Section 94 **Form 4.71**

Return of Final Meeting in a Members' Voluntary Winding Up

S.94

Pursuant to Section 94 of the Insolvency Act 1986

To the Registrar of Companies

Company Number

05215725

Name of Company

(a) Insert full name of company

(a) St Helen's Private Equity Limited

(b) Insert full name(s) and address(es)

I/~~We~~ (b)

Adrian Duncan of Savants Advisory Limited, 83 Victoria Street London, SW1H OHW

(c) Delete as applicable

(d) Insert date

(e) The copy account must be authenticated by the written signature(s) of the liquidator(s)

(f) Insert venue of the meeting

give notice that a general meeting of the company was duly (c) [held on] / [~~summoned for~~] (d) 21 July 2017 pursuant to Section 94 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached (e)) laid before it showing how the winding up of the company has been concluded, and the property of the company has been disposed of and (c) [that the same was done accordingly] / [~~no quorum was present at the meeting~~];

The meeting was held at (f) 83 Victoria Street London, SW1H OHW

The winding up covers the period from (d) 14 October 2014 (opening of winding up) to the 21 July 2017(close of winding up).

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

To agree the Liquidator's final report on the administration of the Liquidation,
To agree the Liquidator's release.

Signed

Date 21 July 2017

Presenter's name, address and reference (if any)

Adrian Duncan
Savants Advisory Limited
83 Victoria Street
London,
SW1H OHW

MONDAY

A6BT4EQJ

A14 31/07/2017 #228

COMPANIES HOUSE

St Helen's Private Equity Limited
(In Members' Voluntary Liquidation)

Liquidator's Final Report to Members
Pursuant to Section 94 of Insolvency Act 1986

Savants

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Savants

Report structure and Glossary

Report structure

- **We have set out the key documents and correspondences in the attached report, but emphasise that for a full understanding it is necessary to read this in conjunction with the supporting Appendices A to C.**

Savants contacts:

Adrian Duncan
83 Victoria Street
London
SW1H 0HW

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Fax: 0845 299 1021
Email: aduncan@savants.co.uk

Glossary	
St Helen's Private Equity Limited	Company
Statement of Insolvency Practice	SIP
Mr Adrian Duncan	Liquidator
Mr Hamish Williams, Mr Jon Pither, Ms Nicola Brookes and Mr Mark Warde-Norbury	Directors
Declaration of Solvency	DoS
Receipts & Payment	R&P
HM Revenue & Customs	HMRC

Liquidator's Final Report

ST HELEN'S PRIVATE EQUITY LIMITED (IN MEMBERS' VOLUNTARY LIQUIDATION)

2.1 INTRODUCTION

- The purpose of this report is to provide a final report to the members and to put the members on notice of my intention to resign and seek release from office as Liquidator. This report details the Liquidator's acts and dealings and it should be read in conjunction with any previous correspondence to the members.

2.2 BACKGROUND

- The Statutory meeting of members was held on 14 October 2014 at which Adrian Duncan of Savants, Unit 3 Gordon Mews Gordon Close, Portslade, Brighton, East Sussex, BN41 1HU was appointed as Liquidator of the Company.
- The Company registered number is 05215725 and the former registered office address was changed to Savants, Unit 3 Gordon Mews Gordon Close Portslade, Brighton, East Sussex, BN41 1HU.
- The Company's principal activity was fund management activities.

2.3 RECEIPTS AND PAYMENTS ACCOUNT

- My Receipts and Payments (R&P) account for the period from 14 October 2014 to 21 July 2017 is attached at Appendix A. The R&P account should be self explanatory and should be read in conjunction with the commentary in this report.
- Estate funds were banked in a designated Liquidation account at a UK bank and accordingly there is no account held by the Secretary of State to reconcile the attached report to. I can confirm that the R&P at Appendix A, has been reconciled to the Liquidation bank account held.

2.4 ASSETS REALISATIONS

- **Cash at Bank**

  - The DoS showed the balance held in the Company's account with HSBC Bank was £8,500.00. Shortly after my appointment I wrote to the bank requesting the balance of funds to be transferred to the liquidation bank account.

  - On 6 November 2014, HSBC Bank forwarded funds totalling £9,615.10 to the liquidation bank account and the Company's bank account was closed.

- **Unclaimed dividend**

  - After my appointment, I notified SLC Registrar (SLC) at Thames House, Portsmouth Road, Esher, Surrey, KT10 9AD of my appointment on 20 October 2014.

