

AM03

Notice of administrator's proposals



Companies House

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

1 Company details

Company number	1	0	4	7	9	0	3	2
Company name in full	Rosemary Water Limited							

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Administrator's name

Full forename(s)	Clare
Surname	Lloyd

3 Administrator's address

Building name/number	45
Street	Gresham Street
Post town	
County/Region	London
Postcode	E C 2 V 7 B G
Country	

4 Administrator's name ①

Full forename(s)	Henry
Surname	Shinners

① Other administrator

Use this section to tell us about
another administrator.

5 Administrator's address ②

Building name/number	45
Street	Gresham Street
Post town	
County/Region	London
Postcode	E C 2 V 7 B G
Country	

② Other administrator


Use this section to tell us about
another administrator.

AM03
Notice of Administrator’s Proposals

6 Statement of proposals

<input checked="" type="checkbox"/>	I attach a copy of the statement of proposals	
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7 Sign and date

Administrator's Signature	Signature 																	
Signature date	<table><tr><td>^d</td><td>0</td><td>^d</td><td>9</td><td>^m</td><td>1</td><td>^m</td><td>2</td><td>^y</td><td>2</td><td>^y</td><td>0</td><td>^y</td><td>2</td><td>^y</td><td>2</td></tr></table>	^d	0	^d	9	^m	1	^m	2	^y	2	^y	0	^y	2	^y	2	
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AM03

Notice of Administrator's Proposals



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

Sam Jackson

Company name

Evelyn Partners LLP

Address

45 Gresham Street

Post town

County/Region

London

Postcode

E C 2 V 7 B G

Country

DX

Telephone

020 7131 4000



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 and dated 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:

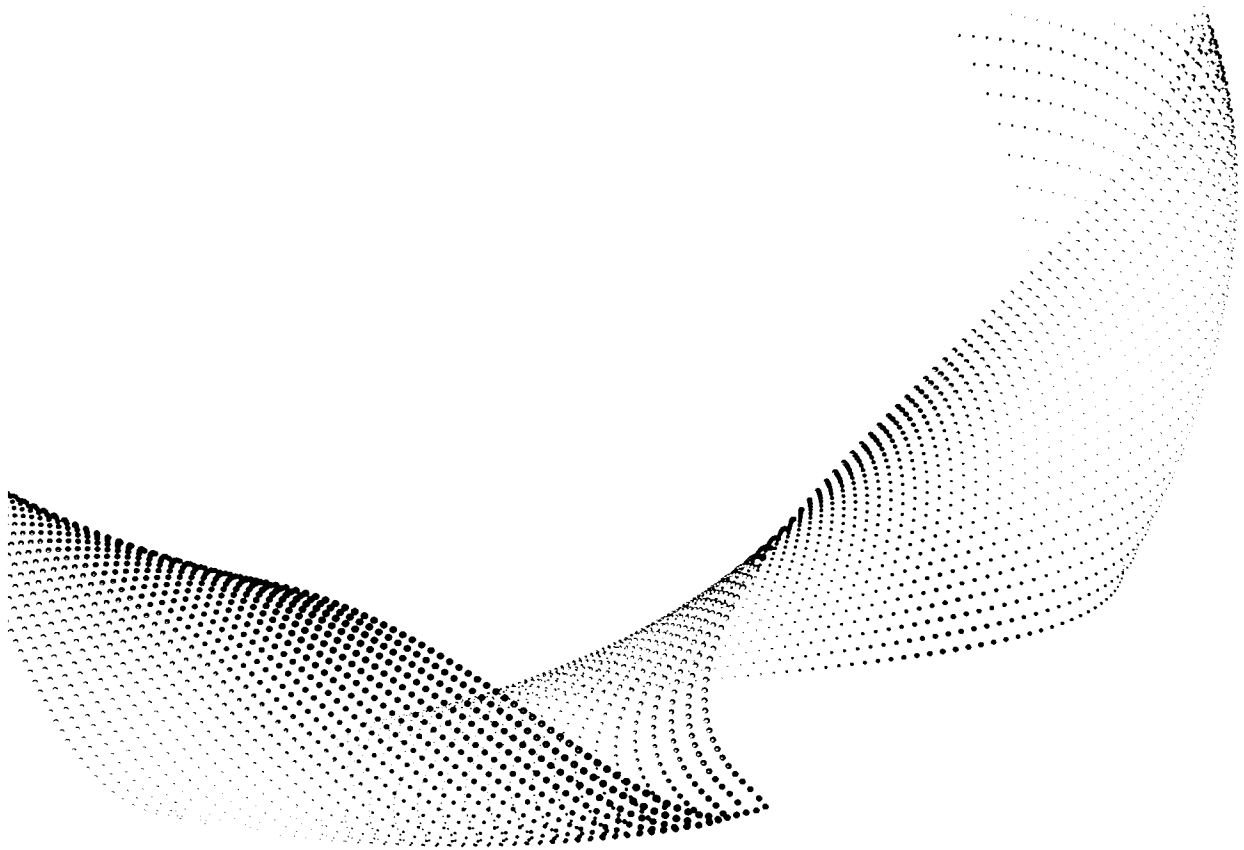
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.



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



Rosemary Water Limited (in administration)

Joint administrators' Report and Statement of Proposals pursuant to Paragraph
49 of Schedule B1 to the Insolvency Act 1986

evelyn

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1. Glossary

Abbreviation	Description
CVL	Creditors' Voluntary Liquidation
ETR	Estimated to realise
HMRC	His Majesty's Revenue and Customs
IA86	Insolvency Act 1986 If preceded by S this denotes a section number
IP	Intellectual Property
IR16	Insolvency (England and Wales) Rules 2016 If preceded by R this denotes a rule number
Sch B1	Schedule B1 to the Insolvency Act 1986 If preceded by P this denotes a paragraph number
SIP	Statement of Insolvency Practice (England & Wales)
SOA	Statement of Affairs
the administrators/joint administrators	Clare Lloyd and Henry Anthony Shinnars
the Company	Rosemary Water Limited

2. Introduction

Clare Lloyd and Henry Anthony Shinnars, of Evelyn Partners LLP, 45 Gresham Street, London, EC2V 7BG and licensed insolvency practitioners, were appointed as the joint administrators of the Company on 25 October 2022

From 14 June 2022, we are operating under a single new brand to offer the best of everything we do and the firm's name has changed to Evelyn Partners LLP. Please note that this is a change to our brand only and that the services provided are unaffected.

This report sets out our proposals in respect of the administration of the Company.

Appendix I contains information in respect of the Company and the joint administrators that is required under the IR16.

We will deliver these proposals to the creditors on 9 December 2022.

