

## 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

06537037

Name of Company

Sage Overseas Holdings Limited

I / 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~~ 29 January 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

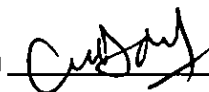
The winding up covers the period from 13 July 2015 (opening of winding up) to the final meeting (close of winding up)

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

The following resolution was passed

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

Signed



Date 29 January 2016

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

Ref SAGE09L/CMW/UH/CPB

WEDNESDAY



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COMPANIES HOUSE

**SAGE OVERSEAS HOLDINGS LIMITED  
(IN MEMBERS' VOLUNTARY LIQUIDATION)  
("the Company")**

**REPORT TO BE LAID BEFORE THE FINAL GENERAL MEETING OF THE COMPANY  
CONVENED FOR 29 JANUARY 2016 PURSUANT TO SECTION 94 OF THE  
INSOLVENCY ACT 1986 (AS AMENDED)**

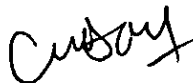
29 January 2016

This report has been prepared to be laid before the member at the final meeting to provide the member with an account of the Liquidators' administration of the winding-up of the Company for the whole period of the liquidation since the date of their appointment on 13 July 2015

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

Stephen Roland Browne and Christopher Richard Frederick Day were appointed Joint Liquidators of Sage Overseas Holdings Limited on 13 July 2015

All licensed Insolvency Practitioners of Deloitte LLP are licensed in the UK to act as Insolvency Practitioners



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#### **APPENDICES**

- 1. Liquidators' Receipts and Payments account for the entire period of the liquidation from 13 July 2015 to 29 January 2016**

## **ABBREVIATIONS**

For the purpose of this report the following abbreviations shall be used

"the Act"	Insolvency Act 1986 (as amended)
"the Company"	Sage Overseas Holdings Limited (In Members' Voluntary Liquidation)
"Deloitte"	Deloitte LLP
"the Liquidators"	Stephen Roland Browne and Christopher Richard Frederick Day of Deloitte LLP
"the Rules"	Insolvency Rules 1986 (as amended)

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## **1. INTRODUCTION**

### **1.1 Introduction**

This report has been prepared in accordance with section 94 of the Act to provide a final account of the liquidation of the Company since the Liquidators' appointment on 13 July 2015

This report is the final report to the member

### **1.2 Details of the appointment of the Liquidators**

Stephen Roland Browne and Christopher Richard Frederick Day of Deloitte were appointed Joint Liquidators further to the written resolution of the member dated 13 July 2015

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

### **1.3 Final Meeting of Members**

Pursuant to section 94 of the Act, a final meeting of the Company's member was held within the offices of Deloitte LLP, Athene Place, 66 Shoe Lane, London, EC4A 3BQ on 29 January 2016

The purpose of the meeting was purely a formality to advise the member on the conduct of the liquidation, as disclosed in this report. The following resolution was considered at the meeting

Ordinary Resolution

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

### **1.4 Vacation of Office**

Pursuant to section 171(6)(a) of the Act, the Liquidators will vacate office once the final meeting has been held and a notice confirming the holding of the final meeting and any decisions made has been filed at Companies House

The Company will be dissolved three months after the return of the final meeting has been filed with Companies House

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## **2. LIQUIDATORS' FINAL RECEIPTS AND PAYMENTS ACCOUNT**

### **2.1 Introduction**

Please refer to Appendix 1 where we have summarised Receipts and Payments for the entire period of our appointment

The main asset realisations have been summarised in this section

### **2.2 Receipts**

There were no receipts during this period

At the outset of the liquidation, on the basis of the information stated on the Declaration of Solvency, there was an inter-company debtor balance of £1 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.

