

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

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

1 Company details

Company number 06055540

Company name in full Mill Acquisitions 1 Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Ben

Surname Woodthorpe

3 Liquidator's address

Building name/number ReSolve Advisory Limited

Street 22 York Buildings

Post town London

County/Region

Postcode WC2N 6JU

Country

4 Liquidator's name ①

Full forename(s) Simon

Surname Jagger

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number ReSolve Advisory Limited

Street 22 York Buildings

Post town London

County/Region

Postcode WC2N 6JU

Country

② Other liquidator

Use this section to tell us about
another liquidator.

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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 **Mustafiz Rezbi**

Company name **ReSolve Advisory Limited**

Address **22 York Buildings**

Post town **London**

County/Region

Postcode **W C 2 N 6 J U**

Country

DX

Telephone **020 7702 9775**



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

Mill Acquisitions 1 Limited

In Member's Voluntary Liquidation

Joint Liquidators' Draft Final Account to the Member
For the period 29 July 2022 to 28 July 2023

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- II. Receipts and payments account
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- V. A Members' Guide to Liquidators' Fees

1. INTRODUCTION

I refer to the appointment of Simon Jagger and I as Joint Liquidators of Mill Acquisitions 1 Limited (the Company) on 29 July 2021.

This is my draft final account to the member as all matters have now been concluded and the Liquidation can now be finalised. This report covers the period 29 July 2022 to 28 July 2023 (the Reporting Period) and details actions taken in the Liquidation as a whole.

The Company's statutory information is detailed at Appendix I.

2. JOINT LIQUIDATORS' ACTIONS DURING THE LIQUIDATION

The following actions have been undertaken since my appointment and up to the Reporting Period:

- Following my appointment, formal notices were issued to the relevant parties, a notice of my appointment was filed at Companies House and a notice was placed in the London Gazette advertising my appointment.
- Liaised with HM Revenue and Customs (HMRC) in respect of receiving the necessary clearances.
- Declared an in-specie distribution to the member of the Company on 31 August 2022 regarding inter company debtor.
- Addressed my statutory duties associated with the Liquidation of the Company.
- Prepared and issued my first annual report to the member dated 25 August 2022
- Provide regular updates to member.
- Periodically carried out file reviews, planning, bank reconciliations and bond (insurance) reviews. My reviews have also included periodic reviews of ethical, anti-money laundering and anti-bribery safeguards. These are matters undertaken during the solvency Liquidation process and provide no direct benefits to the member, but such work is required to meet statutory and regulatory requirements and best practice guidance.

The following actions have been undertaken in the Reporting Period:

- Liaised with HMRC in respect of Corporation Tax penalty queries.
- Continued to liaise with HMRC in respect of receiving the necessary clearances, now received.
- Submitted the annual corporation tax return.
- Completed my final review of the Liquidation
- Prepare this draft final account, and
- Taken steps to finalise the Liquidation.

3. RECEIPTS AND PAYMENTS

Attached at Appendix II is the receipts and payments account for the period 29 July 2022 to 28 July 2023 and cumulatively as a whole.

4. ASSETS

The directors Declaration of Solvency (DOS) showed that the Company's assets were as follows:

Asset	Declaration of Solvency estimated to realise £	Actual Realisation (Reporting Period) £
Inter Company Debtor	1	1
Total	1	1

Inter Company Debtor

The Company accounts state that the debtors were valued at £1. This sum was in – specie distributed to the member in the Reporting Period (see Section Six for further details).

No other assets have been identified during the Liquidation and asset realisations are now complete.

5. LIABILITIES

The DOS did not record any liabilities.

An advertisement was placed in the London Gazette inviting any potential creditors to submit a claim in the Liquidation.

No further liabilities have been identified.

6. DISTRIBUTION TO THE MEMBER

In the Reporting Period (31 August 2022), I declared a first and final distribution of capital to the member of the Company by way of an in specie distribution of the Company's debtor of £1. There will be no further distributions to the member.

HMRC have granted full taxation clearance, allowing the Liquidation to be finalised.

7. JOINT LIQUIDATORS' REMUNERATION AND EXPENSES

Joint Liquidators' remuneration

My remuneration was previously authorised by the Member via written resolution dated 29 July 2021 to be drawn on a time cost basis, estimated to be £3,500.

The total sum of £3,500 has been paid by an associated Company.

