

## 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

02906395

Name of Company

B A T Russia Limited

I / We

Malcolm Cohen, 55 Baker Street, London, W1U 7EU

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 13 January 2017 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 55 Baker Street, London, W1U 7EU

The winding up covers the period from 14 September 2016 (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

The following resolutions were approved

- 1) That the Liquidator's report and accounts to 13 January 2017 be and are hereby approved
- 2) That the Liquidator is authorised to dispose of the Company's books and records one year after the dissolution of  
the Company
- 3) The Liquidator is released

Signed



Date 13 January 2017

BDO LLP  
55 Baker Street  
London  
W1U 7EU

Ref 00266319/MAC/SMB/RAF

COMPANIES HOUSE

SATURDAY



\*A5Y458YZ\*

A13

14/01/2017

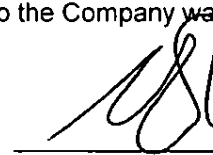
#278

**B.A.T Russia Limited**  
**(In Liquidation)**  
**Liquidator's Abstract of Receipts & Payments**  
**From 14 September 2016 To 13 January 2017**

| S of A £       | £ | £          |
|----------------|---|------------|
|                |   | <u>NIL</u> |
| REPRESENTED BY |   | <u>NIL</u> |

**Note**

A distribution in specie of the £2 intercompany debtor balance owed to the Company was made on 13 January 2017



Malcolm Cohen  
Liquidator



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www.bdo.co.uk

55 Baker Street  
London W1U 7EU

TO ALL SHAREHOLDERS

13 January 2017

Our Ref 7/SMB/BAT

Please ask for Sharon Bloomfield  
Direct line 020 7893 2905  
Email [sharon.bloomfield@bdo.co.uk](mailto:sharon.bloomfield@bdo.co.uk)

Dear Sirs

**B.A.T Russia Limited ('Russia') - 02906395**  
**British American Tobacco (AME) Exports Limited ('Exports') - 05209381**  
**Rothmans (UK) Trading Limited ('Rothmans') - 04637543**  
**(together 'the Companies') - All In Members' Voluntary Liquidation**

In accordance with the provisions of Section 94 of the Insolvency Act 1986, I present, for your information, my final progress report on the liquidations for the period 14 September 2016 to 13 January 2017.

#### Statutory Information

I, Malcolm Cohen, of BDO LLP, 55 Baker Street, London, W1U 7EU was appointed as Liquidator of the Companies on 14 September 2016

The Companies' registered numbers are detailed above, and their former names are detailed in the attached Schedule A

Prior to liquidation, the Companies' principal trading address and registered office was Globe House, 4 Temple Place, London, WC2R 2PG. Their registered office was changed to 55 Baker Street, London, W1U 7EU following my appointment

The Companies are all wholly owned subsidiaries of the British American Tobacco group ("BAT")

#### Receipts and Payments

There have been no receipts and payments in the period under review

The Declarations of Solvency sworn by the Companies' directors detailed that the Companies' sole assets were comprised of intercompany debtor balances of either £1 (Exports) or £2 (Russia and Rothmans). These balances were distributed in specie before the liquidations were concluded

#### HM Revenue & Customs ('HMRC')

To ensure that HMRC have no claims against the Companies I obtain clearances from the Corporation Tax Inspector, and HMRC Enforcement & Insolvency Service ('EIS') which provides VAT and PAYE clearances (where applicable) and also provides HMRC's proof of debt for all taxes

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Details of the authorising bodies of the insolvency appointment takers of BDO LLP are available at [www.bdo.co.uk/services/business-restructuring/authorising-bodies-of-insolvency-appointment-takers](http://www.bdo.co.uk/services/business-restructuring/authorising-bodies-of-insolvency-appointment-takers)



Both Rothmans and Russia were part of a BAT VAT group, and I ensured that they were removed from the group with effect from the date of liquidation

BAT filed corporation tax returns for outstanding pre-liquidation periods and the Inspector has confirmed that there are no objections to the liquidations' closure. I have also now received clearances and final nil proof of debt forms from EIS

#### **Other Creditor Claims**

No creditors were detailed in the declarations of solvency. Following my appointment I advertised for creditor claims, with claims to be submitted to my office by 20 October 2016. No claims have been received.