  - On 3 November 2014, I received an email from Charlotte Sugden of SLC regarding the termination of their service and a notice on Company's letterhead was required in order to disable and expire the security for the ordinary shares from CREST. Once the service was terminated SLC would be able to provide the share register and relevant documents to the Liquidator. Charlotte also mentioned that SLC was holding unclaimed funds from the previous payment made to the shareholders. On 19 November 2014, the Liquidator sent notice to SLC on Company's letterhead for the termination of SLC service.

  - On 17 December 2014, I received a confirmation from Charlotte at SLC of the expiry of CREST on 29 December 2014. After the expiry the SLC would be able to close their files and forward all the relevant documentation to the Liquidator.

  - On 14 October 2015, I received a list of unclaimed dividend funds from SLC and confirmed that they are holding £2,867.70 of returned unclaimed dividend funds. The following are the two options given by SLC:

    - Transfer the funds to the Liquidator by cancelling the outstanding cheques. This would cost approximately £105.

    - There are currently 7 cheques outstanding payment, the cheques do not have an expiry dates but after 15 months the bank would usually query on presentation of cheque. Hold the funds till expiry of 15 months and then transfer the funds to Liquidator.

  The Liquidator preferred first option as the second option would delay the MVL process

- After discussion with the shareholder Hamish Williams, it was decided that the best course of action would be to go with option 1 as with option 2 there is no guarantee that the cheques will not be banked after this date.

- Currently, we have received the final list of the shareholders from SLC, however we are waiting for the shareholding details of each shareholder from the Directors. The Liquidator is in process of cancelling the unclaimed dividend cheques and funds will be transferred to a separate liquidation bank account, which has been opened.

2.5 LIABILITIES

- **Secured or Preferential Creditors**

  - As you will note from the DoS the Company has no secured or preferential creditors. I can confirm that to date I have not received any claims in this regard.

- **Unsecured Creditors**

  - The Company has no unsecured creditors.

  - I advertised for creditors to submit their claims in the Liquidation on or before 20 November 2014. No further claims have been received from unsecured creditors.

- **Notary fees**

  - There was an outstanding invoice related to the notary fee. On receipt of funds in the Liquidation account, the invoice of £360 including VAT was settled in full on 12 November 2014.

  - As soon as I received funds from the bank on 13 November 2014 a payment of £360 was made to Basil of Notary Co UK as professional fees in respect of certifying the signed DoS.

2.6 DIVIDENDS

- From R&P summary you will note that there are minimum assets with the Company to distribute among the shareholders.
- I have now issued cheques for first and final dividend to the shareholders of the Company.

2.7 LIQUIDATOR'S ACTIONS SINCE APPOINTMENT

- As you are aware I was appointed as Liquidator of the Company on 14 October 2014. Since my appointment I have filed all necessary notices and carried out my investigation into the Company's affairs.
- I have advertised for claims and will be making a distribution to members due cores.

2.8 PRE-APPOINTMENT REMUNERATION

- The members previously authorised the payment of my firm's fee of £2,441.40 including VAT for assistance with preparing the DoS and producing and circulating the notices for the meeting of members prior to my appointment.

2.9 LIQUIDATOR'S REMUNERATION

- As outlined above, my fee authorised by the members was fixed to include both pre and post appointment time. My time costs to 21 July 2017 amount to £40,262 reflecting 260.50 hours worked by this office, at an average rate of £154.56 per hour. I have charged further fees of £13,936.93 inclusive of VAT for my post appointment time in this Liquidation and this was agreed by the shareholders. Please note that the balance of my post appointment time costs will be written off.
- I had various conversations with Shareholders in which we discussed that the Company was significantly more complicated and time consuming than was represented to us at the time of signing our engagement letter, was sent to the Director stating the agreed fixed fee quote. I then confirm that the Director acknowledge that, and he have seen the extent of the work undertaken by the firm as I had provided our full time ledger to him. I also confirm that as a consequence he have agreed that it is right and proper that our firm will receive additional fees in the amount of £13,936.93 inclusive VAT throughout the liquidation for the extra works that was undertaken (Final fees).
- To access the Creditors' Guide to Liquidators' fees please visit the following website: http://www.icaew.com/-/media/corporate/files/technical/insolvency/creditors-guides/2015/guide_to_liquidators_fees_oct_2015.ashx

Liquidator's Final Report

- Should you require a paper copy, please send your request in writing to the Liquidator at the address on the front of this report and this will be provided to you free of charge.
- Please note that there are different versions for cases that commenced before or after 6 April 2010 and in this case you should refer to the post April 2010. If this website cannot be accessed then please request a copy from my office. I enclose additional information relating to the policy of Savants regarding fees and disbursements.
- A description of the routine work undertaken in the liquidation to date is as follows:

  - **Administration and Planning**

    - Preparing the documentation and dealing with the formalities of appointment.
    - Statutory notifications and advertising.
    - Preparing documentation required.
    - Dealing with all routine correspondence.
    - Maintaining physical case files and electronic case details on IPS and Vision Blue.
    - Case review and storage of records.
    - Case bordereau.
    - Case planning and administration.