As per regulatory best practice, a copy of 'A Members' Guide to Liquidators' Fees', is attached at Appendix V.

Joint Liquidators' expenses

Expenses are any payment from the estate which is neither an office holder's remuneration nor a distribution to a creditor or a member. Expenses also includes disbursements.

Disbursements are payment 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 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.

The following expenses have been incurred, and have been paid by an associated Company:

Post-appointment	Category 1 £	Category 2 £	Total	Incurred in period	Paid to date	Estimated future
Bond (insurance)	20.00	-	20.00	-	20.00	-
Statutory Advertising	261.00	-	261.00	-	261.00	-
Total	281.00	-	281.00	-	281.00	-

No expenses have been incurred in the Reporting Period and no further expenses are anticipated.

8. FURTHER INFORMATION

The winding up of the Company is now for all practical purposes complete and I intend to deliver the final account as detailed in the accompanying notice.

A Member may, with the permission of the court or with at least five per cent 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 ten per cent 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 eight weeks of their receipt of this report.

Should you have any comments or complaints, please contact Ben Woodthorpe in the first instance. If you consider that your comments or complaint have not been dealt with appropriately you should then put details of your concerns in writing to our complaints officer at complaints@resolvegroupuk.com who will then formally invoke our complaints procedure and we will endeavour to deal with your complaint under the supervision of a partner unconnected with the appointment.

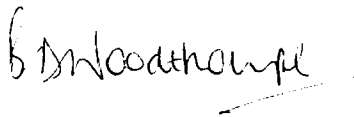
If you still feel that you have not received a satisfactory response, then you may be able to make a complaint to the Complaints Gateway operated by the Insolvency Service. Any such complaints should be completed online using the form here: www.gov.uk/complain-about-insolvency-practitioner. If you have difficulty accessing the online complaints form, you can also make your complaint through the Insolvency Service Enquiry Line at insolvency.enquiryline@insolvency.gov.uk or telephone: 0300 678 0015.

The Complaints Gateway will in turn determine if such complaint should be addressed by Mr Woodthorpe and Mr Jagger's regulatory body.

Further details of the relevant policies applicable to you can be found here <http://www.resolvegroupuk.com/policies2/>.

Should you have any further queries in respect of this Liquidation, please do not hesitate to contact Rupal Parmar of this office.

Yours faithfully



Ben Woodthorpe
Joint Liquidator

For enquiries regarding this correspondence please contact:

Contact name: Rupal Parmar
Phone number: 020 3326 6478
Email: rupal.parmar@resolvegroupuk.com

APPENDIX I

Details of Liquidators' Appointment

Company name:	Mill Acquisitions 1 Limited
Registered number:	06055540
Date of incorporation:	17 January 2007
Nature of Business:	Activities of head offices
Registered office:	c/o ReSolve Advisory Limited 22 York Buildings John Adam Street London WC2N 6JU
Date of appointment:	29 July 2021
Appointed by:	The Member
Liquidators:	Ben Woodthorpe and Simon Jagger ReSolve Advisory Limited 22 York Buildings John Adam Street London WC2N 6JU

**Mill Acquisitions 1 Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments**

Declaration of Solvency £		From 29/07/2021 To 28/07/2023 £	From 29/07/2021 To 28/07/2023 £
1.00	ASSET REALISATIONS Inter-company Debtor	1.00 1.00	1.00 1.00
	DISTRIBUTIONS Ordinary Shareholders	1.00 (1.00)	1.00 (1.00)
1.00		NIL	NIL
	REPRESENTED BY		NIL

Note:

1) On 31 August 2022, the inter company debtor of £1 was in-specie distributed to the member at a rate of £1 per ordinary share. The value of the inter company debtor was based upon information provided by the Company.

APPENDIX III

Notice to Accompany Draft Final Account

Mill Acquisitions 1 Limited - In Member's Voluntary Liquidation

Company number: 06055540

NOTICE IS GIVEN to the member of Mill Acquisitions 1 Limited (the Company) under Rule 5.9 of The Insolvency (England and Wales) Rules 2016 that Ben Woodthorpe and Simon Jagger of ReSolve Advisory Limited, 22 York Buildings, John Adam Street, London, WC2N 6JU, the Joint Liquidators, intend to prepare and deliver the Final Account to the member once the Company's affairs have been fully wound up. A copy of the Final Account will also be delivered to the Registrar of Companies, and Ben Woodthorpe and Simon Jagger will be released as Joint Liquidators under Section 173(2)(d) of the Insolvency Act 1986 upon delivery of the Final Account to the Registrar of Companies.