#### **Liquidator's Remuneration**

Pursuant to the Insolvency Rules 1986, the Liquidator is obliged to fix his remuneration in accordance with Rule 4.148A(2) of the Insolvency Rules 1986. This permits remuneration to be fixed either

- (1) as a percentage of the assets realised and distributed, and/or
- (2) by reference to the time the Liquidator and the staff have spent attending to matters in the liquidation, and/or
- (3) as a set amount; and/or
- (4) as a combination of the above

My remuneration was approved on a time costs basis on the date of my appointment. My staff and I have spent time on matters arising in the normal course of the liquidation. The main areas dealt with include:

- liaising with the Companies and BAT in relation to matters prior to the Liquidator's appointment;
- statutory reporting requirements to members;
- statutory reporting requirements to the Registrar of Companies;
- dealing with statutory advertising requirements;
- liaising with the Companies and BAT to arrange submission of corporation tax returns for the pre-liquidation periods;
- obtaining confirmation from HMRC regarding the Companies' removal from the VAT group;
- correspondence with HMRC in order to obtain the necessary clearances to close the liquidations;
- corresponding with BAT and providing updates of the progress of the liquidation, and
- convening the final meetings of members

Time costs incurred by myself and my staff for the period total £6,286.90 which represents 12.85 hours of work at an average hourly rate of £489.25.

As the Companies do not have any cash assets, the costs of liquidation including disbursements as outlined below will be met by BAT

**Disbursements**

Where disbursements are recovered in respect of precise sums expended to third parties there is no necessity for these costs to be authorised. These are known as category 1 disbursements. The sum of £1,399.91 has been incurred in respect of category 1 disbursements for statutory advertising costs and the costs of the indemnity bonding.

**Members' rights**

I provide at the end of this report an extract from the Insolvency Rules 1986 setting out the rights of members to request further information and/or challenge the remuneration or expenses within the liquidations.

**Liquidation Closure**

The following resolutions were considered and approved by the members:

1. That the Liquidator's reports and accounts to 13 January 2017 be and are hereby approved.
2. That the Liquidator is authorised to dispose of the Companies' books and records one year after the dissolution of the Company.
3. The Liquidator is released.

**Further Information**

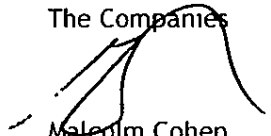
If you have a complaint you should address it in the first instance to the Senior Partner, BDO LLP, 55 Baker Street, London W1U 7EU. If you are still dissatisfied, complaints to the office holder's regulatory body should be made via the Insolvency Service Complaints Gateway.

Complaints to the single Complaints Gateway may be made either by

- calling the Insolvency Service Enquiry Line on 0845 602 9848 (Monday to Friday 8am to 5pm), or
- completing and emailing the online complaints form on the Insolvency Service website <http://www.insolvencydirect.bis.gov.uk/contactus/ipcomplaint/complaintform.htm>, or
- completing the online complaints form and posting it to IP Complaints, Insolvency Service, 3rd Floor, 1 City Walk, Leeds, LS11 9DA.

For more details, please visit <https://www.gov.uk/complain-about-insolvency-practitioner>. If you have any queries please contact Sharon Bloomfield as detailed above.

