

## Section 94

Return of Final Meeting in a  
Members' Voluntary Winding UpPursuant to Section 94 of the  
Insolvency Act 1986

To the Registrar of Companies

**S.94**

Company Number

05943531

Name of Company

Ingenious Live VCT 2 Plc

I/We S B Ryman  
10 Orange Street  
Haymarket  
London  
WC2H 7DQAnthony Davidson  
10 Orange Street  
Haymarket  
London  
WC2H 7DQ

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 summoned on for 29 October 2013 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 summoned to be held at 10 Orange Street, Haymarket, London, WC2H 7DQ

The winding up covers the period from 31 July 2012 (opening of winding up) to the final meeting (close of winding up)

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

- 1 The Joint Liquidators' final receipts and payments account be approved
- 2 The Joint Liquidators' be released from office
- 3 The Liquidators' be authorised to destroy the Company's books and records 15 months following the final meeting

Signed

Date 29 October 2013

Shipleys LLP  
10 Orange Street  
Haymarket  
London  
WC2H 7DQ

Ref 51613/SBR/AD/JWI/MB



**Ingenious Live VCT 2 Plc**  
**(In Liquidation)**  
**Joint Liquidators' Abstract of Receipts & Payments**  
**From 31 July 2012 To 29 October 2013**

S of A £	£	£
	<b>ASSET REALISATIONS</b>	
5,508,000 00	Qualifying Investments	NIL
264,000 00	Non-Qualifying Investments	194,410 65
215,000 00	Book Debts	778,420 07
8,000 00	Cash at Bank	5,126,106 74
	Bank Interest Gross	203 85
		6,099,141 31
	<b>COST OF REALISATIONS</b>	
	Joint Liquidators Remuneration	6,246 93
	Joint Liquidators Expenses	1,114 40
	VAT Irrecoverable	1,472 27
	Bank Charges	253 85
	Unclaimed Dividends	59,747 05
		(68,834 50)
	<b>UNSECURED CREDITORS</b>	
(17,000 00)	Trade & Expense Creditors	68,340 26
		(68,340 26)
	<b>DISTRIBUTIONS</b>	
	Ordinary Shareholders	5,961,966 55
		(5,961,966 55)
5,978,000 00		0.00
	<b>REPRESENTED BY</b>	
		NIL

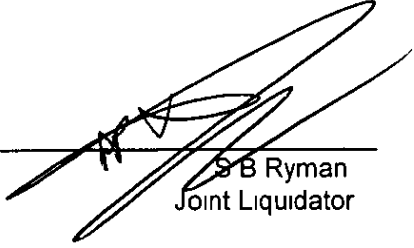
**Note**

The costs of advertising in the Gazette and other newspapers was £153

The aggregate amount paid to creditors £68,340 26

The amount of statutory interest paid NIL

A class Ordinary £1 shares paid at 65 15p per share

  
S B Ryman  
Joint Liquidator

**Ingenious Live VCT 2 Plc - In Members' Voluntary Liquidation ("the Company")**  
**Registered Office: PO BOX 6031710, Orange Street, London, WC2H 7WR**  
**Registered number: 05943531**  
**Joint Liquidators: Stephen Blandford Ryman & Anthony Peter Davidson**  
**Joint Liquidators' Address: 10 Orange Street, Haymarket, London WC2H 7DQ**  
**Date of Appointment: 31 July 2012**  
**Period of Report: 31 July 2012 to 30 July 2013 (Annual Period) and 31 July 2013 to 26 September 2013 (Final Period)**

I am now in a position to conclude this Liquidation and advise you that a final general meeting of the Company has been convened pursuant to Section 94 of the Insolvency Act 1986, formal notice of which is given below. This is my Annual Progress Report issued in accordance with Rule 4.49C and my Final Report issued in accordance with Rule 4.126A of the Insolvency Rules 1986. In the event that no substantive issues are raised by members no further report will be issued and this report will be presented at the final meeting.

## **SUMMARY ACCOUNT**

I enclose a copy of a receipts and payments account for the annual period and the final period.

## **RECEIPTS**

In respect of the receipts I comment as follows:

### **Qualifying Investments**

Please note that the Company's qualifying investments were all realised prior to the Company going into Liquidation and are therefore listed as being received as cash at bank.

### **Non-Qualifying Investments**

The Directors' Declaration of Solvency ("the DOS") indicated that the Company held non-qualifying investments that were valued at £264,000.

As can be seen from the attached receipts and payments account, during the annual period the sum of £194,406.26 was realised and during the final period, no funds were received.

I advise that all monies due in respect of non-qualifying investments have been received.

### **Book Debts**

The DOS stated the Company was due the sum of £215,000.

As can be seen from the attached receipts and payments account, during the annual period the sum of £787,420.07 was realised and during the final period, no funds were received.

I advise that all monies due in respect of book debts have been received.