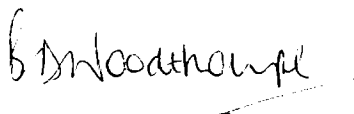
The affairs of the Company are not fully wound up until the later of:

- i) A period of eight (8) weeks from the date of delivery of the Draft Final Account has expired without any request for additional information about remuneration and expenses under Rule 18.9, or the filing of any application to Court on the grounds that the Liquidator's remuneration or expenses are excessive under Rule 18.34, having been received. The 8-week period will expire on 26 September 2023.
- ii) The date when any request for additional information about remuneration and expenses received under Rule 18.9 has been finally determined.
- iii) The date when any challenge in respect of excessive remuneration or expenses under Rule 18.34 has been finally determined.

The Joint Liquidators may conclude that the Company's affairs are fully wound up before the eight (8) week period has expired if every member confirms in writing that they do not intend to make any such request for further information or Court application. A form to enable the member to give such confirmation is attached to this notice.

Should the member require further information regarding the above, please contact Rupal Parmar of this office on 020 7702 9775.

Signed:



Ben Woodthorpe
Joint Liquidator

Dated: 28 July 2023

Mill Acquisitions 1 Limited - In Member's Voluntary Liquidation

Company number: 06055540

TO BE COMPLETED BY MEMBER WHEN RETURNING FORM:

I, confirm that I do not intend to either make any request for additional information about remuneration and expenses, nor make an application to Court on the grounds that the Liquidators' remuneration or expenses are excessive.

Name of member:

Signature of member:

Date:

Please return the completed form to ReSolve Advisory Limited, 22 York Buildings,
John Adam Street, London, WC2N 6JU or via email to
Rupal.Parmar@resolvegroupuk.com

APPENDIX IV

JOINT **LIQUIDATORS'** REMUNERATION POLICY, EXPENSE POLICY AND NARRATIVE OF WORK UNDERTAKEN

Joint Liquidators' **charge out rates**

The Joint Liquidators are remunerated on a time cost basis. Charge out rates used are appropriate to the skills and experience of a member of staff and the work that they perform. Time is recorded in six-minute units. Narrative is recorded to explain the work undertaken and the time spent is analysed into different categories of work. The hourly charge out rates to be used on this case are as follows:

Staff grade	Rate per hour from 1 August 2022 (£)	Rate per hour from 1 May 2021 (£)	Rate per hour from 1 January 2020 (£)
Partner	705 - 795	625 - 755	625 - 755
Director	615	515 - 535	515
Senior Manager	500	435	435
Manager	420	375	375
Assistant Manager	375	305	305
Senior Administrator	300	255	255
Administrator	245	220	220
Junior Administrator	175	175	175

Secretarial and support staff are not charged to the cases concerned, being accounted for as an overhead of ReSolve Advisory Limited. Our cashier is charged at the Senior Administrator rate. The charge out rate for Ben Woodthorpe, the lead office holder in this case, is £705 per hour.

Expense policy

In accordance with Statement of Insolvency Practice 9, the basis of expense allocation must be fully disclosed to members. Expenses are categorised as either Category 1 or Category 2 expenses:

Category 1

These are payments to persons providing the service to which the expense relates who are not an associate of the office holder. Category 1 expenses can be paid without member approval. Examples of Category 1 expenses are statutory advertising, external meeting room hire, external storage, specific bond insurance, external information hosting charges, and Company search fees.

Category 2

These 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. Category 2 expenses require approval whether paid directly from the estate or as a disbursement. Category 2 expenses that are likely to be incurred, and require specific approval include:

Mileage	45 pence per mile paid to staff working on the insolvency appointment
Photocopying	20 pence per sheet of paper for reporting purposes (correspondence will be digital where at all possible to minimise this expense)

Category 1 and Category 2 expenses are subject to the rights of members to seek further information about them or challenge them.

Narrative of work carried out:

1. Statutory

These activities involve complying with legislation including but not limited to; The Insolvency Act 1986, The Insolvency Rules 2016, The Companies Act 2006, The Bribery Act 2010, the Money Laundering Regulations 2017, SIPs and Pension Regulations. These activities do not add any direct benefit to members, and they form part of the statutory obligations of the Administration.

