

in accordance with Rule 18.7 of the insolvency (England & Wales) Rules 2016 and Sections 92A, 104A and 192 of the Insolvency Act 1986.

LIQ03

Notice of progress report in voluntary winding up



Companies House

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

1 Company details

Company number 0 7 0 4 3 5 7 9

Company name in full PK Food Concepts Limited

→ Filling in this form

Please complete in typescript or in bold black capitals.

2 Liquidator's name

Full forename(s) Francis Graham

Surname Newton

3 Liquidator's address

Building name/number Central Square

Street 29 Wellington Street

Post town Leeds

County/Region

Postcode L S 1 4 D L

Country

4 Liquidator's name ①

Full forename(s) Simon

Surname Girling

① Other liquidator

Use this section to tell us about another liquidator.

5 Liquidator's address ②

Building name/number Bridgewater House

Street

Post town Counterslip

County/Region Bristol

Postcode B S 1 6 B X

Country

② Other liquidator

Use this section to tell us about another liquidator.

Notice of progress report in voluntary winding up

From date	3	0	0	8	2	0	1	9	
To date	2	9	0	8	2	0	2	0	

<input checked="" type="checkbox"/> The progress report is attached	
---	--

Liquidator's signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div> <div style="margin-left: 10px;">X</div> </div>									
Signature date	2	3	1	0	2	0	2	0		

LIQ03

Notice of progress report in voluntary winding up



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

Company name **BDO LLP**

Address **5 Temple Square**

Temple Street

Post town **Liverpool**

County/Region

Postcode

L 2 5 R H

Country

DX

Telephone

01512 374 500



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

PK Food Concepts Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments

Statement of Affairs		From 30/08/2019 To 29/08/2020	From 30/08/2019 To 29/08/2020
£		£	£
	FIXED CHARGE CREDITORS		
(1,108,850.00)	Clydesdale Bank PLC	NIL	NIL
(6,795,192.00)	NGB1 Private Equity Fund II LP	NIL	NIL
(832,191.00)	Mr P Haigney	NIL	NIL
(315,972.00)	Mr H Farquhar	NIL	NIL
(247,334.00)	Ms S Davenport	NIL	NIL
(126,389.00)	Mr M Cole	NIL	NIL
		<hr/>	<hr/>
		NIL	NIL
<hr/>		<hr/>	<hr/>
(9,425,928.00)		NIL	NIL
	REPRESENTED BY	<hr/>	<hr/>
			<hr/>
			NIL
			<hr/>

TO ALL KNOWN CREDITORS

23 October 2020

Our Ref: FGN/AL/0028936/C2

Please ask for Abby Lalor

Dial: 0161 817 7656

Email: BRCMTNorthandScotland@bdo.co.uk

Dear Madams/Sirs

PK Food Concepts Limited - In Creditors' Voluntary Liquidation ('the Company')
Registered number: 07043579

In accordance with Section 104A of the Insolvency Act 1986 and Rules 18.3 and 18.7 of the Insolvency (England and Wales) Rules 2016 ('the Rules'), we set out below our first annual progress report for the period from 30 August 2019 to 29 August 2020 ('the Reporting Period').

Professional information regarding the Joint Liquidators

The Joint Liquidators are Francis Graham Newton (officeholder No: 9310) of BDO LLP, 29 Wellington Street, Leeds, LS1 4DL and Simon Edward Jex Girling (officeholder No: 9283) of BDO LLP, Bridgewater House, Counterslip, Bristol, BS1 6BX.

We were appointed on 30 August 2019 and carry out our functions jointly and severally meaning any action can be done by one or by both of us.

Receipts & Payments

There have been no receipts or payments in the Reporting Period.

Progress of the Liquidation

As the Company was a non-trading holding company, the only asset in the estate are the shares in a subsidiary company, Pastaking Holdings Limited ('PHL'). However, PHL is also in Creditors' Voluntary Liquidation and Simon Girling and I were appointed Joint Liquidators of PHL on 30 August 2019. Consequently, the Company has no realisable assets.