### **Cash at Bank**

The DOS indicated that the Company's bank account held the sum of £8,000

As can be seen from the attached receipts and payments account, during the annual period the sum of £5,126,010 81 was realised and during the final period, no funds were received

I advise that all monies due in respect of cash at bank have been received

Please note that the reason for the large variance between the DOS figure and the actual realisation is as a result of the funds due from the qualifying investments being received into the Company's bank account prior to the date of Liquidation

Please note that I have not physically received any of the above funds. The figures on the attached Receipts and Payments account are for reporting purposes only and all transactions were made by the Company on my behalf, but with my consent, in order to save costs

### **Bank Interest Gross**

As can be seen from the attached receipts and payments account, during the annual period no funds have been received and during the final period, funds of £203 85 were received

### **PAYMENTS**

The payments on my receipts and payments account show the expenses paid in the Liquidation and I comment as follows

#### **Value Added Tax ("VAT") Irrecoverable**

I advise that the Company was not registered for VAT purposes

As can be seen from the attached receipts and payments accounts, during the annual period funds of £1,467 60 were paid and during the final period, no payments have been made

### **Bank Charges**

As can be seen from the attached receipts and payments accounts, during the annual period funds of £50 were paid and during the final period, funds of £203 85 have been made

Please note that the above transactions have been performed by the Company on my behalf in order to minimise costs and maximise the return to the Company's Members

### **LIABILITIES**

#### **Secured Creditors**

The Company have not granted a fixed and/or floating charge to any creditor, accordingly the Company has no secured creditors

### Preferential Creditors

I advise there were no employees of the Company at the date of Liquidation accordingly there are no preferential creditors on this Liquidation

### Unsecured Creditors

Details of the unsecured creditors who have claimed in the Liquidation and the amounts paid to them by way of an unsecured dividend is summarised below

Unsecured Creditors	Statement of Affairs claims £	Total value of claims received £	Total dividend paid £	Dividend rate £
Trade & Expense Creditors	17,000 00	68,340 26	68,340 26	100p in the £
<b>TOTAL</b>	<b>17,000.00</b>	<b>68,340.26</b>	<b>68,340.26</b>	<b>100p in the £</b>

I advise that the above payments represent monies paid in order that the Company could maintain its investment portfolio and remain registered with the relevant authorising bodies. Please note that these payments relate to costs that the Company would have had to pay in full if it had not entered Members' Voluntary Liquidation

### Statutory Interest Paid

Please note that the Company did not have any actual creditors and the amounts detailed above reflect management charges incurred in realising the assets of the Company, accordingly no statutory interest has been paid

### Contributories

Amounts paid to contributories are summarised below

Class of Share	Nominal value of 1 share £	Number of shares issued	Total dividend paid £	Dividend rate £
Ordinary	£1	9,242,845	6,021,713 60	65 15p in the £

I advise the above distribution was made to the contributories of the Company on 2 October 2012

### Unclaimed Dividends

I advise that I have sent 15 unclaimed dividend cheques totalling £59,747 05 to the Insolvency Services Unclaimed Dividend Account

### PRESCRIBED PART

Under the provisions of Section 176A of the Insolvency Act 1986 the Liquidators must report on the amount of funds distributed to unsecured creditors in respect of the prescribed part. This provision only applies where the Company has granted a floating charge to a creditor

after 15 September 2003 and where it is estimated that the Company will have, after discharging the costs of the Administration and preferential creditors claims, net property exceeding £10,000

The Company did not grant a floating charge to any creditor, consequently there has been no prescribed part in this Liquidation

#### **JOINT LIQUIDATORS' REMUNERATION & DISBURSEMENTS**

At a meeting of members held on 31 July 2012 it was resolved that the Joint Liquidators' remuneration be payable by reference to time properly given by him and his staff in attending to matters arising in the Liquidation

Time costs incurred for the whole of the Liquidation are summarised below

	Hours No.	Rate / hour £	Total value of time £
Time for the period 31 07.12 to 30 07 13	37 70	186 13	7,017 25
Time for the period 31 07 13 to 26 09 13	7 70	222 57	1,713 80
<b>Total Liquidator's time costs</b>	<b>45 40</b>	<b>192 31</b>	<b>8,731 05</b>

I attach schedules of my time costs which provide details of the activity costs incurred by staff grade for the whole period of the Liquidation to date

Total Liquidation fees drawn at the date of this report amount to £6,246 93

For information purposes, I enclose "A Members' Guide to Liquidators' Fees", together with a document that outlines the policy of Shipleys LLP in respect of fees and disbursements. Since the approval of my remuneration on 31 July 2012, please note that the charge out rates of myself and my staff have changed. I would draw the attention of members to the historic charge out rate information contained in the policy document attached for further details

#### **DISBURSEMENTS**

Where disbursements are recovered in respect of precise sums expended to third parties there is no necessity for these costs to be authorised. These expenses are known as category 1 disbursements and are detailed in the table below, which also indicates whether they have yet been paid from case funds

Disbursement	Amount Incurred 31.07.12 to 30.07.13	Total amount incurred to date £	Amount reimbursed £	Amount still to be reimbursed £
Advertising	153 00	153 00	153 00	0 00
Insurance	960 00	960 00	960 00	0 00
Other Expenses	26 75	26 75	1 00	25 75
Postage & Couners	0 40	0 40	0 40	0 00
<b>TOTAL</b>	<b>1,140.15</b>	<b>1,140.15</b>	<b>1,114.40</b>	<b>25.75</b>

Liquidators often charge expenses for example photocopying and facsimile charges, mileage and internal room hire. Such expenses, which are attributable to cases, require the approval of the creditors before they can be drawn and these are known as category 2 disbursements. Members previously approved the payment of category 2 disbursements on 31 July 2012. However, I have not incurred any category 2 disbursements throughout my administration of the Liquidation.

#### **PROFESSIONAL ADVISORS**

I have not required the services of any professional third parties throughout my administration of the Liquidation.

#### **MEMBERS' RIGHTS**

Contributories of the company with at least 5% of the total voting rights of all the contributories having the right to vote at general meetings of the company may within 7 business days request in writing further information regarding the remuneration and expenses set out in this report. In accordance with Rule 4 49E(3) of the Insolvency Rules 1986, within 14 days of a request we will provide further information or explain why further information is not being provided.

