

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

For further information, please

SATURDAY



A6ZHT6X7

A17

10/02/2018

#402

COMPANIES HOUSE

1 Company details

Company number 0 7 3 8 5 2 5 1

Company name in full Ara Darzi Limited

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Ian

Surname Robert

3 Liquidator's address

Building name/number Devonshire House

Street 60 Goswell Road

Post town London

County/Region

Postcode E C 1 M 7 A D

Country

4 Liquidator's name ①

Full forename(s)

Surname

① Other liquidator
Use this section to tell us about
another liquidator.

5 Liquidator's address ②

Building name/number

Street

Post town

County/Region

Postcode

Country

② Other liquidator
Use this section to tell us about
another liquidator.

LIQ13

Notice of final account prior to dissolution in MVL

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
7

^m
0

^m
2

^y
2

^y
0

^y
1

^y
8

**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

Ellis Brealey

Company name

Kingston Smith & Partners LLP

Address

Devonshire House

60 Goswell Road

Post town

London

County/Region

Postcode

E C 1 M 7 A D

Country

DX

Telephone

020 7566 4020 / 020 7566 4021

**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

Ara Darzi Limited
(In Liquidation)
Liquidator's Summary of Receipts & Payments

Declaration of Solvency £		From 14/07/2016 To 07/02/2018 £	From 14/07/2016 To 07/02/2018 £
	ASSET REALISATIONS		
48,782.00	Investments (ADQ)	48,782.00	48,782.00
22,754,191.00	Other debtors - SQL Investments	22,754,191.00	22,754,191.00
68,242.00	Cash at Bank	45,995.50	45,995.50
	Bank Interest Gross	2.80	2.80
		<u>22,848,971.30</u>	<u>22,848,971.30</u>
	COST OF REALISATIONS		
(13,200.00)	Office Holders Fees	10,000.00	10,000.00
	Office Holders Expenses	1,009.96	1,009.96
	Surplus funds to SQL Investments	30,708.40	30,708.40
(17,000.00)	Accountancy and Legal Fees	NIL	NIL
	VAT Irrecoverable	2,201.99	2,201.99
	PAYE & NI	2,077.95	2,077.95
		<u>(45,998.30)</u>	<u>(45,998.30)</u>
	UNSECURED CREDITORS		
(4,423.00)	Trade & Expense Creditors	<u>NIL</u>	<u>NIL</u>
		NIL	NIL
	DISTRIBUTIONS		
	Ordinary Shareholders	<u>22,802,973.00</u>	<u>22,802,973.00</u>
		(22,802,973.00)	(22,802,973.00)
<u>22,836,592.00</u>		<u>0.00</u>	<u>0.00</u>
	REPRESENTED BY		
			<u>NIL</u>

Note:

Liquidator's Final Account to Members

Ara Darzi Limited

- In Liquidation

7 February 2018

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- B Time Analysis for the period 14 July 2017 to 7 February 2018
- C Cumulative Time Analysis for the Period from 14 July 2016 to 7 February 2018
- D Additional Information in relation to Liquidator's fees pursuant to Statement of Insolvency Practice No 9 (SIP9)

1 Introduction

- 1.1 I, Ian Robert of Kingston Smith & Partners LLP, Devonshire House, 60 Goswell Road, London, EC1M 7AD, was appointed as Liquidator of Ara Darzi Limited ("the Company") on 14 July 2016. This report provides a summary of the outcome of the liquidation of the Company which has now been completed.
- 1.2 The registered office of the Company was changed to Devonshire House, 60 Goswell Road, London, EC1M 7AD and its registered number is 07385251.

2 Progress of the Liquidation

- 2.1 At Appendix A, I have provided an account of my Receipts and Payments for the Period, with a comparison to the Declaration of Solvency values, which provides details of the remuneration charged and expenses incurred and paid by the Liquidator during the period of this report. Further information on the Liquidator's remuneration can be found in section 4 below.
- 2.2 At the outset of the Liquidation, 14 July 2016, the Company entered into a Section 110 Agreement pursuant to the Insolvency Act 1986. This was part of a group restructure.