Notwithstanding the above, following the solvent sale of an associated company, Pastaking (UK) Limited ('PUKL'), to an unconnected third party in July 2019 ie prior to our appointment, there were certain conditions included in the Sale and Purchase Agreement ('SPA') which provided for the purchaser of PUKL to set-off tax liabilities against the Company's tax losses.

The Company's pre-appointment tax return for the year ended 30 June 2018 had not been completed prior to our appointment to facilitate the above and there were no funds in the Liquidation to meet the anticipated professional costs.

Although the Joint Liquidators were not a party to the SPA, we had an obligation to assist with the Company's requirements in this regard. Consequently, following protracted discussions and correspondence with the purchaser and the Company's former tax advisors, the purchaser agreed in April 2020 that they would pay the tax advisors costs direct for preparing the Company's tax return.

In June 2020, we were subsequently advised by the former tax advisors that the purchaser no-longer required the tax return completing following the submission of a Research & Development claim by PUKL which removed any profit (and therefore any tax liability) in the tax year ended 30 June 2018. As such, this matter has been concluded.

Following conclusion of the above and our investigation into the Company's affairs and conduct of the Company's directors (detailed later in this report), we intend to progress to close the Liquidation.

Assets

As advised above, there are no realisable assets in this Liquidation.

We can also confirm that there are no assets of a peculiar or special nature which cannot be sold. Consequently, there has been no distribution of unsold assets to creditors, as mentioned in Rules 14.13 and 18.10 of the Rules.

Future Prospects for Creditors

Secured Creditors

The Company's secured creditors consist of Clydesdale Bank PLC ('the Bank'), NBGI Private Equity Fund II LP and four individuals (Mr P Haigney, Mr H Farquhar, Ms S Davenport and Mr M Cole).

The Bank's charge ranks ahead of NBGI Private Equity Fund II LP and the four individuals noted above.

Based on the directors' Statement of Affairs, the secured creditors can be summarised as follows:

Clydesdale Bank PLC	£1,108,850
NBGI Private Equity Fund II LP	£6,795,192
Mr P Haigney	£832,191
Mr H Farquhar	£315,972
Ms S Davenport	£247,334
Mr M Cole	£126,389

There are no funds available for distribution to the secured creditors.

Preferential Creditors

There are no preferential creditors in this Liquidation.

Prescribed Part

Under Section 176A of the Insolvency Act 1986 where after 15 September 2003 the Company has granted to a floating charge to a secured creditor, a proportion of the net property of the company must be made available for the unsecured creditors.

Although the Company has granted a floating charge to a creditor after this date, as there are no assets to realise, there will be no funds available to the creditors by virtue of the Prescribed Part calculation.

Unsecured Creditors

We have not received any claims from unsecured creditors.

Notwithstanding the above, there are no funds available to distribute to unsecured creditors.

Investigations

The Joint Liquidators have a statutory duty to investigate the affairs of the Company in the period prior to our appointment in order to identify any antecedent transaction(s) which may result in the recovery of assets for the benefit of the Company's creditors.

We therefore undertook a detailed review of the Company's books and records as well as the solvent sale of PUKL to an unconnected third party in July 2019, undertaken by an independent firm of accounts.

Based on the information provided, we have not identified any issues that would merit further investigation or result in the recovery of assets for the benefit of creditors.

We also have a statutory duty to review the conduct of the directors (and former directors who were in office three years prior to the date of appointment) and submit a confidential report to the Secretary of State. We confirm that a report has been submitted in this regard.

Joint Liquidators' Time Costs

Please see attached a schedule which shows the time costs incurred by us and our staff in attending to matters arising in the Reporting Period.

As noted, we have incurred time costs of £13,951 which represents 70 hours at an average charge out rate of £199 per hour.

Joint Liquidators' Remuneration

Pursuant to the Rules, we are obliged to fix our remuneration in accordance with Rule 18.16. This permits remuneration to be fixed either:

- (1) As a percentage of the assets realised and distributed; and/or
- (2) By reference to the time the Joint Liquidators and the staff have spent attending to matters in the Liquidation; and/or
- (3) As a set amount; and/or
- (4) As a combination of the above.