A contributory (who need not be the contributory who asked for the information) may, who has at least 5% of the total voting rights of all the contributories having the right to vote at general meetings of the company, apply to the court within 21 days of our response or the expiry for the period of my response and the court may make such order as it thinks fit (Rule 4 49E(4) of the Insolvency Rules 1986).

Contributories of the company with at least 10% of the total voting rights of all the contributories having the right to vote at general meetings of the company or any contributories with the permission of the court, may apply to the court if they consider that the remuneration of the liquidators, or the basis fixed for the remuneration of the liquidator or expenses charged by the liquidator are excessive (Rule 4 148C of the Insolvency Rules 1986). Such an application must be made within 8 weeks of receiving this draft report.

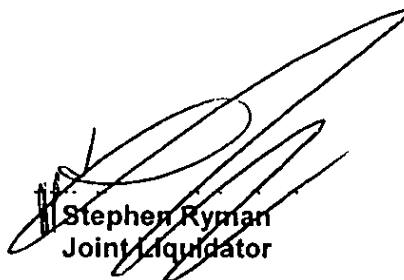
I provide at the end of this report an extract from the Insolvency Rules 1986 setting out the rights of members.

**NOTICE IS HEREBY GIVEN** pursuant to Section 94 of the Insolvency Act, 1986, that a meeting of the contributories of the Company will be held at the offices of Shipleys LLP, 10 Orange Street, Haymarket, London WC2H 7DQ on 29 October 2013 at 10 15am for the purpose of having an account laid before the meeting and showing the manner in which the winding-up of the Company has been conducted and the property of the Company disposed of and hearing any explanation that may be given by me

A proxy form is enclosed which must be lodged at the offices of Shipleys LLP, 10 Orange Street, Haymarket, London WC2H 7DQ, no later than 12 00 noon on 28 October 2013 to entitle you to vote by proxy at the meeting, if you are unable to attend. This meeting is purely formal and this report will be presented

Please contact my office if you propose to attend

Dated 26 September 2013



Stephen Ryman  
Joint Liquidator



**Statement from the Insolvency Rules 1986 (as amended) regarding the rights of creditors in respect of the Joint Liquidators' fees and expenses:**

**Rule 4.49E Creditors' and members' request for further information**

- (1) If
- (a) within the period mentioned in paragraph (2)—
    - (i) a secured creditor, or
    - (ii) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question), or
    - (iii) 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, or
  - (b) with the permission of the court upon an application made within the period mentioned in paragraph (2)-
    - (i) any unsecured creditor, or
    - (ii) any member of the company in a members' voluntary winding up,
- makes a request in writing to the liquidator for further information about remuneration or expenses set out in a progress report in accordance with Rule 4 49B(1)(e) or (f) (including by virtue of Rule 4 49C(5)) or in a draft report under Rule 4 49D, the liquidator must, within 14 days of receipt of the request, comply with paragraph (3) except to the extent that the request is in respect of matter[s] in a draft report under Rule 4 49D or a progress report required by Rule 4 108 which (in either case) was previously included in a progress report not required by Rule 4 108
- (2) The period referred to in paragraph (1)(a) and (b) is-
- (a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the progress report where it is required by Rule 4 108, and
  - (b) 21 days of receipt (by the last of them in the case of an application by more than one member) of the report or draft report in any other case
- (3) The liquidator complies with this paragraph by either-
- (a) providing all of the information asked for, or
  - (b) so far as the liquidator considers that-
    - (i) the time or cost of preparation of the information would be excessive, or
    - (ii) disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or
    - (iii) the liquidator is subject to an obligation of confidentiality in respect of the information, giving reasons for not providing all of the information

**Rule 4.131 Creditors' claim that remuneration is or other expenses are excessive**

- (1) Any secured creditor, or any unsecured creditor with either the concurrence of at least 10% in value of the creditors (including that creditor) or the permission of the court, may apply to the court for one or more of the orders in paragraph (4)

- (1A) Application may be made on the grounds that-

- (a) the remuneration charged by the liquidator,
- (b) the basis fixed for the liquidator's remuneration under Rule 4 127, or
- (c) expenses incurred by the liquidator,

is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate

- (1B) The application must, subject to any order of the court under Rule 4 49E(5), be made no later than 8 weeks (or, in a case falling within Rule 4 108, 4 weeks) after receipt by the applicant of the progress report, or the draft report under Rule 4 49D, which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report")

- (2) The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss the application, but it shall not do so unless the applicant has had an opportunity to attend the court for a hearing, of which he has been given at least 5 business days' notice but which is without notice to any other party

If the application is not dismissed under this paragraph, the court shall fix a venue for it to be heard, and give notice to the applicant accordingly

- (3) The applicant shall, at least 14 days before the hearing, send to the liquidator a notice stating the venue and accompanied by a copy of the application, and of any evidence which the applicant intends to adduce in support of it

- (4) If the court considers the application to be well-founded, it must make one or more of the following orders-

- (a) an order reducing the amount of remuneration which the liquidator was entitled to charge,
- (b) an order fixing the basis of remuneration at a reduced rate or amount,
- (c) an order changing the basis of remuneration,
- (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the liquidation,
- (e) an order that the liquidator or the liquidator's personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify,

and may make any other order that it thinks just, but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report

- (5) Unless the court orders otherwise, the costs of the application shall be paid by the applicant, and are not payable as an expense of the liquidation