Section 110 Reconstruction ("the Agreement")

- 2.3 The Company owned its assets and as per the Agreement, the Liquidator was authorised to make distributions in specie of its assets during the Liquidation. As per the Agreement, the Company agreed the following:

Agreement to sell and purchase the Ara Darzi Limited assets

- 2.4 Subject to the Agreement, the Company sold and SQI Investments Limited purchased such right, title and interest as the Company had and transferred the Company Assets at the effective time.
- 2.5 The consideration for the sale and purchase of the Company Assets was satisfied by the allotment and issue, at the request of the Liquidator, of the SQI Consideration Shares, credited as fully paid, to the shareholder.

Agreement to sell and purchase the ADQ Shares (Ara Darzi Limited Qatar)

- 2.6 Subject to the Agreement, the Company sold and Health Quality Improvement LLC purchased such right, title and interest as the Company had and transferred the ADQ Shares at the effective time.
- 2.7 The consideration for the sale and purchase of the ADQ Shares was satisfied by the allotment and issue, at the request of the Liquidator, of the QAT Consideration Shares, credited as fully paid, to the shareholder.
- 2.8 The ADUK Assets and ADQ Shares consisted of an inter-company balance owed by SQI to the Company, all Company bank balances and the transfer of five employees (pursuant to The Transfer of Undertakings (Protection of Employment) Regulations 2006).

- 2.9 The book value attributed to the Assets, which were distributed (pursuant to an indemnity) as per the Agreement were:

Investments (ADQ)	£48,782
SQL Investments	£22,754,191

Cash at Bank

- 2.10 As per the Agreement, all Company credit balances were distributed. However, one of the Company bank balances was transferred to the Liquidation account to enable the defrayment of liquidation costs and some residual liabilities. A sum of £68,242 was expected to be received. However, due to a number of transactions between swearing the Declaration of Solvency and transfer of the credit balance, this was reduced to £45,995.50. The surplus funds were paid across to SQL Investments Limited, once the liquidation costs and residual liabilities (PAYE & NI liability of £2,077.95 to HMRC) were paid.

3 Distributions to Members

- 3.1 As per the Agreement, the Assets totalling £22,802,973 was distributed in specie in accordance with shareholdings. This transfer was affected 14 July 2016.
- 3.2 This Distribution represented a return of 228,029.73 per share.

4 Liquidator's Remuneration

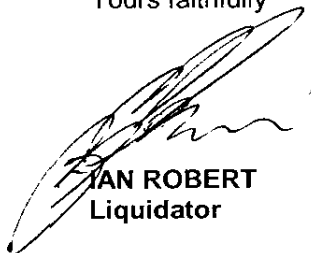
- 4.1 The members approved that the basis of the Liquidator's remuneration be fixed on the basis of a set amount of £10,000 plus VAT and Disbursements. However, due to the Liquidation extending beyond one calendar year it was agreed the Liquidator's remuneration be increased by £3,000 to £13,000 plus VAT and Disbursements.
- 4.2 My total pre-appointment time costs for assisting the Director with the preparation of the Declaration of Solvency and preparing the appropriate documents to place the Company into Liquidation were £5,109.15.
- 4.3 My time costs for the final period from 14 July 2017 to 7 February 2018 are £5,227.49. This represents 17.92 hours at an average rate of £291.71 per hour. Attached as Appendix B is a Time Analysis which provides details of the activity costs incurred by staff grade during this period in respect of the costs fixed by reference to time properly spent by me in managing the Liquidation.
- 4.4 Also, attached as Appendix C is a cumulative Time Analysis for the period from 14 July 2016 to 7 February 2018. This provides details of my total time costs since the date of my appointment. My time costs since the date of my appointment are £12,820.78. This represents 47.67 hours at an average rate of £268.94 per hour.
- 4.5 The Liquidator has drawn £10,000 plus VAT from the Estate against the total set fee agreed of £13,000 plus VAT approved by the members. The additional fee of £3,000 plus VAT was invoiced to a third party and has been settled. Liquidator expenses of £1,009.96 have also been drawn. These consist of statutory advertising, statutory Bonding and an IPS Licence fee.
- 4.6 Therefore, my total time costs incurred are £17,929.93.

- 4.7 Attached as Appendix D is additional information in relation to this firm's policy on staffing, the use of subcontractors, disbursements and details of our current charge-out rates by staff grade.
- 4.8 A copy of 'A Shareholders' Guide to Liquidator's Fees' is available on request or can be downloaded from www.ks.co.uk/creditors-guides-fees/.
- 4.9 Since the 14 July 2016 the following Category 2 disbursements have been reimbursed:
- *IPS Licence Fee*

5 Conclusion

- 5.1 The Notice accompanying this final account explains members' rights on receipt of this information and also when I will vacate office and obtain my release as Liquidator.

