

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 1 0 6 3 7 2 9 0

Company name in full Dianthus Enterprises Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Daryl

Surname Warwick

3 Liquidator's address

Building name/number Third Floor

Street 10 South Parade

Post town Leeds

County/Region West Yorkshire

Postcode L S 1 5 Q S

Country

4 Liquidator's name ①

Full forename(s) Mike

Surname Kienlen

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number Third Floor

Street 10 South Parade

Post town Leeds

County/Region West Yorkshire

Postcode L S 1 5 Q S

Country

② Other liquidator

Use this section to tell us about
another liquidator.

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6

Final account

☒ I have delivered the final account of the winding up to the members in accordance with Section 94(2) and attach a copy.

7

Sign and date

Liquidator's signature

Signature

x

Daylenrich

x

Signature date

d

d

0

7

m

m

0

9

y

y

2

0

y

y

2

3

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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

Holly Wood

Company name

Armstrong Watson LLP

Address

Third Floor

10 South Parade

Post town

Leeds

County/Region

West Yorkshire

Postcode

L S 1 5 Q S

Country

DX

Telephone

0113 221 1300



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

DIANTHUS ENTERPRISES LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION) ("THE COMPANY")
JOINT LIQUIDATORS' FINAL ACCOUNT TO MEMBERS
FROM 17 MAY 2023 TO 7 SEPTEMBER 2023

CONTENTS

- 1 Statutory and general information
- 2 Summary of matters dealt with during the liquidation
- 3 Liabilities
- 4 Distributions to the shareholder
- 5 Pre-appointment remuneration
- 6 Joint liquidators' remuneration
- 7 Joint liquidators' expenses
- 8 Conclusion

APPENDICES

- 1 Joint liquidators' receipts and payments account
- 2 Armstrong Watson LLP fees and expenses information

DIANTHUS ENTERPRISES LIMITED
(IN MEMBERS' VOLUNTARY LIQUIDATION)
JOINT LIQUIDATORS' FINAL ACCOUNT TO MEMBERS
FROM 17 MAY 2023 TO 7 SEPTEMBER 2023

1 Statutory and general information

Company number: 10637290

Joint Liquidators: Daryl Warwick and Mike Kienlen of Armstrong Watson LLP, James Watson House, Montgomery Way, Rosehill, Carlisle, Cumbria, CA1 2UU.

Date of appointment: 17 May 2023

Contact details: Members wishing to contact the joint liquidators, should contact Holly Wood on telephone number 01228 690200 in the first instance.

2 Summary of matters dealt with during the liquidation

- 2.1 This account should be read in conjunction with my receipts and payments account which is attached as appendix 1; please note that the figures are shown net of VAT.
- 2.2 My receipts and payments account confirms that asset realisations have been in line with the declaration of solvency. Greater detail is provided below.

Intercompany Balances

- 2.3 The Company's declaration of solvency outlined intercompany balances totalling £549,707 due to the Company from JZ Flowers USA and JZ International. The Company also owed a sum of £127,195 to JZ International. It was agreed that the sums due to and from JZ International could be offset against each other. This resulted in a net intercompany position of £422,512.
- 2.4 Following the payment of the costs relating to the liquidation, I can confirm that £412,341 was realised in respect of this asset and was distributed in specie to the shareholder. Further details are provided below.

Other matters

- 2.5 In addition to my responsibility to realise the Company's assets, I am required to comply with various legislative and best practice obligations and deadlines. These obligations include filing of documents with the Registrar of Companies, ensuring that all receipts and payments are promptly dealt with and proper accounting records are maintained. In addition, I am required to undertake periodic case reviews to monitor progress and deal with any other day to day matters that may arise during the liquidation. Furthermore, where there are creditor claims, I am obliged to advise those creditors of the liquidation and record any claims received.
- 2.6 Periodical reviews confirm that no ethical issues have come to light.

3 Liabilities

Secured liabilities

- 3.1 An examination of the Company's mortgage register held by the Registrar of Companies, showed that the Company has not granted any debentures.

Ordinary and secondary preferential creditors

- 3.2 The Company did not have any liabilities to either class of preferential creditor at the date of liquidation.

Unsecured creditors

- 3.1 As outlined above the sums that the Company owed to JZ International at the date of liquidation were offset against the sums due to it. The Company did not have any other liabilities as they had all been settled in full prior to my appointment.
- 3.2 I have now received confirmation from HM Revenue & Customs that there are no outstanding tax matters, and no outstanding tax liabilities.

4 Distributions to the shareholder

- 4.1 The following distribution in specie was made to the shareholder.