As there are no assets in the Liquidation, our fees will be agreed and paid by the Bank outside of the insolvency process.

To date, no fees have been paid in respect of our time costs.

Joint Liquidators' 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 are known as Category 1 disbursements.

Some Liquidators recharge expenses, for example printing, photocopying and telephone costs, which cannot economically be recorded in respect of each specific case. Such expenses, which are apportioned to cases, require the approval of the creditors before they can be drawn. These are known as Category 2 disbursements.

The policy of BDO LLP in respect of this appointment is not to charge any Category 2 disbursements with the exception of mileage on the basis of the mileage scale approved by HMRC, being 45p per mile unless otherwise disclosed to the creditors.

A summary of the disbursements incurred to date are as follows:

Costs	Category 1 (£)	Category 2 (£)	Total (£)
Specific Insurance Bond	20.00	-	20.00
Statutory Advertising	243.00	-	243.00
Total	263.00	-	263.00

To date, no disbursements have been paid. Any payment will be subject to review and approval by the Bank outside of the insolvency process.

For guidance, we enclose a document that outlines the current policy of BDO LLP in respect of fees and disbursements.

Creditors' rights

We provide at the end of this report an extract from the Rules setting out the rights of creditors to request further information and/or challenge the remuneration or expenses within the Liquidation.

Creditors may access information setting out creditors' rights in respect of the approval of the Joint Liquidators' remuneration at <https://www.bdo.co.uk/en-gb/insights/advisory/business-restructuring/creditors-guides>.

The Insolvency Service has established a central gateway for considering complaints in respect of Insolvency Practitioners. In the event that you make a complaint to us, but are not satisfied with



the response, then you should visit <https://www.gov.uk/complain-about-insolvency-practitioner> where you will find further information on how you may pursue the complaint.

The Joint Liquidators are bound by the Insolvency Code of Ethics when carrying out all professional work relating to this appointment. A copy of the code can be found at: <https://www.icaew.com/technical/ethics/icaew-code-of-ethics/icaew-code-of-ethics>.

If you require any further information as regards this progress report please contact Abby Lalor at BRCMTNorthandScotland@bdo.co.uk.

Yours faithfully
For and on behalf of
PK Food Concepts Limited

A handwritten signature in black ink, appearing to read 'F G Newton'. The signature is cursive and fluid.

F G Newton
Joint Liquidator
Authorised by the Insolvency Practitioners Association in the UK

Enclosed
Receipts and Payments Account
SIP 9 Time Cost Report for the Period of Report
BDO LLP Policy in Respect of Fees and Disbursements
Statement of Creditors' Rights in respect of Fees and Disbursements

PK Food Concepts Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments

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(315,972.00)	Mr H Farquhar	NIL	NIL
(247,334.00)	Ms S Davenport	NIL	NIL
(126,389.00)	Mr M Cole	NIL	NIL
		NIL	NIL
(9,425,928.00)		NIL	NIL
	REPRESENTED BY		
			NIL

Name of Assignment **PK Food Concepts Limited** **00317231**

Summary of Time Charged and Rates Applicable for the Period From 30/08/2019 to 29/08/2020

Description	PARTNER		MANAGER		ASSISTANT MANAGER		SENIOR ADMINISTRATOR		ADMINISTRATOR		OTHER STAFF		GRAND TOTAL		AVERAGE
	Hours	Total	Hours	Total	Hours	Total	Hours	Total	Hours	Total	Hours	Total	Hours	Total	
B. Steps on Appointment		£	3.15	765.30	6.75	1,197.45		£		£		£	9.90	1,962.75	198.2
C. Planning and Strategy			2.45	620.10	0.15	32.70							2.60	652.80	251.0
D. General Administration	4.25	2,559.75	16.35	4,016.25	11.20	2,398.70			22.20	1,595.05			54.00	10,569.75	195.7
H. Creditor Claims			1.65	406.10	1.65	359.70							3.30	765.80	232.0
	4.25	2,559.75	23.60	5,807.75	19.75	3,988.55	0.00	0.00	22.20	1,595.05	0.00	0.00			

Net Total	69.80	13,951.10
Secretarial Expense		0.00
Other Disbursements		0.00
Billed		0.00
Grand Total		13,951.10



PK Food Concepts Limited - In Creditor' Voluntary Liquidation

In accordance with best practice, we provide below details of the policies of BDO LLP in respect of fees and expenses for work in relation to the above insolvency.