**Ingenious Live VCT 2 Plc**  
**(In Liquidation)**  
**Joint Liquidators' Abstract of Receipts & Payments**

Declaration of Solvency		From 31/07/2012 To 30/07/2013	From 31/07/2012 To 30/07/2013
	<b>ASSET REALISATIONS</b>		
5,508,000 00	Qualifying Investments	NIL	NIL
264,000 00	Non-Qualifying Investments	194,410 65	194,410 65
215,000 00	Book Debts	778,420 07	778,420 07
8,000 00	Cash at Bank	5,126,106 74	5,126,106 74
		<u>6,098,937 46</u>	<u>6,098,937 46</u>
	<b>COST OF REALISATIONS</b>		
	Joint Liquidators Remuneration	6,246 93	6,246 93
	Joint Liquidators Expenses	1,114 40	1,114 40
	VAT Irrecoverable	1,472 27	1,472 27
	Bank Charges	50 00	50 00
		<u>(8,883 60)</u>	<u>(8,883 60)</u>
	<b>UNSECURED CREDITORS</b>		
(17,000 00)	Trade & Expense Creditors	68,340 26	68,340 26
		<u>(68,340 26)</u>	<u>(68,340 26)</u>
	<b>DISTRIBUTIONS</b>		
	Ordinary Shareholders	6,021,713 60	6,021,713 60
		<u>(6,021,713 60)</u>	<u>(6,021,713 60)</u>
<u>5,978,000.00</u>		<u>0.00</u>	<u>0.00</u>
	<b>REPRESENTED BY</b>		
			<u>NIL</u>

Note

S B Ryman  
Joint Liquidator

**Liquidators' time costs for the period of 31 July 2012 to 30 July 2013**

## SCHEDULE 1

[illegible]

**LONDON OFFICE - HISTORIC CHARGE OUT RATES - 1 APRIL 2007 ONWARDS**

	01/04/07-31/12/07	01/01/08-31/12/08	01/01/09-31/12/09	01/01/10-31/12/10	01/01/11-31/12/11	01/01/12-31/01/12
	Charge-out rate (£ per hour) plus VAT where applicable					
Principal*	360-370	375	395	395-445	410-460	460
Director	n/a	340	355	375-400	n/a	n/a
Manager	285-300	300	300	245-270	280	300-325
Assistant Manager	200-220	222	180-228	180-250	260	n/a
Senior Administrator	160-210	175-210	140-190	175-220	200-225	210-230
Administrator	110-155	127-165	100-165	75-155	85-160	125-170
Assistant & Cashier	50-95	50-100	50-215	50-240	99-245	100-245

	01/02/12-30/04/12	01/05/12-31/07/12	01/08/12-31/12/12	01/01/13-30/04/13
	Charge-out rate (£ per hour) plus VAT where applicable			
Principal*	460	400-480	400-480	450-480
Director	n/a	n/a	n/a	n/a
Manager	300-325	300-325	230-325	240-325
Assistant Manager	n/a	n/a	n/a	230-240
Senior Administrator	210-230	210-230	210-230	220-235
Administrator	125-170	125-170	125-170	125-185
Assistant & Cashier	100-250	100-250	100-250	110-260

\* or equivalent

**Shipleys LLP**  
**10 Orange Street, Haymarket, London WC2H 7DQ**

**CREDITORS' GUIDE TO FEES**  
**EFFECTIVE FROM 1 MAY 2013**  
**CHARGE-OUT RATES**

**Staff Allocation and Support Staff**

An objective and practical approach is taken to each case which includes active Principal involvement from the outset. Other members of staff will be assigned on the basis of experience and specific skills to match the needs of the case. Set out below are the relevant charge-out rates per hour worked for the grades of all staff. Time is charged by reference to actual work carried out on each assignment. There has been no allocation of any general or overhead costs.

<b>Grade</b>	<b>Charge-out rate (£ per hour) plus VAT where applicable</b>
<b>Principal*</b>	465 - 495
<b>Manager</b>	240 - 325
<b>Assistant Manager</b>	230 - 240
<b>Senior Administrator</b>	220 - 235
<b>Administrator</b>	125 - 185
<b>Assistant &amp; Cashier</b>	110 - 260

\* or equivalent

NB Time costs are calculated at 6 minute units

The time of support staff is not charged to a case except when the initial set up is being performed and appointment documentation is prepared. Support staff will also occasionally charge their time when performing a sizeable administrative task within the case. Support staff charge their time at the £110/hr Assistant rate shown on the preceding table.

Specialist departments within the firm such as Tax and VAT may sometimes charge their time if and when the Office Holders may require their expert advice. The figures below provide details of the charge-out rates per hour worked for typical staff involved in this way.

<b>Grade</b>	<b>Charge-out rate (£ per hour) plus VAT where applicable</b>
<b>Tax Principal*</b>	300-400
<b>Tax Manager</b>	250
<b>Tax Practitioner</b>	200
<b>Tax Assistant</b>	145

## **DISBURSEMENTS**

### **Category 1 Disbursements**

These are costs where there is specific expenditure directly referable both to the appointment in question and a payment to an independent third party. Examples of equivalent costs that may be reimbursed to the office holders without uplift and do not require prior approval are given below.

<b>Category</b>	<b>Basis of Charge</b>
Indemnity Bond	At cost of mandatory cover required in accordance with the Insolvency Act 1986 for each appointment
Insurance of assets	At cost in relation to asset coverage requirements
Company searches	At cost incurred
Travel	All forms other than mileage at actual cost
Room Hire	All external venues at actual cost
Stationery	At cost incurred
Storage	Charge at actual cost incurred for storage (and retrieval, when appropriate) of records
Other	At actual cost charged

### **Category 2 Disbursements**

These are costs that are directly referable to the appointment in question but not to an independent third party. They may include shared or allocated costs that can be allocated to the appointment on a proper and reasonable basis. In the event of charging for Category 2 disbursements the following items of expenditure are recharged on the basis specified.