  - **Cashiering**

    - Maintaining and managing the liquidator's cashbook and bank account.

  - **Creditors**

    - Advertising for creditors to prove their claim.
    - Reviewing and agreeing creditors claims
    - Preparing reports to members.
    - Correspondence with members.

  - **Realisation of Assets**

    - Identifying and securing assets.
    - Correspondence and recovery of book debts.

2.10 MEMBERS RIGHTS TO REQUEST 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 Liquidator's 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 and/or basis of the Liquidator's fees and the amount of any proposed expenses or expenses already incurred, within 8 weeks of receipt of this report.

2.11 SUMMARY

- The winding up of the Company is now complete and I am able to summon a final meeting of the Company's member to receive my final report and seek my release as Liquidator.

- The member should note that if I obtain my release as Liquidator at the final meeting on 21 July 2017, my case files will be placed in storage thereafter. If you have any queries you are asked to contact me on 02088 193 191 before the date of the final meeting

Yours faithfully

Adrian Duncan
Liquidator
Licensed to act as an Insolvency Practitioner in the UK by the Institute of Chartered Accountants in England & Wales and is bound by the Insolvency Code of Ethics when carrying out all professional work relating to an insolvency appointment

Enc.

Appendix - A

Liquidator's Receipts and Payments Account

St Helen's Private Equity Limited (In Liquidation)					
Liquidator's Receipts and Payments Account from 14/10/2014 to 21/07/2017					
	Declaration of Solvency	From 14/10/2014 to 13/10/2015	From 14/10/2015 to 13/10/2016	From 14/10/2016 to 21/07/2017	Total
Receipts					
Cash at Bank	8,500.00	9,615.10	2,000.00	0.00	11,615.10
Bank interest	0.00	8.44	6.87	0.41	15.72
Unclaimed Dividend	0.00	0.00	2,834.77	0.00	2,834.77
Bank Transfer	0.00	0.00	0.00	10.69	10.69
[illegible]		[illegible]	[illegible]	[illegible]	[illegible]
Payments					
Notary Fees	(360.00)	(300.00)	0.00	0.00	(300.00)
Officeholders fees	0.00	0.00	(5,735.67)	(5,070.84)	(10,806.51)
Irrecoverable VAT	0.00	(60.00)	(1,147.13)	(1,014.16)	(2,221.29)
Ordinary shareholders	0.00	0.00	0.00	(1,137.36)	(1,137.36)
Corporation Tax	0.00	0.00	(1.61)	0.00	(1.61)
[illegible]		[illegible]	[illegible]	[illegible]	[illegible]
[illegible]					

Appendix - B

SIP 9 report

Time Entry - SIP9 Time & Cost Summary
SPE350: St Helen's Private Equity Limited
To: 21/07/2017
Project Code: P051

