

# 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](http://www.gov.uk/companieshouse)

### 1 Company details

Company number 00932001

Company name in full XCHANGING SOFTWARE EUROPE LIMITED

#### → Filling in this form

Please complete in typescript or in  
bold black capitals.

### 2 Liquidator's name

Full forename(s) IAN HARVEY

Surname DEAN

### 3 Liquidator's address

Building name/number TENEO FINANCIAL ADVISORY LTD

Street 156 GREAT CHARLES STREET

QUEENSWAY

Post town BIRMINGHAM

County/Region WEST MIDLANDS

Postcode B33HN

Country UNITED KINGDOM

### 4 Liquidator's name ①

Full forename(s) STEPHEN ROLAND

Surname BROWNE

#### ① Other liquidator

Use this section to tell us about  
another liquidator.

### 5 Liquidator's address ②

Building name/number TENEO FINANCIAL ADVISORY LTD

Street 156 GREAT CHARLES STREET

QUEENSWAY

Post town BIRMINGHAM

County/Region WEST MIDLANDS

Postcode B33HN

Country UNITED KINGDOM

#### 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



X

Signature date

<sup>d</sup> 1

<sup>d</sup> 0

<sup>m</sup> 0

<sup>m</sup> 6

<sup>y</sup> 2

<sup>y</sup> 0

<sup>y</sup> 2

<sup>y</sup> 2

# LIQ13

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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 **GEORGE DICKENSON**

Company name **TENEO FINANCIAL ADVISORY LTD**

Address **156 Great Charles Street**

**QUEENSWAY**

Post town **Birmingham**

County/Region **UNITED KINGDOM**

Postcode **B 3 3 H N**

Country **UNITED KINGDOM**

DX

Telephone **+44 20 8052 2346**



### 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](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.gov.uk/companieshouse)**

**XCHANGING SOFTWARE EUROPE LIMITED  
(IN MEMBERS' VOLUNTARY LIQUIDATION)  
("the Company")**

**Company Number: 00932001**

**C/O Teneo Financial Advisory Limited  
156 Great Charles Street  
Queensway  
Birmingham  
West Midlands  
B3 3HN**

**FINAL ACCOUNT PURSUANT TO RULE 5.9 OF THE INSOLVENCY (ENGLAND & WALES)  
RULES 2016 ("the Rules") AND SECTION 94 OF THE INSOLVENCY ACT 1986 (AS AMENDED)  
("the Act")**

10 June 2022

**Ian Harvey Dean and Stephen Roland Browne ("the Liquidators") were appointed Joint Liquidators of Xchanging Software Europe Limited further to resolutions of the member dated 26 February 2021. All licensed Insolvency Practitioners of Teneo Financial Advisory Limited ("Teneo") are licensed in the UK to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.**

**For the purpose of section 231 of the Act, the Liquidators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally.**

**This report has been prepared for the sole purpose of updating the member for information purposes. The report may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by the member for any purpose other than updating them for information purposes, or by any other person for any purpose whatsoever.**



**I. H. Dean and S. R. Browne  
Teneo Financial Advisory Limited  
156 Great Charles Street  
Queensway  
Birmingham  
West Midlands  
B3 3HN**

**Tel: +44 (0) 20 8052 2346**

## 1. SUMMARY OF EVENTS

Key Messages	Commentary
<b>Conduct of the liquidation</b>	<ul style="list-style-type: none"><li>• The matters completed during the liquidation include mandatory liquidation tasks such as statutory advertising, filings at Companies House, notifications of the liquidation and obtaining clearances/searches from HM Land Registry and the Pension Tracing Service. In addition, six-monthly case reviews have also been carried out.</li><li>• Additionally, an annual progress report has been prepared with the necessary filings at Companies House. Work has also been undertaken to declare a distribution to the member.</li><li>• The Liquidators also liaised with the Company, its tax advisors and HM Revenue &amp; Customs ("HMRC") with regard to the submission of outstanding tax returns and the resolution of outstanding tax matters</li><li>• During the liquidation, the Company received a refund of £12,966.76 in respect of an overpayment of bank charges relating to a pre-liquidation period. As the Company did not operate a bank account during the liquidation this cash balance was paid directly to the sole member, in exchange for an intercompany receivable balance.</li><li>• Clearances from HMRC's Enforcement and Insolvency Services Team have not been received in respect of VAT or PAYE/NI, following several clearance requests. The Company was however never registered for PAYE/NI and was removed from the VAT group prior to entering liquidation, therefore no such issues or claims were anticipated. On the basis of this and the fact that Liquidators have given notice to all potential creditors to submit claims, the Liquidators consider that any potential claim in respect of VAT and PAYE/NI has been dealt with via the provable claims rules. The matter is therefore considered closed.</li><li>• Corporation tax clearance was obtained on 7 April 2022.</li><li>• There have been no receipts or payments. All costs, including our remuneration, were met by Xchanging Holdings Limited.</li><li>• No creditors' claims were notified to the Liquidators.</li></ul>
<b>Costs of the liquidation</b>	<ul style="list-style-type: none"><li>• We have billed £40,000 in total excluding expenses, disbursements and VAT. Please see sections 2.2 to 2.3 for further details.</li></ul>