3. Key Points

- We were appointed as the joint administrators of the Company on 25 October 2022 by the directors of the Company.
- The objective of the administration is as in Paragraph 3(1)(a) of Schedule B1 to the Insolvency Act 1986, namely rescuing the Company as a going concern.
- Following our appointment as joint administrators of the Company we have commenced a thorough and far-reaching marketing exercise to advertise the sale of the business and assets. We have received a significant amount of interest, including from current shareholders, sector specialists and venture capitalists.
- Over 20 parties have subsequently entered into a Confidentiality Undertaking ("CU") to gain access to a data room, in order to perform further due diligence.

We are currently in the process of assessing offers with a view to progressing to contract.

- We are not able to confirm at this stage whether there will be a dividend available to the preferential or unsecured creditors. The Company has no registered charges outstanding at Companies House and has no secured liabilities.
- Our proposals will be considered approved, subject to receiving votes in favour from the creditors by Wednesday 28 December 2022 if we do not receive a valid request for a creditors' meeting.
- Creditors with partly or wholly unsecured claims will be invited to form a creditors' committee pursuant to Rule 3.39 of the Insolvency (England and Wales) Rules 2016 which, if formed, will need to comprise three to five members.
- Creditors who meet certain thresholds prescribed by the Insolvency Act 1986, namely 10% in value of creditors, 10% in number of creditors or 10 creditors, may request a physical meeting to be held to consider the Proposed Decisions (incorporating the approval of our fees). However, such a request must be made in writing to the Convener within 5 business days from Friday 9 December 2022.
- We are seeking approval of the basis of our remuneration and expenses as set out at section 14 and of the pre-appointment costs and expenses as set out in section 13 from the creditors.

4. Background to the administration

The Company was incorporated on 15 November 2016 to manufacture a unique botanical drink. The Company traded from its registered office at Bischeim House.

At the start of 2020 the business was achieving £50,000 per month in sales, with a customer base of over 450 buyers, including large distributors, national supermarket chains, hotels, restaurants and bars. The Company also developed a healthy business in California (120 customers and growing) and was building distribution on mainland Europe via wholesalers and Amazon, whilst looking at expanding the global distribution.

However, following Brexit and new import duties in Europe, most non-UK sales were lost, therefore the running costs of the business and sales team had to be dramatically reduced. With the arrival of Covid and subsequent multiple lockdowns, half of the business (which was in "on trade") was quickly lost and did not recover post-Covid.

Additional funds were raised via a shareholders' rights issue, however, this proved insufficient to continue funding wholesale and retail sales teams; as the margins in bottled product were low and payment terms too long, this plan would not return the business to profitability quickly enough.

The decision was therefore made to reduce the flavour range and move from glass production to aluminium (cans) reducing the production costs, the retail sale price and subsequently increasing the margin.

Wholesale and trade sales were discontinued, with the business concentrating purely on DTC (direct to consumer) sales via the website as it was felt that this would further increase revenue.

A business plan was implemented with the aim of achieving profitability, which did not produce the level of revenue required, with sales peaking at £12,000 per month, whilst the break-even point sat at £25,000 per month.

New cans and flavours were designed, launched and marketed; however the sales were insufficient to get to break even (even after cost cutting), largely due to delivery costs per case doubling as a result of the increase in fuel and therefore shipping costs.

A further £200,000 was invested into the business in 2022, however legacy creditors, running costs, production, storage and shipping costs saw overall costs increasing whilst sales were peaking, which was compounded by a lack of investment for marketing, which was essential to turning around the business. The difficult decision was therefore made, in consultation with Evelyn Partners LLP, to place the Company for sale through an administration process.

The directors had been funding the essential costs of the business for the past year, however, were no longer able to continue to do so.

Evelyn Partners were approached in August 2022, to formally advise the Company as to the available options, considering its financial position, which shortly concluded that administration was the appropriate route in the circumstances.

Clare Lloyd and Henry Anthony Shinnars are both qualified insolvency practitioners and authorised and licensed by the Institute of Chartered Accountants in England and Wales. As proposed joint administrators, statements and consents to act were provided by both on 25 October 2022.

The joint administrators were appointed by the directors on 25 October 2022 and, in the absence of any qualified floating charge holder, there was no requirement to serve notice of the intention to appoint on the company.

The Company did not have any payroll employees at the time of its administration and consequently no employees required notice of the pending administration and no employees have a claim in the administration.

5. Purpose of administration and strategy

The joint administrators must perform their functions with the objective of:

- rescuing the Company as a going concern; or
- achieving a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in administration); or
- realising property in order to make a distribution to one or more secured or ordinary preferential creditors and, if applicable, secondary preferential creditors.

In this case, the first objective above is being pursued, and should that not be achievable then the subsequent objectives will be pursued in that hierarchy.

The administrators have undertaken a marketing strategy together with their appointed agents, Wyles Hardy & Co ("WH"). Circa 40 expressions of interest were received and issued with Confidentiality Undertakings ("CUs"), with 21 CUs entered into, to gain access to the data room to conduct their due diligence.

Offers for the Company's business, assets and IP have been received; the administrators will proceed with the party who has made the highest offer, with terms that are acceptable to the administrators.

Our role, prior to appointment as joint administrators, was to advise the Company, not the directors or any party considering acquisition of the business whether by means of a pre-pack or other. Once appointed, the joint administrators are obliged to perform their functions in the interests of the Company's creditors as a whole. Where the objective of the administration is to realise property in order to make a distribution to secured or ordinary and, if applicable, secondary preferential creditors, we have a duty to avoid harming unnecessarily the interests of the creditors as a whole.

Section 7 provides details of the actions taken to date in pursuit of our strategy for the administration and section 10 details our proposals to achieve the purpose of the administration and to bring it to a conclusion in due course.

6. Joint administrators' receipts and payments

A nil receipts and payments for the administration period from the date of our appointment to 4 December 2022 is attached at Appendix III.

7. Conduct of the administration

The administrators have undertaken a marketing exercise together with their appointed agents, Wyles Hardy & Co ("WH"), to facilitate the potential sale of the business, assets and IP of the Company. Significant levels of interest were generated by this acquisition opportunity, with c.40 parties being issued with Confidentiality Undertakings ("CUs"), with 21 CUs completed, in order to gain access to the data room to conduct their due diligence.

Offers have very recently been received and are being assessed; the administrators will proceed with the party who has made the highest offer, on terms that are acceptable to the administrators.

We summarise below the other key matters that we have dealt with since our appointment. We have:

- Completed our statutory duties in advertising the administration
- Completed the necessary notifications to Companies House and HMRC
- Commenced our investigations into the conduct of the Company's directors

8. Financial position at the date of administration

A SOA has not yet been received from the directors. We anticipate that this will be delivered shortly and will duly be filed for online viewing at Companies House. Attached as Appendix IV is a summary of the estimated financial position of the Company as at 25 October 2022, together with a list of creditors' names and addresses, details of their debts and, where applicable, details of any security held by them. This information has been taken from the company records but has not been subject to any audit.

