

Rule 1.24

**The Insolvency Act 1986
Report of Meetings
Approving Voluntary Arrangement
Pursuant to Section 4 of the
Insolvency Act 1986**

S.4

To the Registrar of Companies

For Official Use

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Company Number

06453539

Insert full name of
company

Name of Company

Spotlight Security Limited

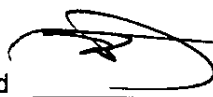
Insert full name and
address

I, Simon James Bonney
BN Jackson Norton
1 Gray's Inn Square
Gray's Inn
London
WC1R 5AA

Insert date

Supervisor of the above company, report on the meeting held in pursuance of Section 4 of the Insolvency Act 1986 on 29th August 2008 and enclose a copy of the report of the said meeting.

Signed


S.A. Jackson
for S.J. Bonney

Date 1st September 2008Presenter's name,
address and reference
(if any)

Simon James Bonney
B N Jackson Norton
1 Gray's Inn Square
Gray's Inn
London
WC1R 5AA

Ref: S1286/SJB/RK

For Official Use

Liquidation Section

Post Room

THURSDAY



A58 27/11/2008 7
COMPANIES HOUSE

PRIVATE & CONFIDENTIAL

To: All Members

1st September 2008

Dear Sir(s)

**SPOTLIGHT SECURITY LIMITED
(Company Voluntary Arrangement)
High Court of Justice Case Number: 6201 OF 2008**

The adjourned meetings of the Company's creditors and shareholders held on 29th August 2008 approved the Directors' Proposal for a Company Voluntary Arrangement with modifications. For the Proposal to be approved it required the consent of in excess of 75% by value of creditors voting in person or by proxy and over 50% by voting power of shareholders voting in person or by proxy.

The Proposal received approval from the requisite majority of creditors and shareholders.

A copy of my formal report to court as Chairman of the meetings, which provides details of those creditors and members present at the meetings is attached.

Please ensure that you forward details of your shareholding as soon as possible. If you have previously submitted details to me it will not be necessary to submit any further information.

Yours faithfully



**S J Bonney
SUPERVISOR
Authorised to act by the
Insolvency Practitioners Association**

Enc

SJB/GC/AS*



Shirley Jackson MBE • Michael Sanders • Graham Down • Vaughan Jones • Simon Bonney

Also at: Bournemouth • Bristol • Cardiff • Croydon • Newcastle under Lyme • Shrewsbury • Swansea

IN THE HIGH COURT OF JUSTICE

CASE NUMBER: 6201 OF 2008

CHANCERY DIVISION

COMPANIES COURT

SPOTLIGHT SECURITY LIMITED

(Company Registration Number: 06453539)

**CHAIRMAN'S REPORT PURSUANT TO SECTION 4 OF
THE INSOLVENCY ACT 1986**

**ADJOURNED MEETING OF THE COMPANY'S SHAREHOLDERS
CONVENED PURSUANT TO SECTION 3 OF THE INSOLVENCY ACT 1986
AND HELD ON 29TH AUGUST 2008 AT 4:00 P.M. THE OFFICE OF
BN JACKSON NORTON, 1 GRAY'S INN SQUARE, GRAY'S INN, LONDON WC1R 5AA**

- 1) I, Georgina Marie Collett, authorised to act as Chairman of the meeting by Simon James Bonney, Nominee, in accordance with Rule 1.14(2)(a) of the Insolvency Rules 1986 (as amended), hereby report to the Court pursuant to Section 4 of the Insolvency Act 1986.
- 2) The adjourned meeting was duly convened in accordance with the Nominee's report to the Court dated 28th August 2008, notices to creditors having been dispatched on 28th August 2008.
- 3) The Company's shareholders were represented as follows:-

| NAME | NO OF SHARES | REPRESENTATIVE |
|----------------------------------|-----------------|---|
| Adapt Burton Security Limited | 500 | By proxy to Chairman of the Meeting for acceptance (D Williams was also in attendance) |
| <hr/> | | |
| 500 | | |

- 4) A resolution to accept the Proposal of the Directors for a Company Voluntary Arrangement as approved by the meeting of the Company's creditors was put before the meeting of the Company's members and approved by those voting.
- 5) The Proposal was therefore approved by the requisite majority of the members voting in the resolution as specified in Rule 1.20 of the Insolvency Rules 1986.