- Preparation and delivery of all statutory documentation.
- Dealing with statutory issues required under IA86, IR 2016 and the Statements of Insolvency Practice.
- Filing documents at Companies House.
- Preparing, reviewing and issuing annual progress reports to Member.

2. 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. 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.
- Dealing with all routine correspondence and emails relating to the case.
- 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.

3. Creditors

- Communication with HMRC in relation to providing clearances and writing to HMRC to appeal CT penalty.

A Member's Guide to Liquidators' Fees - England and Wales

1 Introduction

When a company goes into Liquidation the costs of the proceedings are paid out of its assets. The members (i.e. shareholders) 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 members to fix the basis of the liquidator's fees. This guide is intended to help members be aware of their rights to approve and monitor fees and explains the basis on which fees are fixed.

2 Liquidation procedure

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. Where a declaration of solvency has been sworn by all or a majority of the directors of a company (as would usually be the case where they believe that the company has surplus assets to be distributed to members) a Liquidation instituted by resolution of the shareholders is called a members' voluntary Liquidation (often abbreviated to 'MVL').

3 Fixing the liquidator's fees

The basis for fixing the liquidator's remuneration in an MVL is set out in the Insolvency (England & Wales) Rules 2016 ("the Rules"). The Rules state that the remuneration shall be fixed either:

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

4. Who fixes the remuneration?

It is for the members of the company to determine on which of these bases the remuneration is to be fixed, and if it is to be fixed as a percentage, to fix the percentage to be applied. The Rules state that in arriving at their decision the members shall have regard to the following matters:

the complexity (or otherwise) of the case;

any respects in which, in connection with the company's affairs, there falls on the liquidator any responsibility of an exceptional kind or degree;

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 with which the liquidator has to deal.

A resolution specifying the terms on which the liquidator is to be remunerated may be taken at the meeting which appoints the liquidator. If the remuneration is not fixed in any of these ways, it will be in accordance with the scale laid down for official receivers.

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

General principles

The liquidator should provide those responsible for approving his remuneration with sufficient information to enable them to make an informed judgement about the reasonableness of the liquidator's request. The information should be presented in a manner which is transparent, consistent throughout the life of the case and useful to member, while being proportionate to the circumstances of the case.

The liquidator should disclose:

payments, remuneration and expenses arising from the administration paid to the liquidator or his or her associates;

any business or personal relationships with parties responsible for approving the liquidator's remuneration or who provide services to the liquidator in respect of the insolvency appointment where the relationship could give rise to a conflict of interest.

The liquidator should inform members of their rights under insolvency legislation, and should advise them how they may access suitable information setting out their rights within the first communication with them and in each subsequent report.

Where the liquidator sub-contracts out work that could otherwise be carried out by the liquidator or his or her staff, this should be drawn to the attention of members with an explanation of why it is being done.

Key issues

The key issues of concern to those with a financial interest in the level of payments from the insolvency estate will commonly be:

the work the liquidator anticipates will be done, and why that work is necessary;

the anticipated cost of that work, including any expenses expected to be incurred in connection with it;

whether it is anticipated that the work will provide a financial benefit, and if so what benefit (or if the work provided no direct financial benefit, but was required by statute);

the work actually done and why that work was necessary;

the actual costs of the work, including any expenses incurred in connection with it, as against any estimate provided;

whether the work has provided a financial benefit, and if so what benefit (or if the work provided no direct financial benefit, but was required by statute).

When providing information about payments, fees and expenses, the liquidator should do so in a way which facilitates clarity of understanding of these key issues. Narrative explanations should be provided to support any numerical information supplied. Where it is practical to do so, the liquidator should provide an indication of the likely return to creditors when seeking approval for the basis of his remuneration.

When approval for a fixed amount or a percentage basis is sought, the liquidator should explain why the basis requested is expected to produce a fair and reasonable reflection of the work that the liquidator anticipates will be undertaken.

Disbursements

Costs met by and reimbursed to the liquidator in connection with the Liquidation will fall into two categories:

Category 1 disbursements: These are payments to independent third parties where there is specific expenditure directly referable to the Liquidation. 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: 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 may be incurred by the liquidator or their firm, and that can be allocated to the Liquidation on a proper and reasonable basis.

When seeking approval, the liquidator should explain, for each category of cost, the basis on which the charge is being made. If the liquidator has obtained approval for the basis of Category 2 disbursements, that basis may continue to be used in a sequential appointment where further approval of the basis of remuneration is not required, or where the liquidator is replaced.

