

Section 94

Return of Final Meeting in a
Members' Voluntary Winding UpPursuant to Section 94 of the
Insolvency Act 1986

To the Registrar of Companies

S.94

Company Number

01781451

Name of Company

Sky Software Limited

We

Stephen Roland Browne, PO Box 810, 66 Shoe Lane, London, EC4A 3WA

Christopher Richard Frederick Day, PO Box 810, 66 Shoe Lane, London, EC4A 3WA

Note: The copy account must be
authenticated by the written
signature(s) of the Liquidator(s)

give notice that a general meeting of the company was duly held on/~~summoned for~~ 08 March 2016 pursuant to section 94 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) laid before it showing how the winding up of the company has been conducted, and the property of the company has been disposed of and that the same was done accordingly / ~~no quorum was present at the meeting~~

The meeting was held at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ

The winding up covers the period from 13 July 2015 (opening of winding up) to the final meeting (close of winding up)

The outcome of the meeting (including any resolutions passed at the meeting) was as follows

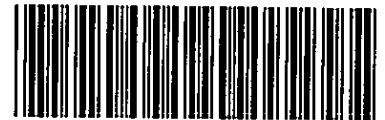
"THAT the Joint Liquidators' statement of account for the period of liquidation be approved "

Signed



Date 08 March 2016

WEDNESDAY



A09

A52DIS88

09/03/2016

#198

COMPANIES HOUSE

Deloitte LLP
PO Box 810
66 Shoe Lane
London
EC4A 3WA

Ref SAGE10L/CMW/UH/CPB

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

**REPORT TO BE LAID BEFORE THE FINAL GENERAL MEETING OF THE COMPANY
CONVENED FOR 8 MARCH 2016 PURSUANT TO SECTION 94 OF THE INSOLVENCY
ACT 1986 (AS AMENDED) ("the Act")**

8 March 2016

Stephen Roland Browne and Christopher Richard Frederick Day ("the Liquidators") were appointed Joint Liquidators of Sky Software Limited further to the written resolution of the member dated 13 July 2015. All licensed Insolvency Practitioners of Deloitte LLP ("Deloitte") are licensed in the UK to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.

For the purposes 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 member for any purpose other than updating them for information purposes, or by any other person for any purpose whatsoever.



S R Browne and C R F Day
Deloitte LLP
Athene Place
66 Shoe Lane
London
EC4A 3BQ

Tel +44 (0) 20 7303 4534
Fax +44 (0) 20 7007 3442

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APPENDICES

- 1. Liquidators' Receipts and Payments account for the entire period of the liquidation from 13 July 2015 to 8 March 2016**

1. EXECUTIVE SUMMARY

Key Messages	Commentary
Conduct of the liquidation	<ul style="list-style-type: none">The Liquidators liaised directly with the internal tax team at The Sage Group plc with regard to all outstanding tax matters in respect of the Company. All outstanding pre-liquidation tax returns have been filed and the Company's tax affairs have been settled. Formal tax clearance for the closure of the liquidation was obtained from HM Revenue & Customs on 25 January 2016.
Costs of the liquidation	<ul style="list-style-type: none">There were no funds in the estate. Our fees and the costs of the liquidation have been met by a fellow group undertaking. We have been paid £4,000, plus disbursements and VAT, in total.Further details on our remuneration can be found on page 5.
Outstanding matters	<ul style="list-style-type: none">There are no outstanding matters to be completed.
Distributions to the member	<ul style="list-style-type: none">A first and final distribution of the surplus assets of £416,936 was made on 2 February 2016.Further details are provided at page 4.
Future distributions and closure	<ul style="list-style-type: none">No further distributions are required as the surplus assets of the Company have been distributed to the member.

2 SUMMARY AND ACCOUNT OF THE LIQUIDATION

2.1 Summary of Work Done

Assets and Liabilities

At the outset of the liquidation, on the basis of the information stated on the Declaration of Solvency, there was an amount of £416,936 due from The Sage Group plc, and there were no liabilities. No additional assets or liabilities have come to light during the course of the liquidation.

Distributions

The surplus assets were distributed to the member on 2 February 2016. Please refer to page 4 for further details.

Statutory tasks

During the period we have carried out the following tasks which primarily relate to fulfilment of statutory and compliance obligations and other tasks of an administrative nature:

- case set-up and management,
- statutory reporting,
- appointment notifications,
- correspondence,
- case review, and
- general liquidation administration and filing.

These tasks are a necessary part of the engagement but do not generate any direct financial benefit for the member.

Tax clearance

The Liquidators liaised directly with the internal tax team at The Sage Group plc on all matters relating to the Company's tax affairs. The outstanding pre-liquidation tax return covering the period 1 October 2014 to 13 July 2015 was filed in respect of the Company and formal tax clearance for the closure of the liquidation was received on 25 January 2016.

3. LIQUIDATORS' FINAL RECEIPTS AND PAYMENTS ACCOUNT

- 3.1** A receipts and payments account is provided at Appendix 1, confirming there have been no transactions since our appointment

4. INFORMATION FOR THE MEMBER

4.1 Distributions made

A first and final distribution of the surplus assets of £416,936 was made to the sole shareholder of the Company, The Sage Group plc, on 2 February 2016. This was an 'in specie' distribution (by set-off) of the inter-company debtor balance in respect of their shareholding of 70,000 Ordinary A £1 Shares and 105,000 Ordinary B £1 Shares (i.e. at the rate of £2,382,491.43 per Ordinary £1 Share).

