

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 05001893

Company name in full Cellzome Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Malcolm

Surname Cohen

3 Liquidator's address

Building name/number BDO LLP

Street 55 Baker Street

Post town

County/Region

Postcode W1U7EU

Country

4 Liquidator's name ①

Full forename(s) Matthew

Surname Chadwick

① Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number BDO LLP

Street 2nd Floor, 2 City Place

Beehive Ring Road

Post town Gatwick

County/Region

Postcode RH60PA

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



X

Signature date

^d 0 ^d 4

^m 0 ^m 8

^y 2 ^y 0 ^y 2 ^y 3

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 **Malcolm Cohen**

Company name **BDO LLP**

Address
5 Temple Square
Temple Street

Post town **Liverpool**

County/Region

Postcode

| | | | | | | |
|---|---|--|---|---|---|--|
| L | 2 | | 5 | R | H | |
|---|---|--|---|---|---|--|

Country

DX

Telephone **+44 (0) 1512 374 500**



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

Cellzome Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments

| Declaration of Solvency £ | | From 12/01/2023 To 26/07/2023 £ | From 12/01/2022 To 26/07/2023 £ |
|---------------------------------|--------------------|---------------------------------------|---------------------------------------|
| | ASSET REALISATIONS | | |
| 1.00 | Intercompany loan | NIL | NIL |
| | | NIL | NIL |
| 1.00 | | NIL | NIL |
| | REPRESENTED BY | | |
| | | | NIL |

Note:

A first and final distribution in specie of the intercompany receivable of £1 was made to the Company's sole member on 13 April 2023.



Cellzome Limited In Members' Voluntary Liquidation

Joint Liquidators' Final Account
dated 26 July 2023

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GLOSSARY OF TERMS

| Abbreviation or term | Meaning |
|-----------------------------|--|
| 'Act' | Insolvency Act 1986 |
| 'HMRC' | HM Revenue & Customs |
| 'Joint Liquidators' or 'we' | Malcolm Cohen and Matthew Chadwick |
| 'members' | Members whose names are entered in the register of members |
| 'preferential creditors' | Claims for unpaid wages earned in the four months prior to Liquidation up to £800, holiday pay and unpaid pension contributions in certain circumstances and where a Company enters into Liquidation on or after 1 December 2020, claims for unpaid VAT, PAYE deductions, Employee National Insurance Contributions (NICs) deductions, student loan repayment deductions and amounts withheld under the construction industry scheme |
| 'Final Account' | Prepared in accordance with Section 94 of the Act and Rule 18.14 of the Rules |
| 'Rules' | Insolvency (England and Wales) Rules 2016 |
| 'secured creditors' | Creditors whose debt is secured, in accordance with Section 248 of the Act |
| 'the Company' | Cellzome Limited |
| 'unsecured creditors' | Creditors who are neither secured nor preferential |

KEY INFORMATION

Background

Malcolm Cohen and Matthew Chadwick were appointed Joint Liquidators of the Company on 12 January 2022.

Purpose of the Final Account

This is the Final Account which provides you with an account of the conduct of the liquidation.

Return to members

The table below summarises the outcome for members.

| | Return |
|-------------------|-----------------|
| £1 ordinary share | £1.00 per share |

Members' rights

An overview of the rights of members are detailed in Appendix B.

Contact details

Contact: Pauline Durrant
Business Restructuring, BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH
Tel: +44 (0)20 7486 5888
Email: Pauline.Durrant@bdo.co.uk
Reference: 00409227

PROGRESS IN THE LIQUIDATION

Asset realisations

A receipts and payments account is attached at Appendix C.

The only asset in the liquidation was an intercompany balance of £1 which has been distributed to the Company's sole member.

HMRC

We are required to obtain clearances from both the Corporation Tax office, and the Enforcement & Insolvency Service which provides VAT and PAYE clearances, and which also issues HMRC's claim in respect of all taxes.

I can confirm all clearances have been received. It should be noted that matters were protracted due to HMRC's backlog arising from the COVID-19 pandemic.

Creditors

There were no known creditors detailed on the declaration of solvency sworn by the Company's directors. Following our appointment, advertisements were placed in the London Gazette and Times newspaper inviting creditors to submit their claims. No claims have been received.

Return on capital

A first and final distribution in specie of the intercompany balance was made to the Company's member on 13 April 2023.

Other matters

In addition to the above matters, we have dealt with all statutory matters required by legislation and administrative work incidental to our duties as Joint Liquidators.