The following are not permissible as disbursements:

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.

Progress reports and requests for further information

The liquidator is required to send annual progress reports to members. The reports must include:

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, a statement of 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 things done by the liquidator 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 members' rights to request further information and their right to challenge the liquidator's remuneration and expenses.

Within 21 days of receipt of a progress report, a member 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 by members 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 by any member with the permission of the court.

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

the time or cost of preparation of the information would be excessive, or
disclosure would be prejudicial to the conduct of the Liquidation or might reasonably 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 member 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.

7. 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; and 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.

8. What if a member is dissatisfied?

If a member 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.

Application may be made to the court by members with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the Company, or any member with 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. 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.

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 company.

9. Other matters relating to fees

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 the scale laid down for the official receivers. Usually, however, the liquidator will agree the basis of his fee for dealing with charged assets with the secured creditor concerned.

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, or a meeting of members.

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.

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.

There may also be occasions when members 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. Any arrangements of this nature will be a matter for agreement between the liquidator and the members concerned and will not be subject to the statutory rules relating to remuneration.

Whilst every care has been taken in its preparation, this statement is intended for general guidance only.

Mill Acquisitions 1 Limited

In Member's Voluntary Liquidation

Joint Liquidators' Final Account to the Member
For the period 29 July 2022 to 26 September 2023

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1. INTRODUCTION

I refer to the appointment of Simon Jagger and I as Joint Liquidators of Mill Acquisitions 1 Limited (the Company) on 29 July 2021.

This is my final account to the member as all matters have now been concluded and the Liquidation can now be finalised. This report covers the period 29 July 2022 to 26 September 2023 (the Reporting Period) and details actions taken in the Liquidation as a whole.

The Company's statutory information is detailed at Appendix I.

2. JOINT **LIQUIDATORS' ACTIONS** DURING THE LIQUIDATION

The following actions have been undertaken since my appointment and up to the Reporting Period:

- Following my appointment, formal notices were issued to the relevant parties, a notice of my appointment was filed at Companies House and a notice was placed in the London Gazette advertising my appointment.
- Liaised with HM Revenue and Customs (HMRC) in respect of receiving the necessary clearances.
- Declared an in-specie distribution to the member of the Company on 31 August 2022 regarding inter-company debtor.
- Addressed my statutory duties associated with the Liquidation of the Company.
- Prepared and issued my first annual report to the member dated 25 August 2022
- Provide regular updates to the member.
- Periodically carried out file reviews, planning, bank reconciliations and bond (insurance) reviews. My reviews have also included periodic reviews of ethical, anti-money laundering and anti-bribery safeguards. These are matters undertaken during the solvency Liquidation process and provide no direct benefits to the member, but such work is required to meet statutory and regulatory requirements and best practice guidance.

The following actions have been undertaken in the Reporting Period:

- Liaised with HMRC in respect of Corporation Tax penalty queries.
- Continued to liaise with HMRC in respect of receiving the necessary clearances, now received.
- Submitted the annual corporation tax return.
- Completed my final review of the Liquidation.
- Prepared my draft and this final account to the member, and
- Finalised the Liquidation.

3. RECEIPTS AND PAYMENTS

Attached at Appendix II is the receipts and payments account for the period 29 July 2022 to 26 September 2023 and cumulatively as a whole.

4. ASSETS

The directors Declaration of Solvency (DOS) showed that the Company's assets were as follows:

Asset	Declaration of Solvency estimated to realise £	Actual Realisation (Reporting Period) £
Inter Company Debtor	1	1
Total	1	1

Inter Company Debtor

The Company accounts state that the debtors were valued at £1. This sum was in – specie distributed to the member in the Reporting Period (see Section Six for further details).

No other assets have been identified during the Liquidation and asset realisations are now complete.

5. LIABILITIES

The DOS did not record any liabilities.

An advertisement was placed in the London Gazette inviting any potential creditors to submit a claim in the Liquidation.

No further liabilities have been identified.

6. DISTRIBUTION TO THE MEMBER

In the Reporting Period (31 August 2022), I declared a first and final distribution of capital to the member of the Company by way of an in-specie distribution of the Company's debtor of £1. There will be no further distributions to the member.

HMRC has granted full taxation clearance, allowing the Liquidation to be finalised.