Yours faithfully  
For and on behalf of  
The Companies



Malcolm Cohen  
Liquidator  
Enc

**SCHEDULE A**

| Company Name                                      | Company Number | Former names   |
|---|----------------|--|
| B A.T Russia Limited                              | 02906395       | B A T Russia (Investments) Limited - 10/5/95<br>Authoraward Projects Limited - 21/3/94 |
| British American Tobacco (AME)<br>Exports Limited | 05209381       | Precis (2461) Limited - 26/6/07  |
| Rothmans (UK) Trading Limited                     | 04637543       | Precis (2329) Limited  |

**Statement from the Insolvency Rules 1986 (as amended) regarding the rights of members in respect of the Liquidators' fees and expenses:**

**Rule 4.49E Creditors' and members' request for further information**

**(1) If-**

- (a) within the period mentioned in paragraph (2)–
  - (i) a secured creditor, or
  - (ii) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question), or
  - (iii) members of the company in a members voluntary winding up with at least 5% of the total voting rights of all the members having the right to vote at general meetings of the company, or
- (b) with the permission of the court upon an application made within the period mentioned in paragraph (2)–
  - (i) any unsecured creditor, or
  - (ii) any member of the company in a members' voluntary winding up,

makes a request in writing to the liquidator for further information about remuneration or expenses set out in a progress report in accordance with Rule 4.49B(1)(e) or (f) (including by virtue of Rule 4.49C(5)) or in a draft report under Rule 4.49D, the liquidator must, within 14 days of receipt of the request, comply with paragraph (3) except to the extent that the request is in respect of matter[s] in a draft report under Rule 4.49D or a progress report required by Rule 4.108 which (in either case) was previously included in a progress report not required by Rule 4.108

**(2) The period referred to in paragraph (1)(a) and (b) is-**

- (a) 7 business days of receipt (by the last of them in the case of an application by more than one member) of the progress report where it is required by Rule 4.108, and
- (b) 21 days of receipt (by the last of them in the case of an application by more than one member) of the report or draft report in any other case

**(3) The liquidator complies with this paragraph by either-**

- (a) providing all of the information asked for, or
- (b) so far as the liquidator considers that–
  - (i) the time or cost of preparation of the information would be excessive, or
  - (ii) disclosure of the information would be prejudicial to the conduct of the liquidation or might reasonably be expected to lead to violence against any person, or
  - (iii) the liquidator is subject to an obligation of confidentiality in respect of the information, giving reasons for not providing all of the information

**Rule 4.148C Members' claim that remuneration is excessive**

**(1) 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 the permission of the court, may apply to the court for one or more of the orders in paragraph (6) on the grounds that–**

- (a) the remuneration charged by the liquidator,
- (b) the basis fixed for the liquidator's remuneration under Rule 4.148A, or

- (c) expenses incurred by the liquidator,
- is or are, in all the circumstances, excessive or, in the case of an application under sub-paragraph (b), inappropriate
- (2) Application must, subject to any order of the court under Rule 4 49E(5), be made no later than 8 weeks (or 4 weeks when the liquidator has resigned in accordance with Rule 4 142) after receipt by the applicant of the report or account which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report")
- (3) The court may, if it thinks that no sufficient cause is shown for a reduction, dismiss the application, but it must not do so unless the applicant has had the opportunity to attend the court for a hearing of which the applicant has been given at least 5 business days' notice but which is without notice to any other party
- (4) If the application is not dismissed under paragraph (3), the court must fix a venue for it to be heard and give notice to the applicant accordingly
- (5) The applicant must at least 14 days before the hearing send to the liquidator a notice stating the venue and accompanied by a copy of the application and of any evidence which the applicant intends to adduce in support of it
- (6) If the court considers the application to be well-founded, it must make one or more of the following orders—
- (a) an order reducing the amount of remuneration which the liquidator was entitled to charge,
  - (b) an order fixing the basis of remuneration at a reduced rate or amount,
  - (c) an order changing the basis of remuneration,
  - (d) an order that some or all of the remuneration or expenses in question be treated as not being expenses of the liquidation,
  - (e) an order that the liquidator or the liquidator's personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify,
- and may make any other order that it thinks just, but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report
- (7) Unless the court orders otherwise, the costs of the application must be paid by the applicant and are not payable as an expense of the liquidation