4.2 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 4.49E of the Rules.

4.3 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 4.148C 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.

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

5 LIQUIDATORS' REMUNERATION AND DISBURSEMENTS

5.1 Basis of Liquidators' Remuneration

There were no funds in the estate. The Liquidators' fees and expenses were met by a fellow group undertaking, The Sage Group plc, and calculated as a set fee of £4,000, plus VAT. The total amount paid was £4,800, plus the disbursements referred to below.

5.2 Liquidators' Disbursements

Details of all disbursements are given below:

- Statutory advertising costs of £406.08,
- HM Land Registry fees of £11, and
- the Liquidators' statutory insurance bond of £230

These disbursements have been recovered in full by the Liquidators.

APPENDIX 1

SKY SOFTWARE LIMITED (IN MEMBERS' VOLUNTARY LIQUIDATION)

LIQUIDATORS' FINAL RECEIPTS AND PAYMENTS ACCOUNT AS AT 8 MARCH 2016

£	Declaration of Solvency values	13-Jul-15 to 8-Mar-16	Declaration of Solvency values	13-Jul-15 to 8-Mar-16
Receipts		Payments		
Amount due from The Sage Group plc	416,936			
Total receipts	<u>416,936</u>	<u>-</u>	Total payments	<u>-</u>
		Balance		<u>-</u>

General Notes

The Receipts and Payments account must be read in conjunction with the attached notes and report

NOTES TO THE RECEIPTS AND PAYMENTS ACCOUNT

- The surplus assets were distributed to The Sage Group plc on 2 February 2016 (at the rate of £2 38249143 per Ordinary £1 Share)

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Company Number. 01781451

THE INSOLVENCY ACT 1986

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

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

Passed on 8 March 2016

At the final general meeting of the Company duly convened and held at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ on 8 March 2016 at 10 00 a m , the following resolution was duly passed

Ordinary Resolution

"THAT the Joint Liquidators' statement of account for the period of the liquidation be approved "


C R F Day
CHAIRMAN

Date 8 March 2016

Company Number: 01781451

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

Minutes of the final general meeting of the Company held at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ on 8 March 2016 at 10 00 a m

Present:

C R F Day – Joint Liquidator, in the Chair and representing the member, The Sage Group plc

1. Notice

The attached notice of the meeting had been sent to the sole member of the Company with a report outlining the Joint Liquidators' acts and dealings and the conduct of the winding-up for the whole period of the liquidation. The notice was also advertised in The London Gazette on 4 February 2016

2. Quorum

The Chairman confirmed that the meeting was quorate as the sole member was represented by proxy

3. Joint Liquidators' Final Report

A copy of the Joint Liquidators' final report dated 8 March 2016 was provided to the meeting

4. Joint Liquidators' Account

IT WAS RESOLVED AS AN ORDINARY RESOLUTION

"THAT the Joint Liquidators' statement of account for the period of the liquidation be approved "

There being no further business, the meeting then terminated


C R F Day
CHAIRMAN

Date 8 March 2016

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

Company Number: 01781451
Registered Office: Hill House, 1 Little New Street, London, EC4A 3TR
Principal Trading Address: North Park, Newcastle Upon Tyne, NE13 9AA
Previous Name(s): n/a
Date of Liquidation: 13 July 2015

NOTICE IS HEREBY GIVEN, pursuant to Section 94 of the Insolvency Act 1986 (as amended), that a final general meeting of the Company will be held at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ on 8 March 2016 at 10 00 a m , for the purpose of receiving an account showing the manner in which the winding up has been conducted and the property of the Company disposed of, and of hearing any explanation that may be given by the Joint Liquidators

The meeting will also consider and, if thought fit, pass the following resolution

Ordinary Resolution

- 1 "THAT the Joint Liquidators' statement of account for the period of the liquidation be approved"

Any member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. Proxy forms to be used at the meeting must be lodged with the Joint Liquidators at Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ no later than 12 noon on the preceding business day.

Please contact Usman Hyder on +44 (0) 20 7303 4534 or at uhyder@deloitte.co.uk for further information

Stephen Roland Browne
Joint Liquidator
Office Holder Number 009281

Christopher Richard Frederick Day
Joint Liquidator
Office Holder Number 008072

Dated 4 February 2016

Location Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ

Date 8 March 2016

Time 10 00 a m

Proxy-Holder	Member Represented	No. of Shares Held
Chairman of the Meeting	The Sage Group plc	70,000 Ordinary A £1 Shares and 105,000 Ordinary B £1 Shares

C. R. F. Day
C R F Day
CHAIRMAN

Date 8 March 2016

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

Schedule of proxy forms received for the final general meeting of the Company due to be held on 8 March 2016

Total number of proxy forms received by 12 noon on the preceding business day

Proxy No.	Proxy-Holder	Member Represented	No. of Shares Held	Voting for Resolution (as per attached notice)
Valid 1	Chairman of the Meeting	The Sage Group plc	70,000 Ordinary A £1 Shares and 105,000 Ordinary B £1 Shares	FOR
Invalid				


C R F Day
CHAIRMAN

Date 8 March 2016