Yours faithfully



IAN ROBERT
Liquidator

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APPENDIX A

Receipts and Payments Account from 14 July 2017 to 7 February 2018 and Cumulative Receipts and Payments Account for Period from 14 July 2016 to 7 February 2018

Ara Darzi Limited
(In Liquidation)

Liquidator's Summary of Receipts and Payments

	Declaration of Solvency £	From 14/07/2017 To 07/02/2018 £	From 14/07/2016 To 07/02/2018 £
RECEIPTS			
Investments (ADQ)	48,782.00	0.00	48,782.00
Other debtors - SQI Investments	22,754,191.00	0.00	22,754,191.00
Cash at Bank	68,242.00	0.00	45,995.50
Bank Interest Gross		0.00	2.80
		<u>0.00</u>	<u>22,848,971.30</u>
PAYMENTS			
Office Holders Fees	(13,200.00)	0.00	10,000.00
Office Holders Expenses		0.00	1,009.96
Surplus funds to SQI Investments		0.00	30,708.40
Accountancy and Legal Fees	(17,000.00)	0.00	0.00
VAT Irrecoverable		0.00	2,201.99
PAYE & NI		0.00	2,077.95
Trade & Expense Creditors	(4,423.00)	0.00	0.00
Ordinary Shareholders		0.00	22,802,973.00
		<u>0.00</u>	<u>22,848,971.30</u>
BALANCE - 07 February 2018		<u>0.00</u>	<u>0.00</u>
MADE UP AS FOLLOWS			
		<u><u>0.00</u></u>	<u><u>0.00</u></u>

Note:

Ara Darzi Limited

Summary of Fees and Expenses

From 14/07/2017 to 07/02/2018

Time Costs

The following is a summary of the time costs incurred by the Office Holder and his staff in the administration of this matter. It should be read in conjunction with the Office Holder's Report for the period referred to above.

Work Activity	Partner Hrs	Manager / Supervisor Hrs	Administrator Hrs	Total Hrs	Time Costs (£)	Average Costs (£)
Administration & Planning	0.92	2.75	0.92	4.58	1,605.84	350.62
General Admin/Billing/Filing	0.25	0.67	0.25	1.17	394.17	336.90
Post Appointment VAT & CTax	0.08	0.42	0.67	1.17	333.33	284.90
Statutory filing with Court, Companies	0.33	0.58		0.92	361.67	393.12
Strategy reviews/Checklists/Diary	0.25	0.58		0.83	326.67	393.58
Dealing with company/Debtor re		0.50		0.50	190.00	380.00
Creditors	0.50	5.58	7.25	13.33	3,621.65	271.69
Correspondence/Preparation of	0.50	5.58	7.25	13.33	3,621.65	271.69
Grand Total:	1.42	8.33	8.17	17.92	5,227.49	

Notes

1 All costs are shown excluding VAT and include an element of undrawn work in progress. It should also be noted that the office holder's fees and other expenses included in his Abstract Receipts and Payments, will include irrecoverable VAT, where the insolvent was not formerly registered for VAT.

2 The time accounting system utilised by Kingston Smith & Partners LLP does not allow for analysis of time, by task, prior to 30 November 2002.

3 The number of hours shown have been rounded to two decimal places.

Disbursements

Category 1 Disbursements

These are out of pocket expenses which are directly attributable to the case. These are charged to the case and billed as funds allow.

Category 2 Disbursements

These are costs which are allocated to the case, where no direct costs are applicable. In this case, category 2 disbursements have been charged to the case as follows

Ara Darzi Limited

Summary of Fees and Expenses

From 14/07/2016 to 07/02/2018

Time Costs

The following is a summary of the time costs incurred by the Office Holder and his staff in the administration of this matter. It should be read in conjunction with the Office Holder's Report for the period referred to above.