Dated this 29th day of August 2008


.....
Georgina Collett
CHAIRMAN OF THE MEETING

SPOTLIGHT SECURITY LIMITED

(Company Registration Number: 06453539)

**CHAIRMAN'S REPORT PURSUANT TO SECTION 4 OF
THE INSOLVENCY ACT 1986**

**ADJOURNED MEETING OF THE COMPANY'S CREDITORS
CONVENED PURSUANT TO SECTION 3 OF THE INSOLVENCY ACT 1986
AND HELD ON 29th AUGUST 2008 AT 3:45 P.M. 1 GRAY'S INN SQUARE,
GRAY'S INN, LONDON WC1R 5AA**

- 1) I, Georgina Marie Collett, authorised to act as Chairman of the meeting by Simon James Bonney, Nominee, in accordance with Rule 1.14(2)(a) of the Insolvency Rules 1986 (as amended), hereby report to the Court pursuant to Section 4 of the Insolvency Act 1986.
- 2) The meeting was duly convened in accordance with the Nominee's report to the Court dated 29th July 2008, notices to creditors having been dispatched on 29th July 2008. The meeting was adjourned on 15th August until 22nd August, on 22nd August until 28th August and on 28th August until 29th August 2008.
- 3) The proposed modifications to the Directors' Proposal for a Company Voluntary Arrangement Proposal were as follows:

HM Revenue & Customs put forward the following modifications:

1. **[Interpretation]** Where a modification to the proposal is approved by creditors and accepted by the Company, the entire proposal shall be construed in the light of the modification and read to give effect to that modification such that any contrary or potentially contrary provisions in the Proposal shall either be ignored, or interpreted, in order that the intention of the modification is given priority and effect.
2. **[HMRC claim]** The HMRC (former IR) claim in the CVA will include PAYE/NIC due to the date of the meeting to approve the Arrangement, [or the commencement of the prior administration] and CTSA/assessed tax for the accounting period(s) ended on or before the date of approval of the Arrangement [or date of commencement of the prior administration.]
3. **[HMRC claim]** The HMRC (former IR) claim in the CVA will include assessed tax, levy and duty to the date of approval [or to the date of commencement of the prior administration.]
4. **[Post approval returns and liabilities]** All statutory returns and payments due to HMRC post approval shall be provided on or before the due date. Any failure of the Company to adhere to these conditions shall constitute a breach of the arrangement, and if so requested by HMRC, the Supervisor will be obliged to fail the arrangement and petition for a Winding Up Order.

5. **[Outstanding Returns]** All statutory accounts and returns overdue at the date of the creditors' meeting shall be provided to HMRC within 3 months of the approval date together with any other information required.
6. **[Dividend prohibition]** No non-preferential distribution will be made until (i) a CTSA return has been filed for the accounting period ended on or immediately prior to the date of approval or of commencement of the prior administration (ii) a VAT and/or other levy or duty return due to HMRC has been filed up to the date of the approval or [the date of commencement of the prior administration] or (iii) an HMRC Determination or assessment has been made and the Supervisor has admitted their final claims.
7. **[Expenses of Arrangement]** CTSA/VAT due on realisation of assets included in the Arrangement will be regarded as an expense of realising the asset payable out of the net sale proceeds.
8. **[Tax Overpayments]** During the currency of the Arrangement, any tax/excise/ VAT repayments that relate to a period prior to the date of approval of the Arrangement shall be offset rateably against the appropriate department's preferential and non-preferential claims in the Arrangement. Any remaining surplus shall be similarly applied to the claims of other government departments before being offered to the Supervisor for the benefit of the Arrangement. Any repayment relating to a period after the approval of the Arrangement shall be offset against any post approval tax debts. Any remaining surplus will then be treated as a windfall and offered to the Supervisor for the benefit of the Arrangement.
9. **[Expenses of VA.]** Any HMRC distress/petition costs are to be paid as an expense of the Arrangement, in priority to the Nominee's fees and Supervisor's fees, remuneration and disbursements.
10. **[Co-Debtors]** The release of the Company from its debts by the terms of the CVA shall not operate as a release of any co-debt for the same debts.
11. **[Termination]** The Arrangement shall terminate upon:
 - (a) The making of a Winding Up Order against the Company, or the passing of a winding up resolution or the Company going into Administration.
 - (b) (where there is express authority for the Supervisor so doing) the Supervisor issuing a Certificate of Termination.
12. **[Arrangement trusts]** Upon termination of the Arrangement the Arrangement trusts expressed or implied shall cease, save that assets already realised shall [after provision for Supervisor's fees and disbursements] be distributed to arrangement creditors.
13. **[Liquidation costs provision]** The Supervisor shall set aside sufficient funds for Winding Up proceedings against the Company and such funds will rank ahead of any other expenses of the Arrangement.
14. **[Non-Compliance]** Failure to comply with any express term of the Arrangement shall constitute a breach of the Company's obligation under the Arrangement. The Supervisor shall work with the Company to remedy any breach of obligation. Rule 1.19 shall apply where any variation is proposed but if any breach of obligation is not remedied within 60 days of its occurrence this shall constitute default of the CVA that cannot be remedied and the Supervisor shall petition for a Winding Up Order.