The current charge out rates per hour of staff within our firm who may be involved in working on the insolvency, are as follows:

GRADE	£
Partner	549
Manager	242-380
Assistant Manager	218
Senior Administrator	206
Administrator	119-185
Other Staff	73-77

This in no way implies that staff at all such grades will work on the case. The rates charged by BDO LLP are reviewed in December and July each year and are adjusted to take account of inflation and the firm's overheads.

Time spent on casework is recorded directly to the relevant case using a computerised time recording system and the nature of the work undertaken is recorded at that time. Units of time can be as small as 3 minutes. BDO LLP records work in respect of insolvency work under the following categories:

- Pre Appointment
- Steps upon Appointment
- Planning and Strategy
- General Administration
- Asset Realisation/Management
- Trading Related Matters
- Employee Matters
- Creditor Claims
- Reporting
- Distribution and Closure
- Other Issues

Under each of the above categories the work is recorded in greater detail in sub categories. Please note that the eleven categories provide greater detail than the six categories recommended by the Recognised Professional Bodies who are responsible for licensing and monitoring Insolvency Practitioners.

Where an officeholder's remuneration is approved on a time cost basis the time invoiced to the case will be subject to VAT at the prevailing rate.

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

1) Other Costs

Where expenses are incurred in respect of the insolvent estate they will be recharged. Such expenses can be divided into two categories.



2) Category 1

This heading covers expenses where BDO LLP has met a specific cost in respect of the insolvent estate where payment has been made to a third party. Such expenses may include items such as advertising, couriers, travel (by public transport), land registry searches, fees in respect of swearing legal documents etc. In each case the recharge will be reimbursement of a specific expense incurred.

3) Category 2

We propose to recover from the estate the cost of travel where staff use either their own vehicles or company cars in travelling connected with the insolvency. In these cases, a charge of 45p per mile is raised which is in line with the HM Revenue & Customs Approved Mileage Rates (median - less than 10,000 miles per annum) which is the amount the firm pays to staff. Where costs are incurred in respect of mileage, approval will be sought in accordance with the Insolvency (England and Wales) Rules 2016 to recover this disbursement.

Where applicable, all disbursements will be subject to VAT at the prevailing rate.

BDO LLP
23 October 2020

Statement from the Insolvency (England and Wales) Rules 2016 regarding the rights of creditors in respect of the Joint Liquidators' fees and expenses:

Creditors' and members' requests for further information in administration, winding up and bankruptcy

18.9.—(1) The following may make a written request to the office-holder for further information about remuneration or expenses (other than pre-administration costs in an administration) set out in a progress report under rule 18.4(1)(b), (c) or (d) or a final report under rule 18.14—

- (a) a secured creditor;
 - (b) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question);
 - (c) 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;
 - (d) any unsecured creditor with the permission of the court; or
 - (e) any member of the company in a members' voluntary winding up with the permission of the court.
- (2) A request, or an application to the court for permission, by such a person or persons must be made or filed with the court (as applicable) within 21 days of receipt of the report by the person, or by the last of them in the case of an application by more than one member or creditor.
- (3) The office-holder must, within 14 days of receipt of such a request respond to the person or persons who requested the information by—
- (a) providing all of the information requested;
 - (b) providing some of the information requested; or
 - (c) declining to provide the information requested.
- (4) The office-holder may respond by providing only some of the information requested or decline to provide the information if—
- (a) the time or cost of preparation of the information would be excessive; or
 - (b) disclosure of the information would be prejudicial to the conduct of the proceedings;
 - (c) disclosure of the information might reasonably be expected to lead to violence against any person; or
 - (d) the office-holder is subject to an obligation of confidentiality in relation to the information.
- (5) An office-holder who does not provide all the information or declines to provide the information must inform the person or persons who requested the information of the reasons for so doing.
- (6) A creditor, and a member of the company in a members' voluntary winding up, who need not be the same as the creditor or members who requested the information, may apply to the court within 21 days of—
- (a) the office-holder giving reasons for not providing all of the information requested; or
 - (b) the expiry of the 14 days within which an office-holder must respond to a request.
- (7) The court may make such order as it thinks just on an application under paragraph (6).