The estimated financial position has been drafted utilising the Company's latest management accounts from June 2022 together with knowledge of the Company's affairs from that date. We have written to the Company's bank requesting statements and do not anticipate there to be any cash at bank and the plant, machinery and office equipment will have nil value. The stock figure is likely to have changed and will form part of any business and asset sale.

The creditor balances were disclosed to us upon appointment and we have written to all known creditors.

The Company's secondary preferential creditors are estimated to be a maximum of £45,000, comprising HMRC in relation to outstanding taxes 'paid' by employees and customers of that business. These include Pay As You Earn (PAYE) (including student loan repayments), Value Added Tax (VAT), employee National Insurance Contributions (NICs) and Construction Industry Scheme (CIS) deductions.

It is important to note that there is no cap or time limit on what HMRC can recover in respect of the above.

We are not aware of any ordinary preferential creditors and, should there be a distribution to the Company's creditors, the secondary preferential creditors will be the first class of creditor to receive a dividend.

HMRC will continue to be an unsecured creditor for corporation tax and any other taxes owed directly by a company/business (for example employer National Insurance Contributions).

Unsecured creditors are estimated to be £893,075.58 in the Estimated Financial Position of the Company. We have received claims to date of £37,507.82 from unsecured creditors.

9. Estimated outcome for creditors

Our current assessment of the likely outcome for creditors is as follows:

- There are no secured creditors of the Company.
- As there were no employees, we do not anticipate any ordinary preferential claims.
- At this early stage in proceedings, we are unable to confirm whether there will be a sufficient surplus to enable a dividend to be made to the secondary preferential creditor or unsecured creditors.

10. Proposals for achieving the purpose of administration

Our proposals for achieving the purpose of administration for the Company are as follows:

- I. The administrators will continue to manage the affairs of the Company in order to achieve the purpose of the administration, namely with the objective of rescuing the Company as a going concern pursuant to P3(1)(a) Sch B1
- II. If the joint administrators do not consider that the survival of the existing Company is achievable, they will take any action they consider necessary to achieve the sale of the business and assets as a going concern to maximise returns to the administration estate.
- III. If having realised the assets of the Company, the joint administrators think that a distribution will be made to unsecured creditors, they propose filing a notice with the Registrar of Companies which will have the effect of bringing the appointment of the joint administrators to an end and will move the Company automatically into CVL in order that the distribution can be made.

- IV. If the administrators consider it appropriate and cost-effective to do so, they may make an application to court for permission to make any distribution to the unsecured creditors that is not from the Prescribed Part in the administration instead of moving the Company to CVL and then making a distribution. (Note: If permission is granted, subject to the need for further investigations as detailed in the next section, the Company will exit into dissolution once the distribution has been made and the administration concluded).
- V. If the joint administrators think that the Company has no property which might permit a distribution to its creditors, they will file a notice with the court and the Registrar of Companies for the dissolution of the Company.
- VI. The joint administrators shall do all such other things and generally exercise all of their powers as contained in Schedule 1 IA86, as they consider desirable or expedient to achieve the purpose of the administration.
- VII. The administrators propose asking creditors to consider establishing a creditors' committee pursuant to Rule 3.39 of the Insolvency (England and Wales) Rules 2016. If such a committee is formed the creditors who become members of the committee will be responsible for sanctioning the basis of the joint administrators' remuneration and expenses, any unpaid pre-administration costs and certain proposed acts on the part of the joint administrators. The committee will be able to make these decisions without the need to report back to a further meeting of creditors generally.

11. Exit route from administration

It is proposed that, at the appropriate time, the joint administrators will use their discretion to exit the administration by way of one of the following means:

- i. If having realised the assets of the Company, the joint administrators think that a distribution will be made to the unsecured creditors other than by virtue of the Prescribed Part, they may file a notice with the Registrar of Companies which will have the effect of bringing the appointment of the joint administrators to an end and will move the Company automatically into CVL in order that the distribution can be made, but only if they consider that the associated incremental costs of a CVL are justified. In these circumstances, it is proposed that the joint administrators, Henry Anthony Shinnars and Clare Lloyd will become the joint liquidators of the CVL. The acts of the joint liquidators may be undertaken by either or both of them.
- ii. Creditors have the right to nominate alternative liquidators of their choice. To do this, creditors must make their nomination in writing to the joint administrators prior to these proposals being approved. Where this occurs, the joint administrators will advise creditors and provide the opportunity to vote. In the absence of a nomination, the joint administrators will automatically become the joint liquidators of the Company in the subsequent CVL.
- iii. If the joint administrators have, with the permission of the court, made a distribution to unsecured creditors in addition to any Prescribed Part distribution, or they think that the Company otherwise has no property which might permit a distribution to its unsecured creditors, subject to there being a need for further investigations as described below, they will file a notice, together with their final progress report, at court and with the Registrar of Companies for the dissolution of the Company. The joint administrators will send copies of these documents to the Company and its creditors. The joint administrators' appointment will end following the registration of the notice by the Registrar of Companies.

Administrators have the power to bring claims against former officers of the Company in respect of transactions that may have caused or exacerbated a Company's insolvency. Claims with a good prospect of success may indeed be pursued by administrators but there may be cases where it would be more appropriate if a liquidator brought the claim or where the timeframe would not be long enough, given the maximum extension period available to administrators. The proposed exit route would, in these cases, be liquidation.

If a creditors' committee is established the joint administrators will consult with the members and agree the most appropriate exit route from administration.

12. Other matters relating to the conduct of the administration

The matters detailed below are not considered to be part of the proposals but are intended to provide creditors with information concerning the remaining statutory and other matters that must be dealt with in the administration.

- Submitting confidential information relating to the conduct of the directors to the Department for Business, Energy & Industrial Strategy. This obligation arises under the Company Directors Disqualification Act 1986. Creditors should note that the content of any submission is strictly confidential and under no circumstances will discussions be entered into regarding this.
- Should there be sufficient realisations, steps will be taking to adjudicate upon creditor claims and if appropriate, facilitate the payment of a dividend
- Filing corporation tax returns and obtaining tax clearance in respect of the administration period
- Paying all costs and expenses of the administration once any required approval has been obtained
- Further statutory reporting as required by IA86 and IR16.

13. Pre-administration costs and expenses

Pre-administration costs are defined as fees charged and expenses incurred by the joint administrators or another person qualified to act as an insolvency practitioner before the Company entered administration (but with a view to its doing so), and 'unpaid pre-administration costs' are pre-administration costs which had not been paid when the Company entered administration.

The basis of our pre-administration costs was set out in our engagement letter with the Company dated 16 August 2022. Our costs were to be charged on a time cost basis

Our engagement was to advise the Company on the available options in relation to the Company's financial position, contingency planning and recommend any of our restructuring and recovery services that may be appropriate. It additionally encompassed preparing all necessary documentation to place the Company into administration and filing such documentation.

Our total time costs in assisting the Company prior to our appointment as joint administrators are £19,858.25, a breakdown of which is given in Appendix V. As at the date of this report none of these costs have been paid.