<b>Category</b>	<b>Basis of Charge</b>
Business Mileage	Motor vehicle at 40p per mile
Internal Room Hire	Held at Shipleys LLP, 10 Orange Street, Haymarket, London WC2H 7DQ £50
Photocopying	Specific calculation of 25 pence per sheet x number of creditors
Facsimiles	£1 for 1 <sup>st</sup> page and 10 pence for each additional page

### **Subcontractors**

Details and the cost of any work which has been or is intended to be sub-contracted out that could otherwise be carried out by the office holder or his staff will be provided in any report which incorporates a request for approval of the basis upon which remuneration may be charged.

### **Professional Advisors**

Details of any professional advisor(s) used will be given in reports to creditors. Unless otherwise indicated the fee arrangement for each is based on hourly charge out rates, which are reviewed on a regular basis, together with the recovery of relevant disbursements. The choice of professional advisors is based around a number of factors including, but not restricted to, their expertise in a particular field, the complexity or otherwise of the assignment and their geographic location.

## **A CREDITORS' GUIDE TO LIQUIDATORS' FEES**

### **ENGLAND AND WALES**

#### **1 Introduction**

- 1 1 When a company goes into liquidation the costs of the proceedings are paid out of its assets. The creditors, who hope to recover some of their debts out of the assets, therefore have a direct interest in the level of costs and in particular the remuneration of the insolvency practitioner appointed to act as liquidator. The insolvency legislation recognises this interest by providing mechanisms for creditors to fix the basis of the liquidator's fees. This guide is intended to help creditors be aware of their rights to approve and monitor fees, explains the basis on which fees are fixed and how creditors can seek information about expenses incurred by the liquidator and challenge those they consider to be excessive.

#### **2 Liquidation procedure**

- 2 1 Liquidation (or 'winding up') is the most common type of corporate insolvency procedure. Liquidation is the formal winding up of a company's affairs entailing the realisation of its assets and the distribution of the proceeds in a prescribed order of priority. Liquidation may be either voluntary, when it is instituted by resolution of the shareholders, or compulsory, when it is instituted by order of the court.
- 2 2 Voluntary liquidation is the more common of the two. An insolvent voluntary liquidation is called a creditors' voluntary liquidation (often abbreviated to 'CVL'). In this type of liquidation an insolvency practitioner acts as liquidator throughout and the creditors can vote on the appointment of the liquidator at the first meeting of creditors.
- 2 3 In a compulsory liquidation on the other hand, the function of liquidator is, in most cases, initially performed not by an insolvency practitioner but by an official called the official receiver. The official receiver is an officer of the court and an official belonging to The Insolvency Service. In most compulsory liquidations, the official receiver becomes liquidator immediately on the making of the winding-up order. Where there are significant assets an insolvency practitioner will usually be appointed to act as liquidator in place of the official receiver, either at a meeting of creditors convened for the purpose or directly by The Insolvency Service on behalf of the Secretary of State. Where an insolvency practitioner is not appointed the official receiver remains liquidator.
- 2 4 Where a compulsory liquidation follows immediately on an administration the court may appoint the former administrator to act as liquidator. In such cases the official receiver does not become liquidator. An administrator may also subsequently act as liquidator in a CVL.

#### **3 The liquidation committee**

- 3 1 In a liquidation (whether voluntary or compulsory) the creditors have the right to appoint a committee called the liquidation committee with a minimum of 3 and a maximum of 5 members, to monitor the conduct of the liquidation and approve the liquidator's fees. The committee is usually established at the creditors' meeting which appoints the liquidator, but in cases where a liquidation follows immediately on an administration any committee established for the purposes of the administration will continue in being as the liquidation committee.
- 3 2 The liquidator must call the first meeting of the committee within 6 weeks of its establishment (or his appointment if that is later), and subsequent meetings must be held either at specified dates agreed by the committee, or when requested by a member of the committee, or when the liquidator decides he needs to hold one. The liquidator is required to report to the committee at least every 6 months on the



progress of the liquidation, unless the committee directs otherwise. This provides an opportunity for the committee to monitor and discuss the progress of the insolvency and the level of the liquidator's fees.

#### **4 Fixing the liquidator's remuneration**

**4.1** The basis for fixing the liquidator's remuneration is set out in Rules 4.127 – 4.127B of the Insolvency Rules 1986. The Rules state that the remuneration shall be fixed

- as a percentage of the value of the assets which are realised or distributed or both,
- by reference to the time properly given by the liquidator and his staff in attending to matters arising in the liquidation, or
- as a set amount.

Any combination of these bases may be used to fix the remuneration, and different bases may be used for different things done by the liquidator. Where the remuneration is fixed as a percentage, different percentages may be used for different things done by the liquidator.

It is for the liquidation committee (if there is one) to determine on which of these bases, or combination of bases, the remuneration is to be fixed. Where it is fixed as a percentage, it is for the committee to determine the percentage or percentages to be applied. Rule 4.127 says that in arriving at its decision the committee shall have regard to the following matters:

- the complexity (or otherwise) of the case,
- any responsibility of an exceptional kind or degree which falls on the liquidator in connection with the insolvency,
- the effectiveness with which the liquidator appears to be carrying out or to have carried out, his duties,
- the value and nature of the assets which the liquidator has to deal with.