Classification of work function	Partner	Manager	Other Senior professionals	Assistants & support staff	Total Hours	Time Cost	Average Hourly Rate £
Administrative Set Up	0.00	2.60	14.10	1.30	18.00	2,664.00	148.00
Appointment Notification	0.00	1.00	1.50	0.00	2.50	414.50	165.80
Case Closure	0.00	0.00	0.00	2.90	2.90	362.50	125.00
Case Planning	0.00	1.20	1.50	0.10	2.80	469.00	167.50
Case Reviews including MR1s/MR2s	0.00	4.80	8.70	4.00	17.50	2,735.50	156.31
Cash Accounting and Time Records	0.00	2.60	1.90	2.10	6.60	1,065.00	161.36
Cashiering	2.20	3.40	2.80	35.00	43.40	6,135.00	141.36
Engagement letter and Terms	0.00	0.00	0.70	0.00	0.70	97.50	139.29
Final meeting - documents, circular an	0.00	0.00	0.40	0.30	0.70	99.50	142.14
Internal Documentation and IT	0.00	0.00	0.10	0.30	0.40	52.00	130.00
Maintenance of Records	0.00	1.20	4.10	25.70	31.00	4,032.00	130.06
Meeting ,Travel & Waiting Time	0.00	0.00	0.00	0.10	0.10	12.50	125.00
Meeting/Correspondence/Telephone w	0.00	0.00	0.00	0.20	0.20	25.00	125.00
Other post appointment tax matters	0.00	0.00	0.20	0.00	0.20	27.00	135.00
Post appointment Corporation tax	0.00	0.50	0.30	0.20	1.00	170.50	170.50
Post appointment VAT	0.00	0.00	0.50	0.00	0.50	67.50	135.00
Statutory forms	0.00	0.00	0.40	0.00	0.40	54.00	135.00
Statutory Reporting and Compliance	0.00	7.00	1.50	0.40	8.90	1,724.50	193.76
Communication with creditors	0.00	0.70	7.80	0.00	8.50	1,228.00	144.47
Correspondence and telephone calls	0.00	2.80	0.00	0.00	2.80	588.00	210.00
Creditors Report	0.00	0.00	0.00	0.40	0.40	50.00	125.00
Dealing with legal reps re creditors	0.00	0.60	0.00	0.00	0.60	126.00	210.00
Distributions	0.00	1.80	0.60	0.20	2.60	496.00	190.77
Email to Director/Accountant	0.00	0.00	2.50	0.00	2.50	362.50	145.00
HMRC Clearance	0.00	1.20	4.30	0.00	5.50	832.50	151.36
HMRC Communication	0.20	4.40	2.80	0.00	7.40	1,375.00	185.81
Members Distribution	3.60	3.20	11.40	0.00	18.20	3,365.00	184.89
Post appointment CT returns	0.00	0.70	0.00	1.90	2.60	384.50	147.88
Pre appointment CT returns	0.00	0.50	0.70	0.00	1.20	199.50	166.25
Secured Creditors	0.00	0.30	0.00	0.00	0.30	63.00	210.00
Shareholder	0.00	15.60	24.80	16.20	56.60	8,798.00	155.44
Unsecured creditors	0.00	0.70	4.00	0.00	4.70	691.00	147.02
Cash at Bank	0.00	3.10	3.90	0.00	7.00	1,177.50	168.21
Correspondence with Agent	0.00	1.00	0.00	0.00	1.00	210.00	210.00
Identifying, securing, insuring assets	0.00	0.00	0.70	0.00	0.70	94.50	135.00
Insurance	0.00	0.00	0.10	0.00	0.10	13.50	135.00

Appendix - C

SIP 9 charge out rates

- These charge-out rates charged are reviewed each year and are adjusted to take account of inflation and the firm's overheads.

- Time spent on casework is recorded directly to the relevant case using a computerised time recording system and the nature of the work undertaken is recorded at that time. Each unit of time is 6 minutes. The work is recorded under the following categories:
  - Administration and Planning
  - Investigations
  - Realisation of assets
  - Debtors
  - Creditors
  - Employee matters
  - Trading

- The officeholder's remuneration invoiced to the insolvent estate will be subject to VAT at the prevailing rate.

- Where remuneration has been approved on a time cost basis a periodic report will be provided to any committee appointed by creditors or, in the absence of a committee, to the creditors. The report will provide a breakdown of the remuneration drawn and time costs incurred and will also enable the recipients to see the average rates of such costs.

Savants charge out rate 2016	
Partner - appointment taker	295
Director	260
Senior Manager	245
Manager	210
Assistant Manager	180
Senior Executive	155
Executive	145
Junior Executive	125
Cashier	135
Trainee	90
Support Staff/ Secretary	70

Appendix - C
SIP 9 charge out rates

Agent's Costs

Charged at cost based upon the charge made by the Agent instructed, the term Agent includes:

Solicitors/Legal Advisors
Auctioneers/Valuers
Accountants
Quantity Surveyors
Estate Agents
Other Specialist Advisors

Disbursements

In accordance with Statement of Insolvency Practice 9 (SIP9) the basis of disbursement allocation in respect of disbursements incurred by the Office Holder in connection with the administration of the estate must be fully disclosed to creditors. Disbursements are categorised as either Category 1 or Category 2.

Category 1 expenses are directly referable to an invoice from a third party, which is either in the name of the estate or Savants, in the case of the latter, the invoice makes reference to, and therefore can be directly attributed to, the estate. These disbursements are recoverable in full from the estate without the prior approval of creditors either by a direct payment from the estate or, where the firm has made payment on behalf of the estate, by a recharge of the amount invoiced by the third party. Examples of category 1 disbursements are statutory advertising, external meeting room hire, external storage, specific bond insurance and company search fees.

Category 2 expenses are incurred by the firm and recharged to the estate; they are not attributed to the estate by a third party invoice and/or they may include a profit element. These disbursements are recoverable in full from the estate, subject to the basis of the disbursement charge being approved by creditors in advance. Examples of category 2 disbursements are photocopying, internal room hire, internal storage.

The policy of Savants is not to recharge any expense which is not specific to the case, therefore there will be no category 2 disbursements charged. Category 2 disbursements, because they are imprecise, require approval by the creditors before they can be drawn.

Savants