Pre-appointment fees charged, and expenses incurred by us are detailed below:

Charged by/service(s) provided	Total amount charged £	Amount paid £	Who made payment	Amount unpaid £
Evelyn Partners LLP	19,858.25	-	-	19,858.25

We are not aware of any fees or expenses incurred by any other person qualified to act as an insolvency practitioner with a view to the Company entering administration.

The payment of the unpaid pre-administration costs set out above as an expense of the administration is subject to the approval of creditors, separately from the approval of the joint administrators' proposals. This approval will be the responsibility of the creditors' committee if one is appointed or alternatively by resolution of a virtual meeting of creditors, electronic or postal voting where there is no committee.

14. Joint administrator's remuneration

Insolvency Practitioners are required to provide stakeholders with details of the work they propose to do and the expenses that are likely to be incurred. Prior to drawing any fees, these details must be provided to creditors and approval given. Alternatively, creditors may form a committee and, if so, it is up to the majority of committee members to give consent.

Where it is proposed that fees are drawn from the insolvent estate on a time costs basis, a fee estimate will also need to be provided. Where it is unrealistic to estimate the work to be done at the outset, an estimate may be provided for a designated period or up to a particular event.

Creditors should be aware that the fees estimate is based on information available at present and may change due to unforeseen circumstances arising. If any approved fees estimate is exceeded, a revised estimate will need to be provided and approval given before any fees may be drawn in excess of the original approved estimate.

Some of the work required by Insolvency Practitioners is required by law and may not necessarily result in any financial benefit for creditors (or members). Examples of this work would include investigations required under the Company Directors Disqualification Act 1986 or dealing with former employees' claims through the Redundancy Payments Service.

On some occasions, third parties may be instructed to provide expert advice on tax, legal or property matters to produce a financial benefit to creditors.

Each aspect of the work undertaken will require different levels of expertise and, therefore, cost. To make it clear, we have given the rates for each grade of staff with estimates of the total hours to be spent on each aspect in the table provided.

The basis of the joint administrators' remuneration may be fixed on one or more of the following bases and different bases may be fixed in respect of different things done by them:

- as a percentage of the value of the assets they have to deal with, or
- by reference to time properly spent by the joint administrators and their staff in attending to matters arising in the administration, or
- as a set amount

In this case, the joint administrators intend to seeking approval for the basis of their remuneration as follows:

- By reference to the time properly spent by the joint administrators and their staff in attending to matters arising in the administration. Estimated to total £44,117.57 for the entirety of the Company's administration. As we will be seeking approval to draw fees on this basis, a fees and costs estimate is attached at Appendix VII. This details the estimated fees according to the grade of staff, expected number of hours to perform specific tasks, some of which are mandatory, irrespective of the company, and some of which are specific to this case, and the average hourly rate.

Where no creditors' committee is appointed, approval of the joint administrators' remuneration shall be fixed using the decision-making process either at a virtual creditors' meeting or by electronic and/or postal voting. Where the joint administrators have concluded that the company has insufficient property to enable a distribution to be made to the unsecured creditors (other than via the Prescribed Part), approval will be sought from the secured and (if necessary) the ordinary preferential creditors and secondary preferential creditors, unless a creditors' committee has been established, in accordance with Rule 18.18 of the IR16.

Included in the total estimate given in Appendix VII are the accrued, joint administrators' time costs which cover the period from the date of the administration order to 4 December 2022 and total £19,677.57. A breakdown is given in Appendix VI. This represents 51.42 hours at an average rate of £383 per hour.

A copy of 'A Creditor's Guide to Administrator's Fees', as produced by R3, is available free on request or can be downloaded from their website as follows:

On 1 September 2020, the Smith & Williamson Group merged with the Tilney Group to extend our financial and professional services offering. In common with many professional firms, our scale rates rise to cover annual inflationary cost increases (which readers will be aware have been particularly high of late) and accordingly our rates have risen on average by approximately 7%

with effect from 1 July 2022. Following the merger please note that there has been a change to our financial year-end and, as a result, we will be reviewing our charge-out rates again on 1 January 2023 (reverting to annual reviews thereafter). The rate of any increase on 1 January 2023 will take into account that only six months will have passed from the date of the last increase and so will not cause any prejudice to creditors and stakeholders.

Creditors should also be aware that some of the work is required by statute and may not necessarily provide any financial benefit to creditors. Examples would include dealing with former employees' claims through the Redundancy Payments Service and providing information relating to the company and its former officers as required by the Company Directors Disqualification Act 1986.

15. Administration expenses

We have used the professional advisers listed below. We have also indicated alongside the basis of our fee arrangement with them, which is subject to review on a regular basis.

Professional adviser/service	Basis of fee arrangement	Costs incurred £	Costs paid £
Wyles Hardy & Co (valuation and disposal advice)	Percentage of realisations plus expenses	-*	-

*Subject to any eventual sale of the Company's assets, the costs incurred by our agents will be disclosed in our first progress report.

We have paid and/or incurred the following expenses in the current period:

Description	Incurred in current period £	Paid in current period £	Total costs outstanding at period end £
Statutory advertising	200.60	-	200.60
Joint administrators' bonds	140.00	-	140.00
Court fees	50.00	-	50.00
Total	390.60	-	390.60

Note: Total costs outstanding may include costs incurred in prior periods, but not yet paid.

No category 2 expenses have been incurred.

Details of Evelyn Partner's policies regarding the use of subcontractors and professional advisors and the recovery of expenses are set out at Appendix VII.

16. Creditor's decisions

With the exception of the proposals relating to the joint administrators' and third party's/ies' pre and post appointment remuneration and costs, the joint administrators propose to seek approval of these proposals by deemed consent. Unless more than 10% in value of relevant creditors object to the decision to approve the proposals by deemed consent, approval of the proposals will take effect from [insert decision date which cannot be less than 14 days from delivery of the proposals]. Relevant creditors are those creditors who would be entitled to vote in the event of an alternative decision procedure being used.

If any creditors object to the joint administrators seeking approval of the proposals by deemed consent, those creditors will have to have delivered a notice to this effect to the joint administrators, along with a proof in respect of their claim, by no later than Monday 19 December 2022, being 5 business days from the date of delivery of these proposals, failing which their objection will be disregarded.

It is the joint administrators' responsibility to aggregate any objections to see if the threshold is met for the decision to approve the proposals by deemed consent is to be taken as having not been made.

In the event that the threshold is met, the deemed consent procedure will no longer apply, and approval will be sought by means of an alternative decision procedure.

17. Privacy and data protection

As part of our role as joint administrators, I would advise you that we may need to access and use data relating to individuals. In doing so, we must abide by data protection requirements. Information about the way that we will use and store personal data in relation to insolvency appointments can be found at

If you are unable to download this, please contact my office and a hard copy will be provided free of charge.

To the extent that you hold any personal data of the Company's data subjects provided to you by the Company or obtained otherwise, you must process such data in accordance with data protection legislation. Please contact us if you believe this applies.