**4.2** If there is no liquidation committee, or the committee does not make the requisite determination, the liquidator's remuneration may be fixed by a resolution of a meeting of creditors. The creditors take account of the same matters as apply in the case of the committee. A resolution specifying the terms on which the liquidator is to be remunerated may be taken at the meeting which appoints the liquidator.

**4.3** If the remuneration is not fixed as above, it will be fixed in one of the following ways. In a CVL, it will be fixed by the court on application by the liquidator, but the liquidator may not make such an application unless he has first tried to get his remuneration fixed by the committee or creditors as described above, and in any case not later than 18 months after his appointment. In a compulsory liquidation, it will be in accordance with a scale set out in the Rules.

**4.4** Where the liquidation follows directly on from an administration in which the liquidator had acted as administrator, the basis of remuneration fixed in the administration continues to apply in the liquidation (subject to paragraph 8 below).

#### **5 Review of remuneration**

Where there has been a material and substantial change in circumstances since the basis of the liquidator's remuneration was fixed, the liquidator may request that it be changed. The request must be made to the same body as initially approved the remuneration, and the same rules apply as to the original approval.

## **6 What information should be provided by the liquidator?**

### **6.1 When fixing bases of remuneration**

- 6.1.1** When seeking agreement for the basis or bases of remuneration, the liquidator should provide sufficient supporting information to enable the committee or the creditors to make an informed judgement as to whether the basis sought is appropriate having regard to all the circumstances of the case. The nature and extent of the information provided will depend on the stage during the conduct of the case at which approval is being sought. The appendix to this guide sets out a suggested format for the provision of information.
- 6.1.2** If any part of the remuneration is sought on a time costs basis, the liquidator should provide details of the minimum time units used and current charge-out rates, split by grades of staff, of those people who have been or who are likely to be involved in the time costs aspects of the case.
- 6.1.3** The liquidator should also provide details and the cost of any work that has been or is intended to be sub-contracted out that could otherwise be carried out by the liquidator or his or her staff.
- 6.1.4** If work has already been carried out, the liquidator should state the proposed charge for the period to date and provide an explanation of what has been achieved in the period and how it was achieved, sufficient to enable the progress of the case to be assessed and whether the proposed charge is reasonable in the circumstances of the case. Where the proposed charge is calculated on a time costs basis, the liquidator should disclose the time spent and the average charge-out rates, in larger cases split by grades of staff and analysed by appropriate activity. The liquidator should also provide details and the cost of any work that has been sub-contracted out that could otherwise be carried out by the liquidator or his or her staff.

### **6.2 After the bases of remuneration have been fixed**

The liquidator is required to send progress reports to creditors at specified intervals (see paragraph 7.1 below). When reporting periodically to creditors, in addition to the matters specified in paragraph 7.1, the liquidator should provide an explanation of what has been achieved in the period under review and how it was achieved, sufficient to enable the progress of the case to be assessed. Creditors should be able to understand whether the remuneration charged is reasonable in the circumstances of the case (whilst recognising that the liquidator must fulfil certain statutory obligations and regulatory requirements that might be perceived as bringing no added value for the estate). Where any remuneration is on a time costs basis, the liquidator should disclose the charge in respect of the period, the time spent and the average charge-out rates, in larger cases split by grades of staff and analysed by appropriate activity. If there have been any changes to the charge-out rates during the period under review, rates should be disclosed by grades of staff, split by the periods applicable. The liquidator should also provide details and the cost of any work that has been sub-contracted out that could otherwise be carried out by the liquidator or his or her staff.

### **6.3 Disbursements and other expenses**

- 6.3.1** Costs met by and reimbursed to the liquidator in connection with the liquidation should be appropriate and reasonable. Such costs will fall into two categories:
- **Category 1 disbursements** These are costs where there is specific expenditure directly referable both to the liquidation and a payment to an independent third party. These may include, for example, advertising, room hire, storage, postage, telephone charges, travel expenses, and equivalent costs reimbursed to the liquidator or his or her staff.

- **Category 2 disbursements** These are costs that are directly referable to the liquidation but not to a payment to an independent third party. They may include shared or allocated costs that can be allocated to the liquidation on a proper and reasonable basis, for example business mileage.

Category 1 disbursements can be drawn without prior approval although the liquidator should be prepared to disclose information about them in the same way as any other expenses. Category 2 disbursements may be drawn if they have been approved in the same manner as the liquidator's remuneration. When seeking approval, the liquidator should explain, for each category of expense, the basis on which the charge is being made.

**6.3.2** The following are not permissible:

- a charge calculated as a percentage of remuneration,
- an administration fee or charge additional to the liquidator's remuneration,
- recovery of basic overhead costs such as office and equipment rental, depreciation and finance charges.

**6.4 Realisations for secured creditors**

Where the liquidator realises an asset on behalf of a secured creditor and receives remuneration out of the proceeds (see paragraph 11.1 below) he should disclose the amount of that remuneration to the committee (if there is one) to any meeting of creditors convened for the purpose of determining his fees and in any reports he sends to creditors.

**7 Progress reports and requests for further information**

**7.1** The liquidator is required to send annual progress reports to creditors. The reports must include:

- details of the basis fixed for the remuneration of the liquidator (or if not fixed at the date of the report, the steps taken during the period of the report to fix it),
- if the basis has been fixed, the remuneration charged during the period of the report, irrespective of whether it was actually paid during that period (except where it is fixed as a set amount, in which case it may be shown as that amount without any apportionment for the period of the report),
- if the report is the first to be made after the basis has been fixed, the remuneration charged during the periods covered by the previous reports, together with a description of the work done during those periods, irrespective of whether payment was actually made during the period of the report,
- a statement of the expenses incurred by the liquidator during the period of the report, irrespective of whether payment was actually made during that period,
- a statement of the creditors' rights to request further information, as explained in paragraph 7.2, and their right to challenge the liquidator's remuneration and expenses.