Remuneration and expenses: application to court by a creditor or member on grounds that remuneration or expenses are excessive

18.34.—(1) This rule applies to an application in an administration, a winding-up or a bankruptcy made by a person mentioned in paragraph (2) on the grounds that—

- (a) the remuneration charged by the office-holder is in all the circumstances excessive;
 - (b) the basis fixed for the office-holder's remuneration under rules 18.16, 18.18, 18.19, 18.20 and 18.21 (as applicable) is inappropriate; or
 - (c) the expenses incurred by the office-holder are in all the circumstances excessive.
- (2) The following may make such an application for one or more of the orders set out in rule 18.36 or 18.37 as applicable—
- (a) a secured creditor,
 - (b) an unsecured creditor with either—
 - (i) the concurrence of at least 10% in value of the unsecured creditors (including that creditor), or
 - (ii) the permission of the court, or
 - (c) in a members' voluntary winding up—
 - (i) members of the company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the company, or
 - (ii) a member of the company with the permission of the court.
- (3) The application by a creditor or member must be made no later than eight weeks after receipt by the applicant of the progress report under rule 18.3, or final report or account under rule 18.14 which first reports the charging of the remuneration or the incurring of the expenses in question ('the relevant report').

Applications under rules 18.34 and 18.35 where the court has given permission for the application

- 18.36.**—(1) This rule applies to applications made with permission under rules 18.34 and 18.35.
- (2) Where the court has given permission, it must fix a venue for the application to be heard.
 - (3) The applicant must, at least 14 days before the hearing, deliver to the office-holder a notice stating the venue and accompanied by a copy of the application and of any evidence on which the applicant intends to rely.
 - (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 office-holder is entitled to charge;
 - (b) an order reducing any fixed 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 is not to be treated as expenses of the administration, winding up or bankruptcy;
 - (e) an order for the payment of the amount of the excess of remuneration or expenses or such part of the excess as the court may specify by —
 - (i) the administrator or Liquidator or the administrator's or Liquidator's personal representative to the company, or
 - (ii) the trustee or the trustee's personal representative to such person as the court may specify as property comprised in the bankrupt's estate;
 - (f) any other order that it thinks just.
 - (5) An order under paragraph (4)(b) or (c) may only be made in respect of periods after the period covered by the relevant report.
 - (6) Unless the court orders otherwise the costs of the application must be paid by the applicant, and are not payable as an expense of the administration, winding up or bankruptcy.

Applications under rule 18.34 where the court's permission is not required for the application

- 18.37.**—(1) On receipt of an application under rule 18.34 for which the court's permission is not required, the court may, if it is satisfied that no sufficient cause is shown for the application, dismiss it without giving notice to any party other than the applicant.
- (2) Unless the application is dismissed, the court must fix a venue for it to be heard.
 - (3) The applicant must, at least 14 days before any hearing, deliver to the office-holder a notice stating the venue with a copy of the application and of any evidence on which the applicant intends to rely.
 - (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 office-holder is entitled to charge;
 - (b) an order reducing any fixed 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 administration or winding up or bankruptcy;
 - (e) an order for the payment of the amount of the excess of remuneration or expenses or such part of the excess as the court may specify by —
 - (i) the administrator or Liquidator or the administrator's or Liquidator's personal representative to the company, or
 - (ii) the trustee or the trustee's personal representative to such person as the court may specify as property comprised in the bankrupt's estate;
 - (f) any other order that it thinks just.
 - (5) An order under paragraph (4)(b) or (c) may only be made in respect of periods after the period covered by the relevant report.
 - (6) Unless the court orders otherwise the costs of the application must be paid by the applicant, and are not payable as an expense of the administration or as winding up or bankruptcy.