7. JOINT LIQUIDATORS' REMUNERATION AND EXPENSES

Joint Liquidators' remuneration

My remuneration was previously authorised by the Member via written resolution dated 29 July 2021 to be drawn on a time cost basis, estimated to be £3,500.

The total sum of £3,500 has been paid by an associated Company.

As per regulatory best practice, a copy of 'A Members' Guide to Liquidators' Fees', is attached at Appendix V.

Joint Liquidators' expenses

Expenses are any payment from the estate which is neither an office holder's remuneration nor a distribution to a creditor or a member. Expenses also includes disbursements.

Disbursements are payment 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 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.

The following expenses have been incurred, and have been paid by an associated Company:

Post-appointment	Category 1 £	Category 2 £	Total	Incurred in period	Paid to date	Estimated future
Bond (insurance)	20.00	-	20.00	-	20.00	-
Statutory Advertising	261.00	-	261.00	-	261.00	-
Total	281.00	-	281.00	-	281.00	-

No expenses have been incurred in the Reporting Period and no further expenses are anticipated.

8. FURTHER INFORMATION

Should you have any comments or complaints, please contact Ben Woodthorpe in the first instance. If you consider that your comments or complaint have not been dealt with appropriately you should then put details of your concerns in writing to our complaints officer at complaints@resolvegroupuk.com who will then formally invoke our complaints procedure and we will endeavour to deal with your complaint under the supervision of a partner unconnected with the appointment.

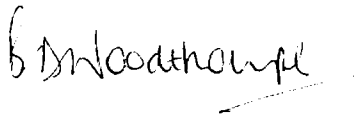
If you still feel that you have not received a satisfactory response, then you may be able to make a complaint to the Complaints Gateway operated by the Insolvency Service. Any such complaints should be completed online using the form here: www.gov.uk/complain-about-insolvency-practitioner. If you have difficulty accessing the online complaints form, you can also make your complaint through the Insolvency Service Enquiry Line at insolvency.enquiryline@insolvency.gov.uk or telephone: 0300 678 0015.

The Complaints Gateway will in turn determine if such complaint should be addressed by Mr Woodthorpe and Mr Jagger's regulatory body.

Further details of the relevant policies applicable to you can be found here <http://www.resolvegroupuk.com/policies2/>.

Should you have any further queries in respect of this Liquidation, please do not hesitate to contact Rupal Parmar of this office.

Yours faithfully



Ben Woodthorpe
Joint Liquidator

For enquiries regarding this correspondence please contact:

Contact name: Rupal Parmar
Phone number: 020 3326 6478
Email: rupal.parmar@resolvegroupuk.com

APPENDIX I

Details of Liquidators' Appointment

Company name:	Mill Acquisitions 1 Limited
Registered number:	06055540
Date of incorporation:	17 January 2007
Nature of Business:	Activities of head offices
Registered office:	c/o ReSolve Advisory Limited 22 York Buildings John Adam Street London WC2N 6JU
Date of appointment:	29 July 2021
Appointed by:	The Member
Liquidators:	Ben Woodthorpe and Simon Jagger ReSolve Advisory Limited 22 York Buildings John Adam Street London WC2N 6JU

**Mill Acquisitions 1 Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments**

Declaration of Solvency £		From 29/07/2021 To 26/09/2023 £	From 29/07/2021 To 26/09/2023 £
	ASSET REALISATIONS		
1.00	Inter-company Debtor	1.00	1.00
		1.00	1.00
	DISTRIBUTIONS		
	Ordinary Shareholders	1.00	1.00
		(1.00)	(1.00)
1.00		NIL	NIL
	REPRESENTED BY		
			NIL

Note:

1) On 31 August 2022, the inter company debtor of £1 was in-specie distributed to the member at a rate of £1 per ordinary share. The value of the inter company debtor was based upon information provided by the Company.

APPENDIX III

Notice to Accompany Final Account

Mill Acquisitions 1 Limited - **In Member's** Voluntary Liquidation

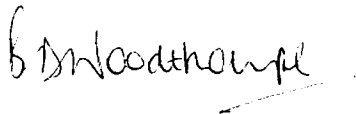
Company number: 06055540

NOTICE IS GIVEN to the member of Mill Acquisitions 1 Limited (the Company) by Ben Woodthorpe and Simon Jagger of ReSolve Advisory Limited, 22 York Buildings, John Adam Street, London, WC2N 6JU, the Joint Liquidators, under Rule 5.10 of the Insolvency (England and Wales) Rule 2016 that:

- i) The Company's affairs are fully wound up.
- ii) The Joint Liquidators having delivered a copy of the final account to the member must, within 14 days of the date on which the final account is made up, delivery a copy of the account to the Registrar of Companies.
- iii) The Joint Liquidators will vacate office under Section 171(6) of the Insolvency Act 1986 and be released under Section 173(2)(d) on delivery of the final account to the Registrar of Companies.