**7.2** Within 21 days of receipt of a progress report (or 7 business days where the report has been prepared for the purposes of a meeting to receive the liquidator's resignation) a creditor may request the liquidator to provide further information about the remuneration and expenses set out in the report. A request must be in writing, and may be made either by a secured creditor or by an unsecured creditor with the concurrence of at least 5% in value of unsecured creditors (including himself) or the permission of the court.

**7.3** The liquidator must provide the requested information within 14 days, unless he considers that:

- the time and cost involved in preparing the information would be excessive, or

- disclosure would be prejudicial to the conduct of the liquidation or might be expected to lead to violence against any person, or
- the liquidator is subject to an obligation of confidentiality in relation to the information requested,

in which case he must give the reasons for not providing the information

Any creditor may apply to the court within 21 days of the liquidator's refusal to provide the requested information, or the expiry of the 14 days time limit for the provision of the information

## **8 Provision of information – additional requirements**

The liquidator must provide certain information about the time spent on the case, free of charge, upon request by any creditor, director or shareholder of the company

The information which must be provided is –

- the total number of hours spent on the case by the liquidator or staff assigned to the case,
- for each grade of staff, the average hourly rate at which they are charged out,
- the number of hours spent by each grade of staff in the relevant period

The period for which the information must be provided is the period from appointment to the end of the most recent period of six months reckoned from the date of the liquidator's appointment, or where he has vacated office the date that he vacated office

The information must be provided within 28 days of receipt of the request by the liquidator, and requests must be made within two years from vacation of office

## **9 What if a creditor is dissatisfied?**

- 9 1 Except in cases where there is a liquidation committee it is the creditors as a body who have authority to approve the liquidator's fees. To enable them to carry out this function they may require the liquidator to call a creditors' meeting. In order to do this at least ten per cent in value of the creditors must concur with the request, which must be made to the liquidator in writing
- 9 2 If a creditor believes that the liquidator's remuneration is too high, the basis is inappropriate, or the expenses incurred by the liquidator are in all the circumstances excessive he may, provided certain conditions are met, apply to the court
- 9 3 Application may be made to the court by any secured creditor or by any unsecured creditor provided at least 10 per cent in value of unsecured creditors (including himself) agree, or he has the permission of the court. Any such application must be made within 8 weeks of the applicant receiving the liquidator's progress report in which the charging of the remuneration or incurring of the expenses in question is first reported (see paragraph 7 1 above). If the court does not dismiss the application (which it may if it considers that insufficient cause is shown) the applicant must give the liquidator a copy of the application and supporting evidence at least 14 days before the hearing
- 9 4 If the court considers the application well founded it may order that the remuneration be reduced, the basis be changed, or the expenses be disallowed or repaid. Unless the court orders otherwise, the costs of the application must be paid by the applicant and not out of the assets of the insolvent company

**10 What if the liquidator is dissatisfied?**

If the liquidator considers that the remuneration fixed by the liquidation committee, or in the preceding administration is insufficient or that the basis used to fix it is inappropriate he may request that the amount or rate be increased, or the basis changed, by resolution of the creditors. If he considers that the remuneration fixed by the liquidation committee, the creditors in the preceding administration or in accordance with the statutory scale is insufficient, or that the basis used to fix it is inappropriate, he may apply to the court for the amount or rate to be increased or the basis changed. If he decides to apply to the court he must give at least 14 days' notice to the members of the committee and the committee may nominate one or more of its members to appear or be represented at the court hearing. If there is no committee, the liquidator's notice of his application must be sent to such of the creditors as the court may direct, and they may nominate one or more of their number to appear or be represented. The court may order the costs to be paid out of the assets.

**11 Other matters relating to remuneration**

- 11.1 Where the liquidator realises assets on behalf of a secured creditor he is entitled to be remunerated out of the proceeds of sale in accordance with a scale set out in the Rules. Usually, however, the liquidator will agree the basis of his fee for dealing with charged assets with the secured creditor concerned.
- 11.2 Where two (or more) joint liquidators are appointed it is for them to agree between themselves how the remuneration payable should be apportioned. Any dispute between them may be referred to the court, the committee or a meeting of creditors.
- 11.3 If the appointed liquidator is a solicitor and employs his own firm to act in the insolvency, profit costs may not be paid unless authorised by the committee, the creditors or the court.
- 11.4 If a new liquidator is appointed in place of another, any determination, resolution or court order which was in effect immediately before the replacement continues to have effect in relation to the remuneration of the new liquidator until a further determination, resolution or court order is made.
- 11.5 Where the basis of the remuneration is a set amount, and the liquidator ceases to act before the time has elapsed or the work has been completed for which the amount was set, application may be made for a determination of the amount that should be paid to the outgoing liquidator. The application must be made to the same body as approved the remuneration. Where the outgoing liquidator and the incoming liquidator are from the same firm, they will usually agree the apportionment between them.
- 11.6 There may also be occasions when creditors will agree to make funds available themselves to pay for the liquidator to carry out tasks which cannot be paid for out of the assets, either because they are deficient or because it is uncertain whether the work undertaken will result in any benefit to creditors. Arrangements of this kind are sometimes made to fund litigation or investigations into the affairs of the insolvent company. Any arrangements of this nature will be a matter for agreement between the liquidator and the creditors concerned and will not be subject to the statutory rules relating to remuneration.