Work Activity	Partner Hrs	Manager / Supervisor Hrs	Administrator Hrs	Total Hrs	Time Costs (£)	Average Costs (£)
Administration & Planning	5.42	6.50	4.75	16.67	5,342.07	320.46
Case Planning/Information	0.92			0.92	362.09	393.58
Cashiering - set-up, maintenance &	0.67			0.67	263.33	393.03
General Admin/Billing/Filing	1.83	1.50	2.25	5.58	1,608.75	288.31
Post Appointment VAT & CTax	1.42	1.67	1.08	4.17	1,404.57	336.83
Statutory filing with Court, Companies	0.33	0.75		1.08	422.50	391.20
Strategy reviews/Checklists/Diary	0.25	1.92	1.42	3.58	1,030.00	287.71
Dealing with company/Debtor re		0.67		0.67	250.83	374.37
Investigations	0.42		1.50	1.92	389.58	202.91
Information capture/initial	0.42			0.42	164.58	391.86
Litigation - document review			1.50	1.50	225.00	150.00
Realisation of Assets	0.83	1.17	2.58	4.58	1,142.50	249.45
Cash & Bank balances/VA contribs &	0.83	1.00	2.58	4.42	1,081.67	244.72
Identification, securing, insuring &		0.17		0.17	60.83	357.82
Creditors	0.83	8.08	15.58	24.50	5,946.63	242.72
Claims/Proofs	0.33			0.33	131.67	399.00
Correspondence/Preparation of	0.50	7.25	15.58	23.33	5,510.80	236.21
Other Distributions (inc to members)		0.67		0.67	243.33	363.18
Secured/Finance Creditors &		0.17		0.17	60.83	357.82
Grand Total:	7.50	15.75	24.42	47.67	12,820.78	

Notes

1 All costs are shown excluding VAT and include an element of undrawn work in progress. It should also be noted that the office holder's fees and other expenses included in his Abstract Receipts and Payments, will include irrecoverable VAT, where the insolvent was not formerly registered for VAT.

2 The number of hours shown have been rounded to two decimal places.

Disbursements

Category 1 Disbursements

These are out of pocket expenses which are directly attributable to the case. These are charged to the case and billed as funds allow.

Category 2 Disbursements

These are costs which are allocated to the case, where no direct costs are applicable. In this case, category 2 disbursements have been charged to the case as detailed in the report.

Appendix D

ADDITIONAL INFORMATION IN RELATION TO LIQUIDATOR'S FEES PURSUANT TO STATEMENT OF INSOLVENCY PRACTICE 9 (SIP9)

Policy

Detailed below is Kingston Smith & Partners LLP's policy in relation to:

- Staff allocation and the use of subcontractors
- Professional advisors
- Disbursements

Staff allocation and the use of subcontractors

The general approach to resourcing our assignments is to allocate staff with the skills and experience to meet the specific requirements of the case.

The constitution of the case team will usually consist of a Partner, a Manager, and an Administrator or Assistant. The exact constitution of the case team will depend on the anticipated size and complexity of the assignment and the experience requirements of the assignment. The charge out rate schedule below provides details of all grades of staff and their experience level.

We have not utilised the services of any sub-contractors in this case.

Professional advisors

On this assignment we have used the professional advisors listed below. We have also indicated alongside, the basis of our fee arrangement with them, which is subject to review on a regular basis.

Name of Professional Advisor	Basis of Fee Arrangement
Marsh UK Ltd (insurance)	Risk based premium

Our choice was based on our perception of their experience and ability to perform this type of work, the complexity and nature of the assignment and the basis of our fee arrangement with them.

Disbursements

Category 1 disbursements do not require approval by creditors. The type of disbursements that may be charged as a Category 1 disbursement to a case generally comprise of external supplies of incidental services specifically identifiable to the case, such as postage, case advertising, invoiced travel and external printing, room hire and document storage. Also chargeable will be any properly reimbursed expenses incurred by personnel in connection with the case.

Category 2 disbursements do require approval from creditors. These disbursements can include costs incurred by Kingston Smith & Partners LLP for the provision of services which include an element of recharged overhead, for example, room hire or document storage.

On this case the following Category 2 disbursements have been incurred since my appointment:

Type & Purpose	£
IPS Licence Fee	75.00
Total	75.00

Charge-out Rates

Kingston Smith & Partners current charge-out rates effective from 1 May 2017 are detailed below. Please note this firm records its time in minimum units of 5 minutes.

General Practice Rates

	Per Hour £
Partner	420
Licenced Insolvency Practitioner	380
Senior Manager	355
Manager	330
Other Senior Professionals	
Supervisor/Assistant Manager	295
Senior Administrator	260
Administrator	200
Junior Administrator	160
Support Staff	
Experienced Cashier	280
Cashier	210
Support	130