Joint Liquidators' remuneration

The Joint Liquidators' remuneration was approved on a time cost basis by the member.

Time costs to date of £6,811 have been incurred over 22 hours at an average rate of £305 per hour. Since our previous progress report, time costs of £3,815 have been incurred over 13 hours at an average rate of £298 per hour. As the Company does not have any cash assets, the costs of the liquidation, including expenses, will be met by a group company.

A detailed report of the time incurred and a narrative of the work done since our previous progress report is attached in Appendix D.

Joint Liquidators' expenses

A breakdown of expenses incurred and paid during the liquidation is set out in Appendix E.

Release of the Joint Liquidators

The Joint Liquidators will vacate office and be released from liability on the delivery of the Final Account to the Registrar of Companies.

APPENDIX A

STATUTORY INFORMATION

Information

| | |
|-----------------------------|---|
| Company name | Cellzome Limited |
| Company registration number | 05001893 |
| Registered office | c/o BDO LLP, 5 Temple Square, Temple Street, Liverpool, L2 5RH |
| Date of appointment | 12 January 2022 |
| Joint Liquidators | Malcolm Cohen Matthew Chadwick Under the provisions of section 231 of the Act the Joint Liquidators carry out their functions jointly and severally meaning any action can be done by one Liquidator or by both of them. |
| Joint Liquidators' address | BDO LLP, 55 Baker Street, London, W1U 7EU |
| Data Control and GDPR | Malcolm Cohen and Matthew Chadwick are authorised to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales in the UK. The Joint Liquidators are Data Controllers as defined by the General Data Protection Regulations. BDO LLP will act as Data Processor on the instruction of the Data Controllers. Personal data will be kept secure and processed only for matters relating to the liquidation of Cellzome Limited. Please see the privacy statement at https://www.bdo.co.uk/en-gb/privacy-notices/insolvencies |

APPENDIX B

MEMBERS' RIGHTS

Within 21 days of receipt of the Proposed Final Account, members with at least 5% in value of the total voting rights of all members having the right to vote at general meetings of the Company or any member with the permission of court, may request in writing that the Joint Liquidators provide further information about their remuneration or expenses which have been itemised in the Proposed Final Account.

Within 14 days of receipt of the request, the Joint Liquidators must provide all of the information asked for, unless they think that:

- the time or cost in preparing the information would be excessive, or
- 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
- they are subject to confidentiality obligations in respect of the information.

The Joint Liquidators are also required to give reasons for not providing all of the requested information.

Members with at least 10% in value of the total voting rights of all members having the right to vote at general meetings of the Company may, within eight weeks of receipt of the Proposed Final Account, make an application to court that the basis fixed for the Joint Liquidators' remuneration, the remuneration charged, or the expenses incurred by the Joint Liquidators, as set out in the Proposed Final Account, are excessive.

The Joint Liquidators may conclude that the affairs of the Company are fully wound up before 26 July 2023 if every member confirms in writing to us that they do not intend to make any request for further information about remuneration or expenses or a court application. No requests have been received.

When the affairs of the Company are fully wound up the Joint Liquidators will make up the final account and deliver it to the members. When the final account is delivered to the Registrar of Companies the Joint Liquidators will be released under Section 171(6) of the Act.

Members may access a copy of BDO LLP's charging and expenses policy at <https://www.bdo.co.uk/en-gb/insights/advisory/business-restructuring/creditors-guides>.

The Insolvency Service has established a central gateway for considering complaints in respect of Insolvency Practitioners. In the event that you make a complaint to us but are not satisfied with the response, then you should visit <https://www.gov.uk/complain-about-insolvency-practitioner> where you will find further information on how you may pursue the complaint.

The Joint Liquidators are bound by the Insolvency Code of Ethics when carrying out all professional work relating to this Liquidation. A copy of the code can be found at <https://www.icaew.com/technical/ethics/icaew-code-of-ethics/icaew-code-of-ethics>.

APPENDIX C

RECEIPTS AND PAYMENTS ACCOUNT

Cellzome Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments

| Declaration of Solvency £ | | From 12/01/2023 To 26/07/2023 £ | From 12/01/2022 To 26/07/2023 £ |
|---------------------------------|--------------------|---------------------------------------|---------------------------------------|
| | ASSET REALISATIONS | | |
| 1.00 | Intercompany loan | NIL | NIL |
| | | NIL | NIL |
| 1.00 | | NIL | NIL |
| | REPRESENTED BY | | |
| | | | NIL |

Note:

A first and final distribution in specie of the intercompany receivable of £1 was made to the Company's sole member on 13 April 2023.