Should the member require further information regarding the above, please contact Rupal Parmar of this office on 020 7702 9775.

Signed:



Ben Woodthorpe
Joint Liquidator

Dated: 26 September 2023

JOINT **LIQUIDATORS'** REMUNERATION POLICY, EXPENSE POLICY AND NARRATIVE OF WORK UNDERTAKEN

Joint Liquidators' **charge out rates**

The Joint Liquidators are remunerated on a time cost basis. Charge out rates used are appropriate to the skills and experience of a member of staff and the work that they perform. Time is recorded in six-minute units. Narrative is recorded to explain the work undertaken and the time spent is analysed into different categories of work. The hourly charge out rates to be used on this case are as follows:

Staff grade	Rate per hour from 1 August 2022 (£)	Rate per hour from 1 May 2021 (£)	Rate per hour from 1 January 2020 (£)
Partner	705 - 795	625 - 755	625 - 755
Director	615	515 - 535	515
Senior Manager	500	435	435
Manager	420	375	375
Assistant Manager	375	305	305
Senior Administrator	300	255	255
Administrator	245	220	220
Junior Administrator	175	175	175

Secretarial and support staff are not charged to the cases concerned, being accounted for as an overhead of ReSolve Advisory Limited. Our cashier is charged at the Senior Administrator rate. The charge out rate for Ben Woodthorpe, the lead office holder in this case, is £705 per hour.

Expense policy

In accordance with Statement of Insolvency Practice 9, the basis of expense allocation must be fully disclosed to member. Expenses are categorised as either Category 1 or Category 2 expenses:

Category 1

These are payments to persons providing the service to which the expense relates who are not an associate of the office holder. Category 1 expenses can be paid without member approval. Examples of Category 1 expenses are statutory advertising, external meeting room hire, external storage, specific bond insurance, external information hosting charges, and Company search fees.

Category 2

These 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. Category 2 expenses require approval whether paid directly from the estate or as a disbursement. Category 2 expenses that are likely to be incurred, and require specific approval include:

Mileage	45 pence per mile paid to staff working on the insolvency appointment
Photocopying	20 pence per sheet of paper for reporting purposes (correspondence will be digital where at all possible to minimise this expense)

Category 1 and Category 2 expenses are subject to the rights of the member to seek further information about them or challenge them.

Narrative of work carried out:

1. Statutory

These activities involve complying with legislation including but not limited to; The Insolvency Act 1986, The Insolvency Rules 2016, The Companies Act 2006, The Bribery Act 2010, the Money Laundering Regulations 2017, SIPs and Pension Regulations. These activities do not add any direct benefit to members, and they form part of the statutory obligations of the Administration.

- Preparation and delivery of all statutory documentation.
- Dealing with statutory issues required under IA86, IR 2016 and the Statements of Insolvency Practice.
- Filing documents at Companies House.
- Preparing, reviewing and issuing annual progress reports to Members.
- Preparing, reviewing and issuing draft and final reports to Members.

2. 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. 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.
- Dealing with all routine correspondence and emails relating to the case.
- 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.

3. Creditors

- Communication with HMRC in relation to providing clearances and writing to HMRC to appeal CT penalty.

A Member's Guide to Liquidators' Fees - England and Wales

1 Introduction

When a company goes into Liquidation the costs of the proceedings are paid out of its assets. The members (i.e. shareholders) 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 members to fix the basis of the liquidator's fees. This guide is intended to help members be aware of their rights to approve and monitor fees and explains the basis on which fees are fixed.

2 Liquidation procedure

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. Where a declaration of solvency has been sworn by all or a majority of the directors of a company (as would usually be the case where they believe that the company has surplus assets to be distributed to members) a Liquidation instituted by resolution of the shareholders is called a members' voluntary Liquidation (often abbreviated to 'MVL').