18. Next report and creditors' rights

The joint administrators are required to provide a progress report within one month of the end of the first six months of the administration or earlier if the administration has been finalised.

From receipt of the first progress report, creditors have rights under IR16 to request further information and to challenge the joint administrators' remuneration and/or expenses incurred. In summary:

- Within 21 days of the receipt of a progress report, a secured creditor, or an unsecured creditor (with the concurrence of at least 5% in value of the unsecured creditors or otherwise with the court's permission) may request in writing that the joint administrators provide further information about their remuneration or expenses which have been itemised in the report.
- Any secured creditor, or an unsecured creditor (with the concurrence of at least 10% in value of the unsecured creditors or otherwise with the court's permission) may within 8 weeks of receipt of a progress report make an application to court on the grounds that, in all the circumstances, the basis fixed for the joint administrators' remuneration is inappropriate and/or the remuneration charged or the expenses incurred (including any paid) by the joint administrators, as set out in the report, are excessive.

The above rights apply only to matters which have not been disclosed in previous reports.

On a general note, if you have any comments or concerns in connection with our conduct, please contact Clare Lloyd or Henry Anthony Shinnars in the first instance. If the matter is not resolved to your satisfaction, you may contact our Head of Legal by writing to 45 Gresham Street, London EC2V 7BG or by telephone on 020 7131 4000.

Thereafter, if you wish to take the matter further you may contact the Insolvency Services directly via Insolvency Complaints Gateway. They can be contacted by email, telephone or letter as follows:

i) Email:

ii) Telephone number: +44 300 678 0015

iii) Postal address: The Insolvency Service, IP Complaints, 3rd Floor, 1 City Walk, Leeds LS11 9DA.



Clare Lloyd and Henry Anthony Shinnars

Joint Administrators

Date: 9 December 2022

Henry Anthony Shinnars and Clare Lloyd have been appointed as the joint administrators of the Company on 25 October 2022.

The affairs, business and property of the company are being managed by the joint administrators as agents and without personal liability.

Both/All of the joint office-holders are authorised and licensed in the UK by the Institute of Chartered Accountants in England and Wales and are bound by their code of ethics. Further details of their licensing body along with our complaints and compensation procedure can be accessed at

The Joint Administrators may act as controllers of personal data, as defined by the UK data protection law, depending upon the specific processing activities undertaken. Evelyn Partners LLP may act as a processor on the instructions of the Joint Administrators. Personal data will be kept secure and processed only for matters relating to the Joint Administrators' appointment.

The Fair Processing Notice in relation to the UK General Data Protection Regulation can be accessed at

Should you wish to be supplied with a hard copy of any notice, attachment or document relating to a case matter, please contact the staff member dealing with this matter at any time via telephone, email or by post and this will be provided free of charge within five business days of receipt of the request.

The word partner is used to refer to a member of Evelyn Partners LLP. A list of members is available at the registered office

Evelyn Partners LLP is registered in England at 45 Gresham Street, London EC2V 7BG No OC369631

Regulated by the Institute of Chartered Accountants in England and Wales for a range of investment business activities

Appendices

An abstract graphic consisting of two large, wavy, intersecting shapes. Each shape is composed of a dense grid of small black dots. The shapes overlap in the center, creating a darker area where the dots from both shapes coincide. The overall effect is a dynamic, flowing pattern that frames the central text.

I Statutory Information

Relevant Court	High Court of Justice Business and Property Courts of England and Wales Insolvency and Companies List (CHD)
Court Reference	003858 of 2022
Trading Name(s)	No1 Botanicals
Trading Addresses	Bischheim House First Floor, 19-20 Berners Street, London, W1T 3NW
Former Name(s)	N/a
Registered Office	Bischheim House First Floor, 19-20 Berners Street, London, W1T 3NW
Registered Number	10479032
Joint Administrators	Henry Anthony Shinnars and Clare Lloyd both of 45 Gresham Street, London, EC2V 7BG (IP No(s) 9280 and 25932) In accordance with P100 (2) Sch B1 1A 86 a statement has been made authorising the Joint Administrators to act jointly and severally.
Date of Appointment	25 October 2022
Appointor Directors Shareholders	The Directors David and Bonita Spencer-Percival 107 shareholders (David Spencer-Percival is the only shareholder who holds greater than 25% of the Company's shares, 29.53%)
Extension to period of administration	N/a
Cross-border insolvencies and EU Regulation	These proceedings are 'centre of main interests' ('COMI') proceedings to which the EU Regulation as it has effect in the law of the United Kingdom applies

II Prior professional relationship

We have a prior professional relationship with Rosemary Water Limited to the extent set out below:

Evelyn Partners LLP were engaged by the Company by letter of engagement dated 16 August 2022 to advise the Company as to the available options in relation to the Company's financial position and to undertake any our restructuring and recovery services that may be appropriate. The work commenced on 16 August 2022 and involved participating in calls, reviewing the Company's current financial position, assisting with high level contingency planning and summarising the options available to the Company, based on the information made available.

We confirm that we have fully considered the relevant guide to professional conduct and ethics issued by our professional body and are satisfied that the existence of this prior relationship does not create any conflict of interest or threat to independence for us as office-holders.

We confirm that we considered whether the interests of creditors would be better served by the appointment of other insolvency practitioners as the joint administrators and are satisfied that, with the implementation of the safeguards explained above, the interests of creditors will not be prejudiced by our appointment as the joint administrators.

III Receipts and payments account

Rosemary Water Limited (In Administration) Joint Administrators' Summary of Receipts & Payments

Statement of Affairs £	From 25/10/2022 To 07/12/2022 £	From 25/10/2022 To 07/12/2022 £
_____	<u>NIL</u>	<u>NIL</u>
REPRESENTED BY		<u>NIL</u>

- The joint administrators' remuneration has not yet been approved.
- We have not yet sought approval of or drawn any other costs that would require the same approval as our remuneration.
- No payments have been made to us from outside the estate.
- Details of significant expenses paid are provided in the body of our report.
- Details of payments made to sub-contractors are shown in the body of our report.
- Information concerning our remuneration and expenses incurred is provided in the body of the report.
- Information concerning the ability to challenge remuneration and expenses of the administration is provided in our report.
- All bank accounts are interest bearing.
- There are no foreign currency holdings.
- All amounts in the receipts and payments account are shown exclusive of any attributable VAT. Where VAT is not recoverable it is shown as irrecoverable VAT.