15. **[Windfall]** Should the Company receive or become entitled to any assets/funds which had not been foreseen in the proposal details shall be notified to the Supervisor immediately and such sums shall be paid into the CVA until all costs, creditors' claims and statutory interest have been paid in full. Until costs, claims and statutory interest have been paid in full. Until costs, claims and statutory interest are paid in full all the Company's other obligations under the Arrangement shall continue and the payment shall not reduce the amount of contribution due from the Company.
16. If any contribution falls into arrears or fall below the amount specified, then either of these circumstances shall constitute a breach of the Arrangement, and the Supervisor will be obliged to take the action required in VAS modification 14 [Non-Compliance].
17. **[Reviews]**. The Supervisor is to conduct a full review every 12 months of the Company's business income and expenditure and obtain an increase in voluntary contributions of not less than 50% of any rise in the net income after provision for tax.
18. **[Duration]** The duration of the Arrangement shall not exceed 66 months without the prior approval of a 75% majority of creditors' claims voting in favour of the resolution.
19. **[Winding Up Order]** If during the currency of the Arrangement any creditors obtains a Winding Up Order against the Company the CVA will default and be incapable of being remedied. The Supervisor shall immediately issue a certificate of such default.

These modifications were accepted by James Chapman on behalf of the Company.

- 4) The following creditors attended the meeting: D Williams representing Adapt Burton Security Limited.
- 5) The Directors' Proposals were put to the vote. Details of how each creditor present or represented voted are set out below.

| Creditor | Proxy | Accept £ | Total £ |
|--|---|-------------|------------|
| Office Depot International (UK) Ltd t/a Viking Direct | By special proxy in favour of the Chairman of the Meeting for acceptance of the Proposal. | 1,171.16 | 1,171.16 |
| John C Hulance | By special proxy in favour of the Chairman of the Meeting for acceptance of the Proposal. | 737.50 | 737.50 |
| St John Ambulance | By special proxy in favour of the Chairman of the Meeting for acceptance of the Proposal. | 299.61 | 299.61 |
| Senturian Security Limited | By special proxy in favour of the Chairman of the Meeting for acceptance of the Proposal. | 1,562.75 | 1,562.75 |
| HM Revenue and Customs | By special proxy in favour of the Chairman of the Meeting for acceptance of the Proposal. | 30,989.85 | 30,989.85 |
| D & A Security Services | By special proxy in favour of the Chairman of the Meeting for acceptance of the Proposal. | 7,306.13 | 7,306.13 |


| | | | |
|-------------------------------|---|-------------------|-------------------|
| Westguard Security Limited | By special proxy in favour of the Chairman of the Meeting for acceptance of the Proposal. | 1,928.50 | 1,928.50 |
| Hyline Security Limited | By special proxy in favour of the Chairman of the Meeting for rejection of the Proposal. | - | 1,587.87 |
| Apple Security Limited | By special proxy in favour of the Chairman of the Meeting for rejection of the Proposal. | - | 3,597.94 |
| Tayside Security Limited | By special proxy in favour of the Chairman of the Meeting for acceptance of the Proposal. | 2,836.45 | 2,836.45 |
| Adapt Burton Security Limited | By special proxy in favour of the Chairman of the Meeting for acceptance of the Proposal. | 42,195.00 | 42,195.00 |
| Fast Guard Security Limited | By special proxy in favour of Simon Bonney for acceptance of the Proposal. | 2,506.85 | 2,506.85 |
| Total | | £91,533.80 | £96,719.61 |

- 5) Fast Guard Security Limited and JK Security Services Limited submitted proxies in favour of individuals who were not present at the meeting. Strongshield Security Limited indicated by proxy that they wished to abstain.
- 6) The acceptances totalled £91,533.80 which was 94.64% of those present and voting. Therefore in accordance with Rule 1.19(1) of the Insolvency Rules 1986 the requisite majority was obtained.
- 7) In accordance with Rule 1.19(4) of the Insolvency Rules 1986 certain creditors such as connected parties were left out of the account. The voting can be analysed as follows:

| | |
|--------------------------------------|-----------------|
| Total Non-Connected Creditors Voting | 49,338.80 |
| Total Rejections | <u>5,185.81</u> |
| | <u>9.51%</u> |

- 8) As creditors voting to reject the proposal did not represent more than one half of the creditors after leaving out of the account those specified in the Insolvency Rules 1986 the resolution was not rendered invalid.
- 9) Therefore in summary the necessary majority for acceptance of the Directors' proposal for a Company Voluntary Arrangement in accordance with the provisions of Rule 1.19 of the Insolvency Rules 1986 was obtained.
- 10) There being no other business the meeting concluded.

Dated this 29th day of August 2008.



 Georgina Collett
 CHAIRMAN OF THE MEETING