APPENDIX D

JOINT LIQUIDATORS' REMUNERATION

Since our previous annual progress report time costs of £3,815 have been incurred and a breakdown is detailed below together with details of the work undertaken.

| Activity | Partner | Director | Senior manager | Manager | Senior executive | Executive | Total hours | Time costs £ | Av. rate £ |
|-----------------------------------|---------|----------|----------------|---------|------------------|-----------|-------------|-----------------|---------------|
| Planning and strategy | - | 0.10 | - | - | 0.15 | - | 0.25 | 126.40 | 505.60 |
| Statutory reporting and decisions | - | 0.70 | - | 0.40 | 2.75 | - | 3.85 | 1,027.90 | 266.99 |
| General administration | - | - | - | - | 0.90 | - | 0.90 | 129.20 | 143.56 |
| Shareholders | - | - | - | - | 0.50 | - | 0.50 | 106.60 | 213.20 |
| Post appointment taxation | - | 0.10 | - | - | 0.30 | - | 0.40 | 175.60 | 439.00 |
| Closure | 0.50 | 0.95 | - | - | 5.45 | - | 6.90 | 2,249.25 | 325.99 |
| TOTAL | 0.50 | 1.85 | - | 0.40 | 10.05 | - | 12.80 | 3,814.95 | 298.04 |

Planning and strategy

- Case reviews

Statutory reporting and decisions

- Preparation and delivery of the Joint Liquidators' progress report

General administration

- Internal correspondence and file maintenance

Shareholders

- Distribution in specie

Post appointment taxation

- Obtaining tax clearances

Closure

- Closure planning
- Preparation of the proposed final account

The current charge out rates per hour of staff within the firm who may be involved in working on the liquidation are as follows:

| Grade | £ |
|------------------|---------|
| Partner | 690-920 |
| Director | 386-772 |
| Senior Manager | 322-643 |
| Manager | 176-470 |
| Senior Executive | 141-328 |
| Executive | 86-173 |

Cumulative time incurred

Total costs £6,811 have been incurred over the course of the liquidation to 26 July 2023 as detailed below.

| Activity | Hours | Average Rate £ | Time costs £ |
|-----------------------------------|-------|-------------------|-----------------|
| Pre-appointment | 0.90 | 497.44 | 447.70 |
| Steps on appointment | 1.50 | 498.67 | 748.00 |
| Planning and strategy | 3.90 | 152.86 | 596.15 |
| Statutory reporting and decisions | 3.85 | 266.99 | 1,027.90 |
| General administration | 2.20 | 137.52 | 302.55 |
| Shareholders | 0.50 | 213.20 | 106.60 |
| Post appointment taxation | 2.55 | 522.61 | 1,332.65 |
| Closure | 6.90 | 325.98 | 2,249.25 |
| TOTAL | 22.30 | 305.42 | 6,810.80 |

APPENDIX E

JOINT LIQUIDATORS' EXPENSES

The Joint Liquidators' expenses incurred and paid are detailed below.

| | Incurred in Period 12/01/2023 to 26/07/2023 £ | Total Incurred 12/01/2022 to 26/07/2023 £ | Total Paid 12/01/2022 to 26/07/2023 £ |
|-----------------------|--|--|--|
| Category 1 | | | |
| Statutory Advertising | - | 1,230.33 | 1,230.33 |

The expenses shown are self-explanatory.

NOTICE OF THE FINAL ACCOUNT PURSUANT TO SECTION 94 OF THE INSOLVENCY
ACT 1986 AND RULE 5.10 OF THE INSOLVENCY (ENGLAND AND WALES) RULES
2016

Cellzome Limited - In Members' Voluntary Liquidation ('the Company')
Company registration number: 05001893

NOTICE IS GIVEN:

The affairs of the Company are fully wound up.

After delivery of the final account to the members, the Joint Liquidators must within 14 days of the date the final account is made up, deliver a copy of the final account to the Registrar of Companies.

The Joint Liquidators will vacate office and be released under Section 171 of the Insolvency Act 1986 on delivering the final account to the Registrar of Companies.



Malcolm Cohen
Joint Liquidator

Date: 4 August 2023
Contact: Pauline Durrant
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Tel: +44 (0)20 7486 5888
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Reference: 00409227