### **2.3 Payments**

No payments were made during this period

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### **3 DISTRIBUTIONS TO MEMBERS**

#### **3.1 Distributions made**

A first and final distribution of the surplus assets of £1 was made to the sole shareholder of the Company, The Sage Group plc, on 12 January 2016. This was an 'in specie' distribution (by set-off) of the inter-company debtor balance due from The Sage Group plc in respect of their shareholding of 1 Ordinary £1 Share (i.e. at the rate of £1 per Ordinary £1 Share).

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#### **4. OTHER MATTERS AND INFORMATION TO ASSIST MEMBERS**

##### **4.1 Matters completed**

Matters completed during the course of the liquidation included mandatory liquidation tasks such as statutory advertising, filings and notifications of the liquidation, plus obtaining formal clearances/searches from HM Land Registry and The Pension Tracing Service. The Liquidators also liaised with HM Revenue & Customs in order to settle tax issues, including corporation tax, PAYE & NIC and VAT clearances.



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## **5. LIQUIDATORS' REMUNERATION AND EXPENSES**

### **5.1 Liquidators' Remuneration and Expenses**

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

### **5.2 Expenses**

Please refer to the table below for details of expenses incurred by the Liquidators.

<b>Nature of expenses</b>	<b>Total (£)</b>
Statutory advertising costs	406 08
HM Land Registry search fee	22 00
Liquidators' statutory insurance bond	0 02
<b>Total</b>	<b>428 10</b>

These expenses have been recovered in full by the Liquidators.

### **5.3 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 the Liquidators 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.

### **5.4 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, reducing the amount or the basis of remuneration which the Liquidators 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 under prior reports.

**SAGE OVERSEAS HOLDINGS LIMITED  
(IN MEMBERS' VOLUNTARY LIQUIDATION)**

**JOINT LIQUIDATORS' FINAL RECEIPTS AND PAYMENTS ACCOUNT AS AT 29 JANUARY 2016**

	Declaration of Solvency Estimated to Realise £	Whole period of liquidation from 13 July 2015 to 29 January 2016 £
<b>Receipts</b>		
Amount due from The Sage Group plc	1	
	<u>1</u>	<u>Nil</u>
<b>Payments</b>		
	<u>Nil</u>	<u>Nil</u>
<i>Source Deloitte Analysis</i>		

**General Notes**

The receipts and payments account must be read in conjunction with the attached notes and report

**NOTES TO THE FINAL RECEIPTS AND PAYMENTS ACCOUNT**

- 1 The inter-company debtor balance of £1 was distributed 'in specie' (by set-off) to The Sage Group plc during the closure of the liquidation (i.e. at the rate of £1 per Ordinary £1 Share)

*C.R.F. Day*  
C.R.F. DAY

**Company Number: 06537037**

**THE INSOLVENCY ACT 1986**

**COMPANY LIMITED BY SHARES**

**ORDINARY RESOLUTION**

**OF**

**SAGE OVERSEAS HOLDINGS LIMITED  
(IN MEMBERS' VOLUNTARY LIQUIDATION)  
("the Company")**

**Passed on 29 January 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 29 January 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 29 January 2016

**Company Number: 06537037**

**SAGE OVERSEAS HOLDINGS 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 29 January 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 24 December 2015

**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 29 January 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 29 January 2016

**FORMAL NOTICE OF FINAL MEETING**

**SAGE OVERSEAS HOLDINGS LIMITED  
(IN MEMBERS' VOLUNTARY LIQUIDATION)  
("the Company")**

**Company Number:** 06537037  
**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 29 January 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](mailto: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 22 December 2015



**SAGE OVERSEAS HOLDINGS 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 29 January 2016.**

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

<b>Proxy No.</b>	<b>Proxy-Holder</b>	<b>Member Represented</b>	<b>No of Shares Held</b>	<b>Voting for Resolution as per attached notice</b>
<b>Valid</b> 1	Chairman of the Meeting	The Sage Group plc	1 Ordinary £1 Share	FOR
<b>Invalid</b>				

  
**C R F Day**  
**CHAIRMAN**

Date 29 January 2016