Date	Amount of distribution (£)	Rate of distribution per share
6 September 2023	412,341	£412,341 per ordinary share

5 Pre-appointment remuneration

- 5.1 The costs and expenses incurred by Armstrong Watson LLP in respect of the preparation of the declaration of solvency and assisting with placing the company into liquidation as a fixed fee of £3,000 plus VAT were approved by a resolution passed by the shareholder on 17 May 2023.

6 Joint liquidators' remuneration

- 6.1 The joint liquidators' remuneration was approved by the member on 17 May 2023.
- 6.2 This remuneration has been paid on a fixed fee basis in the sum of £5,000 plus expenses and VAT. This was drawn in full on 26 June 2023.

7 Joint liquidators' expenses

- 7.1 Details of the expenses that I have paid are shown on the attached receipts and payments account. These expenses are in line with the estimate originally provided to the member.
- 7.2 When considering which professionals to instruct to assist me with dealing with the liquidation, I considered their relevant experience and fee estimate provided. The fees charged have not exceeded the original estimate.

8 Conclusion

- 8.1 As this now brings the liquidation towards a conclusion, I am able to issue this draft final account together with a notice of proposed final account. The member should refer to this document for further information about when I will be able to issue my final account.
- 8.2 Should you have any queries regarding this matter please contact Holly Wood on 01228 690200.



Daryl Warwick
Joint Liquidator

Appendix 1 – Joint Liquidators Receipts and Payments Account

Dianthus Enterprises Limited		
In Liquidation		
Joint Liquidators' Summary of Receipts & Payments - Cumulative		
From 17 May 2023 To 07 September 2023		
Declaration of Solvency £	£	£
ASSET REALISATIONS		
1.00 InterCompany Debtor - JZ Flowers USA	0.00	
549,707.14 Intercompany Debtor - JZ International (\$'s)	422,512.19	
		422,512.19
COSTS OF REALISATION		
Bordereau Premium	(150.00)	
Prov. Liquidators Fees	(3,000.00)	
Office Holders Fees	(5,000.00)	
VAT - Irrecoverable	(1,695.19)	
Statutory Advertising	(325.95)	
		(10,171.14)
UNSECURED CREDITORS		
(127,194.95) Trade & Expense Creditors	0.00	
		0.00
DISTRIBUTIONS		
(1.00) Ordinary Shareholders	412,341.05	
		(412,341.05)
		0.00
422,512.19		
REPRESENTED BY		
		NIL

Appendix 2 - Armstrong Watson LLP Fees and Expenses Information

Introduction

The current legislation allows fees to be charged in an insolvency matter in several ways. Either by charging for time properly spent, a percentage of realisations, a fixed fee, or a combination.

The basis of any fee approval in an insolvency matter is to be agreed by either a creditors committee, the general body of creditors, or where the creditors reject the office holders' fees, by the Court.

Time cost basis

When charging fees on a time cost basis we use staff with the appropriate skill level for the work to be performed.

Charge-out rates

Grade	Charge out rates from 1 April 2023
	£ per hour
Partner – Insolvency Practitioner	584
Director	481
Senior Manager	447
Manager	412
Senior Administrator	310
Administrator	240
Junior Administrator	210

Time is charged in 6 minute units. The firms charge-out rates are reviewed periodically.

Percentage basis

Where an office holder is expecting to realise specific assets, the fee charged may be a percentage of a specific asset or the assets as a whole.

Once agreed, the percentage basis can only be increased where there has been a material and substantial change in the circumstances in the case. If this is not the case, any request for an increase can only be approved by the Court.

Fixed Fee

An office holder may charge a fixed fee on either the case as a whole or for specific tasks to be undertaken.

Once agreed, the fixed fee can only be increased where there has been a material and substantial change in the circumstances in the case. If this is not the case, any request for an increase can only be approved by the Court.

Agents' Costs

These are charged at cost based upon the charge(s) made by the agent instructed. The term 'agent' includes:

- Solicitors/legal fees
- Auctioneers/valuers
- Accountants
- Quantity surveyors
- Estate agents
- Other specialist advisors

Expenses

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

Disbursements are payments which are first paid by the office holder and then reimbursed to the office holder from the estate.

Category 1 expenses:

These are payments to those providing the service to which the expense relates who are not an associate of the office holder.

Examples of category 1 expenses include agents costs as detailed above as well as items such as insurance, statutory advertising, external meeting room hire, external storage and specific bond.

Category 2 expenses:

These are payments to associates or payments which have an element of shared costs.

Associates are defined as an entity with which the firm, office holder or staff member has a business or personal relationships with, perceived or actual.

No category 2 expenses have been incurred or paid from the estate.

Subcontractors

Subcontractors are considered to undertake work that can be completed by the office holder or their staff.

Payments to subcontractors do not require specific approval and are treated as an expense of the estate, however I can advise that no subcontractors have been used.