IV Estimated Financial Position of the Company as at 25 October 2022

Account	25-Oct-22
Fixed Assets	
Tangible Assets	
Cash at bank	9,611.57
Plant & Machinery and Office Equipment	37,093.67
Stock	65,989.00
Total Tangible Assets	112,694.24
Total Fixed Assets	112,694.24
Creditors: amounts falling due within one year	
Directors' Loan Account	817,163.10
Directors' Loan Account interest	26,449.13
Other Creditors	49,463.35
PAYE Payable	41,047.31
Total Creditors: amounts falling due within one year	1,029,334.10
Net Current Assets (Liabilities)	(916,639.86)
Total Assets less Current Liabilities	(916,639.86)
Creditors: amounts falling due after more than one year	
Bounce Back Loan	43,788.41
Total Creditors: amounts falling due after more than one year	43,788.41
Net Assets	(960,428.27)

The estimated financial position above is based on the latest management accounts from June 2022 together with information received from the Company. It is however not anticipated that there will be any cash at bank, value attributable to the plant & machinery and office equipment and the estimated to realise figure of stock is expected to be lower than disclosed.

A copy of the SOA is expected to be received shortly and will be available to view on Companies House once filed.

V Time analysis for the period

Period	Partner	Director & Associate Director	Manager	Other Professionals	Support	Total	Cost	Average rate
	Hours	Hours	Hours	Hours	Hours	Hours	£	£/hr
Administration & planning								
Statutory & Regulatory	-	1.35	-	10.10	-	11.45	3,637.75	318
Case administration	0.15	-	-	2.85	-	3.00	753.00	251
Sub-total Administration & planning	0.15	1.35	-	12.95	-	14.45	4,390.75	304
Investigations								
Directors	-	-	-	2.75	-	2.75	797.50	290
Records and investigations	-	0.75	-	-	-	0.75	393.75	525
Sub-total Investigations	-	0.75	-	2.75	-	3.50	1,191.25	340
Realisation of assets								
Other assets	-	-	-	0.25	-	0.25	72.50	290
Business sale	1.65	15.15	-	12.02	-	28.82	12,527.57	435
Sub-total Realisation of assets	1.65	15.15	-	12.27	-	29.07	12,600.07	433
Creditors								
Unsecured creditors (exc. Staff)	0.25	0.70	-	1.65	-	2.60	973.50	374
Sub-total Creditors	0.25	0.70	-	1.65	-	2.60	973.50	374
Shareholders								
Shareholders/members	-	-	-	1.80	-	1.80	522.00	290
Sub-total Shareholders	-	-	-	1.80	-	1.80	522.00	290
Total of all hours	2.05	17.95	-	31.42	-	51.42		
Total of all £	1,353.00	9,423.75	-	8,900.82	-		19,677.57	
Average rate	660.00	525.00	-	283.32	-			383

The majority of time has been incurred in the realisation of assets section of the analysis. During the period this has involved marketing the business and liaising with the administrators' appointed sales agents, Wyles Hardy & Co. A period of time has also been incurred writing to the Company's bank to retrieve historical statements.

A further amount of time has also been incurred in the administration & planning section. During the period this has largely involved completing statutory notifications and drafting the administrators' proposals. A proportion of time has also been incurred liaising internally concerning the administration strategy.

VI Fees and cost estimate

	Partner	Director & Associate Director	Manager	Other Professionals	Total	Cost	Average rate
	Hours	Hours	Hours	Hours	Hours	£	£/hr
Administration & planning							
Statutory & Regulatory	2.00	6.35	-	20.10	28.45	10,482.75	368
Closure (fixed fee)	1.00	2.00	-	3.00	6.00	2,580.00	430
Case administration	0.65	1.00	-	5.85	7.50	2,478.00	330
Sub-total Administration & planning	3.65	9.35	-	28.95	41.95	15,540.75	370
Investigations							
Directors	1.00	1.00	-	4.75	6.75	2,562.50	380
Records and investigations	1.00	2.75	-	4.00	7.75	3,263.75	421
Sub-total Investigations	2.00	3.75	-	8.75	14.50	5,826.25	402
Realisation of assets							
Other assets	-	-	-	0.25	0.25	72.50	290
Business sale	2.65	20.15	-	14.02	36.82	16,392.57	445
Sub-total Realisation of assets	2.65	20.15	-	14.27	37.07	16,465.07	444
Creditors							
Unsecured creditors (exc. Staff)	0.75	2.70	-	5.65	9.10	3,513.50	386
Sub-total Creditors	0.75	2.70	-	5.65	9.10	3,513.50	-
Shareholders							
Shareholders/members	0.50	2.00	-	4.80	7.30	2,772.00	380
Sub-total Shareholders	0.50	2.00	-	4.80	7.30	2,772.00	-
Total of all hours	9.55	37.95	-	62.42	109.92		
Total of all £	6,303.00	19,923.75	-	17,890.82		44,117.57	
Average rate	660.00	525.00	-	286.64			401

Explanation of the above categories

Administration and planning

This section of the analysis encompasses the cost of the office holders and their staff in complying with their statutory obligations, internal compliance requirements and all tax matters. This working includes the following:

- Preparing the documentation and dealing with the formalities of appointment
- Statutory notifications and advertising
- Protection of the Company's assets and records (including electronic)
- Dealing with routine correspondence
- Dealing with agents on general matters, not relating to the sale of assets or correspondence with advisors on investigations matters
- Case reviews (including 6 month reviews)
- Case bordereau and reviews
- Case planning; administration; and general case progression, including adjustments to appointment strategy
- Preparing reports to stakeholders
- Maintaining and managing the appointment's cash book and bank accounts
- Ensuring statutory lodgements and tax lodgement obligations are met
- Submitting VAT returns and Corporation Tax returns

Investigations

Investigations include work carried out as a consequence of the obligation placed upon us to investigate the Company's affairs. The work undertaken is that described in SIP2 which governs the investigation of the Company's failure and also examines the conduct of the directors. This work includes the following:

- Investigating the reasons for the failure of the Company (including enquiries with the Company's directors and possible interviews of key stakeholders)
- Review and investigation of stakeholders' complaints and responses into the failing of the business and actions of the Company's directors
- Review and storage of books and records
- Asset tracing
- Possible actions (including legal recourse) to restore assets of the Company, or compensate the Company for the financial loss incurred
- Preparing a return/report pursuant to the Company Directors' Disqualification Act
- Discussions and correspondence with relevant personnel and agents

Realisation of assets

This section is in relation to the realisation of the Company's assets, which is explained in detail through the contents of our report. The work generally includes the following:

- Liaising with the interested parties and prospective purchasers
- Discussions with our sale agents regarding the sale of the Company's assets
- Sales negotiations, including sales contract negotiations and drafting
- Discussions with legal advisors in respect of terms of sale
- Miscellaneous asset realisation (i.e. cash at bank)
- Dealing with certain VAT and tax matters relating to the sale process

Creditors

Work under this section includes correspondence and other contact with the creditors of the Company. The work includes the following:

- Dealing with creditor correspondence via email and telephone
- Maintaining creditors' information on our insolvency database

Shareholders

Work under this section includes correspondence and other contact with the shareholders of the Company. The work includes the following:

- Dealing with shareholder correspondence via email and telephone

VII Staffing, charging, subcontractor, and adviser policies and charge out rates

Detailed below are:

- Evelyn Partners LLP's policies in relation to:
 - Staff allocation and the use of subcontractors
 - Professional advisers
 - Expense recovery
- Evelyn Partners LLP's current charge out rates

Our general approach to resourcing our assignments is to allocate staff with the skills and experience to meet the specific requirements of the case.