**12 Effective date**

This guide applies where a company goes into liquidation on or after 1 November 2011.

## **Appendix**

### **Suggested format for the provision of information**

Professional guidance issued to insolvency practitioners sets out the following suggested format for the provision of information when seeking approval of remuneration. However, the level of disclosure suggested below may not be appropriate in all cases, and will be subject to considerations of proportionality. In larger or more complex cases the circumstances of each case may dictate the information provided and its format.

#### **Narrative overview of the case**

In all cases, reports on remuneration should provide a narrative overview of the case. Matters relevant to an overview are:

- the complexity of the case,
- any exceptional responsibility falling on the liquidator,
- the liquidator's effectiveness,
- the value and nature of the property in question.

The information provided will depend upon the basis or bases being sought or reported upon, and the stage at which it is being provided. An overview might include:

- an explanation of the nature and the liquidator's own initial assessment of the assignment (including the anticipated return to creditors) and the outcome (if known),
- initial views on how the assignment was to be handled, including decisions on staffing or subcontracting and the appointment of advisers,
- any significant aspects of the case, particularly those that affect the remuneration and cost expended,
- the reasons for subsequent changes in strategy,
- the steps taken to establish the views of creditors, particularly in relation to agreeing the strategy for the assignment, budgeting, and fee drawing,
- any existing agreement about remuneration,
- details of how other professionals, including subcontractors, were chosen, how they were contracted to be paid, and what steps have been taken to review their fees,
- in a larger case, particularly if it involved trading, considerations about staffing and managing the assignment and how strategy was set and reviewed,
- details of work undertaken during the period,
- any additional value brought to the estate during the period, for which the liquidator wishes to claim increased remuneration.

#### **Time cost basis**

Where any part of the remuneration is or is proposed to be calculated on a time costs basis, requests for and reports on remuneration should provide:

- An explanation of the liquidator's time charging policy, clearly stating the units of time that have been used, the grades of staff and rates that have been charged to the assignment, and the policy for recovering the cost of support staff. There is an expectation that time will be recorded in units of not greater than 6 minutes.
- A description of work carried out, which might include:
  - details of work undertaken during the period, related to the table of time spent for the period,
  - an explanation of the grades of staff used to undertake the different tasks carried out and the reasons why it was appropriate for those grades to be used,
  - any comments on any figures in the summary of time spent accompanying the request the liquidator wishes to make.
- Time spent and charge-out summaries, in an appropriate format.

It is useful to provide time spent and charge-out value information in a tabular form for each of the time periods reported upon, with work classified (and sub-divided) in a way relevant to the circumstances of the case

The following areas of activity are suggested as a basis for the analysis of time spent

- Administration and planning
- Investigations
- Realisation of assets
- Trading
- Creditors
- Any other case-specific matters

The following categories are suggested as a basis for analysis by grade of staff

- Partner
- Manager
- Other senior professionals
- Assistants and support staff

The level of disclosure suggested above will not be appropriate in all cases and considerations of proportionality will apply

- where cumulative time costs are, and are expected to be, less than £10,000 the liquidator should, as a minimum state the number of hours and average rate per hour and explain any unusual features of the case,
- where cumulative time costs are, or are expected to be, between £10,000 and £50,000, a time and charge-out summary similar to that shown above will usually provide the appropriate level of detail (subject to the explanation of any unusual features),
- where cumulative time costs exceed, or are expected to exceed, £50 000, further and more detailed analysis or explanation will be warranted

**(RULE 8.1 INSOLVENCY RULES 1986  
MEMBERS'S PROXY (MEMBERS' VOLUNTARY WINDING UP)**

**INGENIOUS LIVE VCT 2 PLC - IN LIQUIDATION**

**NOTES TO ASSIST THE  
COMPLETION OF THE FORM**

*Please give full name and address for  
Communication*

*Please insert name of person (who must be  
18 or over) or the "chairman of the  
meeting". If you wish to provide alternative  
proxy-holders in the circumstances that your  
first choice is unable to attend please state  
name(s) as well. Please note that under  
Rule 4.56 of the Insolvency Rules 1986 the  
Liquidator or his nominee must act as  
chairman of the meeting.*

*Please delete the words in brackets if the  
proxy-holder is only to vote as directed  
(i.e. if he/she has no discretion).*

Name of Member

Address .....  
.....  
.....

Name of Proxy-Holder

1 ... ..

2 .....

3 ... ..

I appoint the above person to be my/the Member's  
proxy at the final meeting of Members to be held  
On 29 October 2013 or at any adjournment of that  
meeting The proxy-holder is to propose or vote  
As instructed below (and in respect of any  
resolution for which no specific instruction is  
Given, may vote or abstain at his/her discretion)

**VOTING INSTRUCTIONS FOR RESOLUTIONS**

*Any other resolutions which the proxy-holder  
is to propose or vote in favour of or  
against should be set out in numbered  
paragraphs in the space provided. If more  
room is required please use the other side  
of this form*

- 1 Approve the Liquidators' Final Receipts  
and Payments Account For/Against
2. Approve the Liquidators' release from office  
For/Against
- 3 That the Liquidator be authorised to destroy the  
company's books and records 15 months following  
the final meeting For/Against

*This form must be signed*

Signature .....

Name (IN CAPITALS) .. ..

Date . . . . .

*Only to be completed if the Member has  
not signed in person*

Position with Member or relationship to Member  
or other authority for signature (e.g. director/solicitor  
of the company)