3 Fixing the liquidator's fees

The basis for fixing the liquidator's remuneration in an MVL is set out in the Insolvency (England & Wales) Rules 2016 ("the Rules"). The Rules state that the remuneration shall be fixed either:

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

4. Who fixes the remuneration?

It is for the members of the company to determine on which of these bases the remuneration is to be fixed, and if it is to be fixed as a percentage, to fix the percentage to be applied. The Rules state that in arriving at their decision the members shall have regard to the following matters:

the complexity (or otherwise) of the case;

any respects in which, in connection with the company's affairs, there falls on the liquidator any responsibility of an exceptional kind or degree;

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 with which the liquidator has to deal.

A resolution specifying the terms on which the liquidator is to be remunerated may be taken at the meeting which appoints the liquidator. If the remuneration is not fixed in any of these ways, it will be in accordance with the scale laid down for official receivers.

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

General principles

The liquidator should provide those responsible for approving his remuneration with sufficient information to enable them to make an informed judgement about the reasonableness of the liquidator's request. The information should be presented in a manner which is transparent, consistent throughout the life of the case and useful to member, while being proportionate to the circumstances of the case.

The liquidator should disclose:

payments, remuneration and expenses arising from the administration paid to the liquidator or his or her associates;

any business or personal relationships with parties responsible for approving the liquidator's remuneration or who provide services to the liquidator in respect of the insolvency appointment where the relationship could give rise to a conflict of interest.

The liquidator should inform members of their rights under insolvency legislation, and should advise them how they may access suitable information setting out their rights within the first communication with them and in each subsequent report.

Where the liquidator sub-contracts out work that could otherwise be carried out by the liquidator or his or her staff, this should be drawn to the attention of members with an explanation of why it is being done.

Key issues

The key issues of concern to those with a financial interest in the level of payments from the insolvency estate will commonly be:

the work the liquidator anticipates will be done, and why that work is necessary;

the anticipated cost of that work, including any expenses expected to be incurred in connection with it;

whether it is anticipated that the work will provide a financial benefit, and if so what benefit (or if the work provided no direct financial benefit, but was required by statute);

the work actually done and why that work was necessary;

the actual costs of the work, including any expenses incurred in connection with it, as against any estimate provided;

whether the work has provided a financial benefit, and if so what benefit (or if the work provided no direct financial benefit, but was required by statute).

When providing information about payments, fees and expenses, the liquidator should do so in a way which facilitates clarity of understanding of these key issues. Narrative explanations should be provided to support any numerical information supplied. Where it is practical to do so, the liquidator should provide an indication of the likely return to creditors when seeking approval for the basis of his remuneration.

When approval for a fixed amount or a percentage basis is sought, the liquidator should explain why the basis requested is expected to produce a fair and reasonable reflection of the work that the liquidator anticipates will be undertaken.

Disbursements

Costs met by and reimbursed to the liquidator in connection with the Liquidation will fall into two categories:

Category 1 disbursements: These are payments to independent third parties where there is specific expenditure directly referable to the Liquidation. 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: 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 may be incurred by the liquidator or their firm, and that can be allocated to the Liquidation on a proper and reasonable basis.

When seeking approval, the liquidator should explain, for each category of cost, the basis on which the charge is being made. If the liquidator has obtained approval for the basis of Category 2 disbursements, that basis may continue to be used in a sequential appointment where further approval of the basis of remuneration is not required, or where the liquidator is replaced.

The following are not permissible as disbursements:

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.

Progress reports and requests for further information

The liquidator is required to send annual progress reports to members. The reports must include:

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, a statement of 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 things done by the liquidator 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 members' rights to request further information and their right to challenge the liquidator's remuneration and expenses.

Within 21 days of receipt of a progress report, a member 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 by members 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 by any member with the permission of the court.

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

the time or cost of preparation of the information would be excessive, or
disclosure would be prejudicial to the conduct of the Liquidation or might reasonably 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 member 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.

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; and 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.

8. What if a member is dissatisfied?

If a member 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.

Application may be made to the court by members with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the Company, or any member with 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. 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.

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 company.

9. Other matters relating to fees

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 the scale laid down for the official receivers. Usually, however, the liquidator will agree the basis of his fee for dealing with charged assets with the secured creditor concerned.

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, or a meeting of members.

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.

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.

There may also be occasions when members 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. Any arrangements of this nature will be a matter for agreement between the liquidator and the members concerned and will not be subject to the statutory rules relating to remuneration.

Whilst every care has been taken in its preparation, this statement is intended for general guidance only.