The constitution of the case team will usually consist of a partner and a partner or director or associate director or consultant as joint office-holders, a manager, and an administrator or assistant. The exact constitution of the case team will depend on the anticipated size and complexity of the assignment and the experience requirements of the assignment. The charge out rate schedule below provides details of all grades of staff and their experience level. We delegate tasks to suitable grades of staff, taking into account their experience and any specialist knowledge that is needed and we supervise them properly to maximise the cost effectiveness of the work done. Anything complex or important matters of exceptional responsibility are handled by our senior staff or us.

All of our staff who work on the case (including our cashiers (which is centralised, support and secretarial staff) charge time directly to the assignment and are included in any analysis of time charged. Each grade of staff has an hourly charge-out rate which is reviewed from time to time. Time up to 31 July 2020 is recorded in units representing 3 minutes or multiples thereof. From 1 August 2020 time is recorded in 1 minute units or multiples thereof. The minimum time chargeable is one minute. We do not charge general or overhead costs.

It may be necessary to utilise staff from both the regional and London offices, subject to the specific requirements, eg, geographical location, of individual cases.

This case is predominantly being conducted from London office.

We may use subcontractors to perform work which might ordinarily be carried out by us and our staff where it is cost effective to do so and/or where the specific expertise offered by the subcontractor is required.

Details of any subcontractors' services utilised in the period covered by this report are set out in appendix V.

We select professional advisers such as agents and solicitors on the basis of balancing a number of factors including:

- The industry and/or practice area expertise required to perform the required work.
- The complexity and nature of the assignment.
- The availability of resources to meet the critical deadlines in the case.
- The charge out rates or fee structures that would be applicable to the assignment.
- The extent to which we believe that the advisers in question can add best value and service to the assignment.
- The expertise and experience of the service provider;

- The provider holds appropriate regulatory authorisations; and
- The professional and ethical standards applicable to the service provider.

Arrangements will be reviewed periodically to ensure that best value and service continue to be obtained.

External professional advisers are third party entities. The insolvency practitioners and their firm do not have any association with any external provider of services and therefore they do not fall within the definition of an associate as defined in Section 435 of the Insolvency Act 1986 and in Statement of Insolvency Practice 9. Payments to external professional advisers for the services they provide are therefore not a category 2 expense as defined in Statement of Insolvency Practice 9 and therefore do not require prior approval from the committee or creditors.

Category 1 expenses do not require approval by creditors. The type of expenses that may be charged as a Category 1 expense to a case generally comprise external supplies of incidental services specifically identifiable to the case, such as postage, case advertising, invoiced travel and external printing, room hire and document storage. Also, chargeable will be any properly reimbursed expenses incurred by personnel in connection with the case.

Category 2 expenses do require approval from creditors. These are costs which are directly referable to the appointment in question but are not payments which are made to an independent third party and may include shared or allocated costs that can be allocated to the appointment on a proper and reasonable basis such as internal room hire, document storage or business mileage.

Since 7 July 2012 Evelyn Partners LLP's policy is to recover only one type of Category 2 expense, namely business mileage at HMRC's approved mileage rates at the relevant time. Current mileage rates are 45p per mile plus 5p per passenger per mile. Prior to 7 July 2012 approval may have been obtained to recover other types of Category 2 expenses.

Details of any Category 2 expenses incurred and/or recovered in the period covered by this report are set out in the body of this report.

The rates applicable to this appointment are set out below. There have been no changes to the charge out rates during the period of this report.

Evelyn Partners LLP	London Office	Regional offices
Restructuring & Recovery Services	£/hr	£/hr
Charge out rates as at 1 July 2022		
Partner	650-670	528
Director & Associate Director	420-570	410-455
Managers	280-460	230-370
Other professional staff	205-300	165-240
Support & secretarial staff	100-120	88

Notes

1. Up to 31 July 2020 time is recorded in units representing 3 minutes or multiples thereof. From 1 August 2020 time is recorded in 1-minute units or multiples thereof.

2. It may be necessary to utilise staff from both regional and London offices, subject to the requirements of individual cases.
3. The firm's cashiering function is centralised and London rates apply. Up to 31 July 2020 the cashiering function time is incorporated within 'Other professional staff' rates. Following a change to our time reporting software, from 1 August 2020 the cashiering function time continues to be reported according to the seniority of staff undertaking the work in our time analyses and is split between 'Other professional staff', 'Managers' and 'Associate Director'.
4. Partner includes a Consultant acting as an office-holder or in an equivalent role.

VIII Notice of a decision being sought by the deemed consent procedure

Rosemary Water Limited- In Administration (the 'Company') Registered Number - 10479032

This notice is given pursuant to Rule 15.7 of the Insolvency (England and Wales) Rules 2016 (the Rules).

Court Details

Court Name	High Court of Justice Business and Property Courts of England and Wales Insolvency and Companies List (CHD)
Court Number	003858 of 2022

Court Details

Joint Administrators' Names	Henry Anthony Shinnors and Clare Lloyd
Administrators' Firm Name	Evelyn Partners LLP
Date of Appointment of Administrators	25 October 2022

THE PROPOSED DECISION

The following decision is proposed by the joint administrators (the **Convener**) to be made by the deemed consent procedure:

1. That the joint administrators' proposals for achieving the purpose of the Administration, as set out in the joint administrator's report and statement of proposals, be approved.
2. That pursuant to Rule 3.39 of the Insolvency (England and Wales) Rules 2016, a creditors' committee NOT be established unless sufficient, eligible creditors are willing to be members of a committee.

In the absence of 10% in value of the Company's creditors (the **Threshold**) objecting to the Proposed Decision by no later than 28 December 2022 (the **Decision Date**), creditors will be treated as having made the Proposed Decision.

Procedure for objecting

In order to object to the Proposed Decision, a creditor must have delivered a notice in writing of their objection, together with a proof of debt in respect of their claim (unless a proof has already been submitted)

to the Convener, whose contact details are below, by no later than the Decision Date, failing which their objection will be disregarded.

It is the Convener's responsibility to aggregate any objections to determine if the Threshold is met for the Proposed Decision to be taken as not having been made. A creditor may appeal the decision of the Convener on the aggregation of objections. However, such an appeal may not be made later than 21 days after the Decision Date.

If the Threshold is met, the deemed consent procedure will terminate without a decision being made and if a decision is sought again on the same matter, it will be sought by an alternative decision procedure.

Creditors' committee – nominations

Creditors are invited to form a creditors' committee and any nominations for membership of the committee must be received by the Convener by no later than the Decision Date and will only be accepted if the joint administrators are satisfied as to the nominee's eligibility to be a member of such committee under Rule 17.4 of the Rules.