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<b>Distribution to the member</b>	<ul style="list-style-type: none"><li>• A total of £12,967.76 was distributed to the member. Please see section 2.1 for further details.</li></ul>
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## 2. LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNT AND COSTS

### 2.1 Receipts and Payments

There have been no transactions during the liquidation, as evidenced below:

**Joint Liquidators' final receipts and payments account for the period from 26 February 2022 to 10 June 2022 and for the period of appointment**

£	Declaration of Solvency Values	Notes	25 Feb 2022 to 10 June 2022	26 Feb 2021 to 10 June 2022
<b>Receipts</b>				
Intercompany receivable due from parent	1	1, 2	-	-
<b>Total receipts</b>	<u>1</u>		<u>Nil</u>	<u>Nil</u>
<b>Payments</b>				
	-		-	-
<b>Total payments</b>	<u>Nil</u>		<u>Nil</u>	<u>Nil</u>
<b>Balance</b>			<u>Nil</u>	<u>Nil</u>

#### Notes

1. During the liquidation, the Company received a refund of £12,966.76 in respect of an overpayment of bank charges relating to a pre-liquidation period. As the Company did not operate a bank account during the liquidation this balance was paid directly to the sole member, subsequently increasing the intercompany receivable balance due to the Company from the sole member from £1, as detailed in the Declaration of Solvency, to £12,967.76.
2. A first and final in specie distribution was made to the member, Xchanging Holdings Limited on 25 May 2022. A total of £12,967.76 was distributed in respect of the intercompany receivable balance due to the Company from the sole member, which equates to a rate of £12,967.76 per Ordinary £1 Share.



### 2.2 Liquidators' Remuneration

The basis of our remuneration was fixed on a time costs basis by the member on 26 February 2021. However, as there are no funds in the estate, our fees are being met by the parent company, Xchanging Holdings Limited.

We have billed £40,000 excluding expenses, disbursements and VAT in respect of the Company and other associated entities.

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## 2.3 Liquidators' Expenses (including disbursements)

Expenses are divided into those that do not need advance approval before they are charged (category 1 expenses) and those that do (category 2 expenses).

Category 1 expenses: These are payments made by us direct to third parties and for which no approval is required.

Category 2 expenses: Specific approval is required before these costs and expenses can be drawn from the liquidation estate.

### Expenses (including disbursements) incurred in the report period

#### Category 1 Expenses

No Category 1 expenses were incurred in the report period.

#### Category 2 Expenses

No Category 2 expenses were incurred in the report period.

### Summary of Expenses (including disbursements) incurred during the period of the liquidation

Details of all expenses (including disbursements) incurred during the period of the liquidation are given below, and from which it can be seen that we have not recovered our expenses in full. All balances will be recovered in full. All expenses will be met by Xchanging Holdings Limited, the parent company.

#### Category 1 Expenses

£ (net)	Incurred in report period	Total cost for the period of the appointment	Unpaid
Statutory Advertising	-	298.35	298.35
HM Land Registry Search fees	-	77.00	77.00
Liquidators' statutory insurance bond	-	167.00	167.00
<b>Total expenses</b>	<b>Nil</b>	<b>542.35</b>	<b>542.35</b>

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### **3. INFORMATION FOR THE MEMBER**

#### **3.1 Members' right to request further information**

Members of the Company with at least 5% in value of the total voting rights of all the members having the right to vote at general meetings of the Company, or, any member with permission of the Court, may, in writing, request us to provide additional information regarding remuneration or expenses to that already supplied within this report. Such requests must be made within 21 days of receipt of this report, in accordance with Rule 18.9 of the Rules.

#### **3.2 Members' right to challenge Remuneration and/or Expenses**

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, any member with permission of the Court, may apply to the Court for one or more orders (in accordance with Rule 18.34 of the Rules), reducing the amount or the basis of remuneration which we are entitled to charge or otherwise challenging some or all of the expenses incurred.

Such applications must be made within eight weeks of receipt by the applicant(s) of the progress report detailing the remuneration and/or expenses being complained of, in accordance with Rule 18.34 of the Rules.

Please note that such challenges may not disturb remuneration or expenses approved or deemed to be approved under prior progress reports.

"A Creditors' Guide to Liquidators' Remuneration" is available for download at [R3 | Technical Library | England & Wales | Guidance | Fees](#)

Should you require a paper copy, please send your request in writing to us at the address on the front of this report and this will be provided to you at no cost.

This document is confidential and prepared solely for your information. Therefore you should not, without our prior written consent, refer to or use our name or this document for any other purpose, disclose them or refer to them in any prospectus or other document, or make them available or communicate them to any other party. No other party is entitled to rely on our document for any purpose whatsoever and thus we accept no liability to any other party who is shown or gains access to this document.

Teneo Financial Advisory Limited is registered in England & Wales with registered number 13192953 and its registered office at 5th Floor, 6 More London Place, London, SE1 2DA, United Kingdom.