the bank account containing estate funds.
- Reviewing the adequacy of the specific penalty bond on a quarterly basis.
- Undertaking periodic reviews of the progress of the case.
- Overseeing and controlling the work done on the case by case administrators.
- Preparing, reviewing and issuing annual progress reports to Members.
- Filing returns at Companies House.
- Preparing and filing VAT returns.
- Writing to HMRC to disband the VAT Group
- Preparing and filing Corporation Tax returns.

Creditors

Claims of creditors - the office holder needs to maintain up to date records of the names and addresses of creditors, together with the amounts of their claims as part of the management of the case. The office holder also needs to deal with correspondence and queries received from creditors regarding their claims and dividend prospects as they are received. The office holder is required to undertake this work as part of his statutory functions.

- Maintaining up to date creditor information on the case management system.
- Payment of intercompany creditors.

Realisation of Assets

- Realising funds held in Company bank accounts and the closure of all accounts.
- Collection of book debts with the assistance of the Parent Company.
- Liaising with Eon Energy for the surplus held to be paid into the liquidation account.

Valve Train Components Limited
In Liquidation
Joint Liquidators' Summary of Receipts & Payments
To 23/09/2021

Dec of Sol £		£	£
	ASSET REALISATIONS		
1,711,094.00	Trade Debtors	1,708,938.54	
934,036.00	Cash at Bank	969,949.71	
	Sundry Refunds	3,512.95	
			2,682,401.20
	COST OF REALISATIONS		
	Specific Bond	342.50	
	Specific Bond - Charter	342.50	
	Statutory Advertising	237.00	
	Statutory Advertising - Charter	237.00	
	Bank Charges	235.80	
			(1,394.80)
	UNSECURED CREDITORS		
(1,317,267.00)	Intercompany Creditors	1,317,267.00	
(21,600.00)	Accountancy Fees - Dains LLP	NIL	
			(1,317,267.00)
	DISTRIBUTIONS		
	Ordinary Shareholders	1,317,249.44	
			(1,317,249.44)
1,306,263.00			46,489.96
	REPRESENTED BY		
	Floating Current A/c		46,258.16
	Vat Control Account		231.80
			46,489.96

NJ Meadows

Nicola J Meadows
Joint Liquidator