Please note we do not consider a creditors' committee to be warranted in this case.

A committee cannot be formed unless the minimum number of creditors who are willing and eligible to act as members agree to act as such. The minimum number is three; there can be no more than five members.

A creditor is eligible to be a member of a committee if they have proved their debt, the debt is not fully secured, and the proof has not been wholly disallowed for voting purposes or rejected for the purpose of any distribution or dividend. A body corporate may be a member of a committee but must appoint a duly authorised representative to act on their behalf. If the individual is signing on behalf of a body corporate and the individual is the sole member, this must be confirmed upon the voting form for your vote to count.

Further information on the role of a committee can be found at:

<https://www.r3.org.uk/technical-library/england-wales/technical-guidance/creditor-guides/more/29111/page/1/liquidation-creditors-committees-and-commissioners/>

A hard copy of the guide is available, free of charge, upon request.

If a decision is taken to form a creditors' committee, approval for the joint administrators' remuneration and Category 2 expenses will be sought from the committee rather than the general body of creditors.

Creditors with a small debt

Any creditor whose debt is treated as a small debt (less than £1,000 inclusive of VAT) must still deliver a proof in respect of their claim by no later than the Decision Date if they wish to object to the Proposed Decision.

Creditors who have opted out from receiving notices

Any creditor who has opted out of receiving notices but still wishes to object to the Proposed Decision is entitled to do so. However, they must have delivered a notice in writing of their objection, together with a proof in respect of their claim (unless a proof has already been submitted) to the Convener, whose contact details are below, by no later than the Decision Date, failing which their objection will be disregarded.

Request for a physical meeting

Creditors who meet certain thresholds prescribed by the Insolvency (England and Wales) Rules 2016, namely 10% in value of creditors, 10% in number of creditors or 10 creditors, may require a physical meeting to be held to consider the Proposed Decision. However, such a request must be made in writing to the Convener within 5 business days from Friday 9 December 2022 and be accompanied by a proof in respect of their claim (unless one has already been submitted).

In the event that a physical meeting is convened and our fees are approved on a time cost basis (in line with any fees estimate(s)) and there are funds available in the estate, the associated costs will be charged to the estate and drawn accordingly.

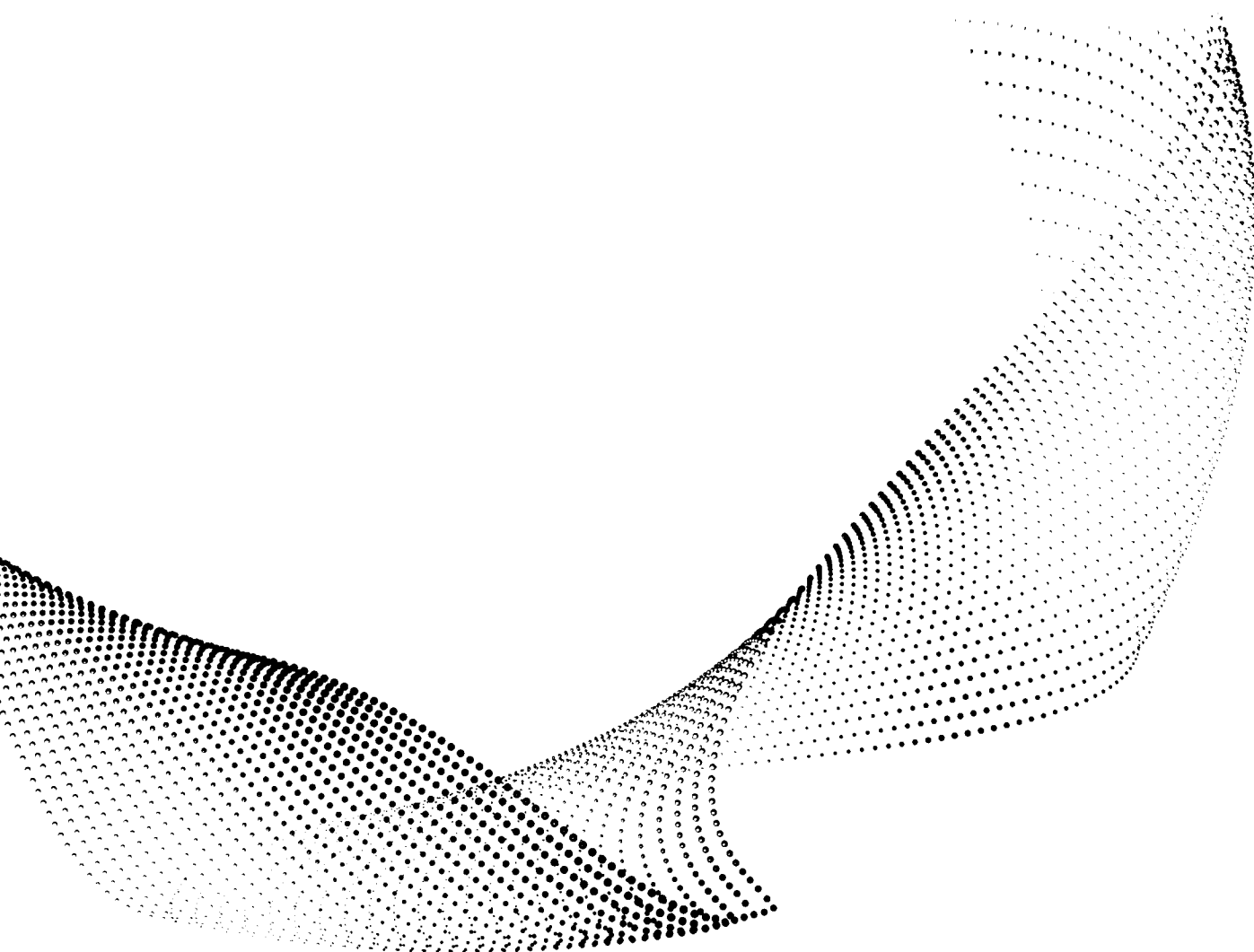
Contact details

The Convener's postal address is at Evelyn Partners LLP, 45 Gresham Street, London, EC2V 7BG. Any person who requires further information may contact the Convener by telephone on 020 7131 4000 or alternatively by e-mail at Samuel.Jackson@evelyn.com

Dated: 9 December 2022

Signed: 

Convener



www.evelynpartners.com

Principal offices: London, Belfast, Birmingham, Bristol, Cheltenham, Dublin, Glasgow, Guildford, Jersey, Salisbury and Southampton.

Evelyn Partners LLP is regulated by the Institute of Chartered Accountants in England and Wales for a range of investment business activities and is registered in England at 45 Gresham Street, London, EC2V 7BG. No. OC 369631.

CLA Evelyn Partners Limited is registered to carry on audit work and regulated by the Institute of Chartered Accountants in England and Wales for a range of Investment business activities.

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