

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

07774382

Name of Company

Anaptyxi II Holdings 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~~ 07 December 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 55 Baker Street, London, W1U 7EU

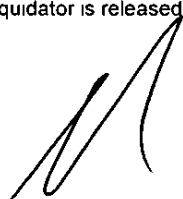
The winding up covers the period from 28 October 2015 (opening of winding up) to the final meeting (close of winding up)

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

The following resolutions were approved

- 1) That the Liquidator's report and accounts to 7 December 2016 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 07 December 2016

BDO LLP
55 Baker Street
London
W1U 7EU

Ref 00257053/MAC/SMB/CH

THURSDAY



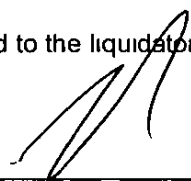
A10 08/12/2016 #313
COMPANIES HOUSE

Anaptyxi II Holdings Limited
(In Liquidation)
Liquidator's Abstract of Receipts & Payments
From 28 October 2015 To 7 December 2016

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

Note

A distribution in specie of the cash at bank held in a client account and held to the liquidator's order by the Company's ultimate parent of £12,501 75 was made on 7 December 2016



Malcolm Cohen
Liquidator



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55 Baker Street
London W1U 7EU

TO ALL SHAREHOLDERS

7 December 2016

Our Ref 7/SMB/anaptyx1

Please ask for Sharon Bloomfield
Direct line 020 7893 2905
Email sharon.bloomfield@bdo.co.uk

Dear Sirs

Anaptyxi II PLC ('PLC') - 07774132
Anaptyxi II Holdings Limited ('Holdings') - 07774382
(together 'the Companies') - Both 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 liquidation for the period 28 October 2016 to 7 December 2016.

Statutory Information

I, Malcolm Cohen, of BDO LLP, 55 Baker Street, London, W1U 7EU was appointed as Liquidator of the Companies on 28 October 2015

The Companies' registered numbers are listed above. PLC was formerly known as Tigerpoint PLC and Holdings was formerly known as Jellygreen Limited, with both name changes taking effect on 7 October 2011. The Companies do not have any other trading styles

The Companies' principal trading address and former registered office is Third Floor, 1 King's Arms Yard, London, EC2R 7AF. The registered office was changed to 55 Baker Street, London, W1U 7EU following my appointment.

Receipts and Payments

There have been no receipts and payments in the liquidation period, and none are expected.

HM Revenue & Customs ('HMRC')

As a matter of procedure, I am required to seek clearances from the corporation tax office, and also the Enforcement & Insolvency Service which provides VAT and PAYE clearances, and which also issues HMRC's claim for all taxes.

Corporation tax returns were submitted for the pre-liquidation periods by the Company's tax advisors in January 2016, and accordingly I sought clearances. I was advised that PLC had outstanding liabilities totalling some £300 and these were settled by the Companies' parent company in February 2016. I received corporation tax clearances for both Companies shortly thereafter.

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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



However, I was required to request clearances from EIS a number of times before receiving final clearances in mid-October 2016.

Other Creditor Claims

No other creditor claims were expected, and none have been received.

Distributions

The declaration of solvency sworn by the directors of PLC showed that the company's assets were €14,384 39 cash at bank held in a client account by the Companies' ultimate parent. This equates to £12,500 75 representing the issued share capital of the company.

These funds were retained in the client account and held to the Liquidator's order. A distribution in specie was made before the final meetings of members were held.

The declaration of solvency sworn by the directors of Holdings showed that the company's assets were €14,384 39 investment in the shares of PLC and €1 15 cash at bank held in a client account by the Companies' ultimate parent.

Similarly, the funds belonging to Holdings plus the distribution it received from PLC were distributed in specie to Holdings' sole shareholder before the final meetings of members were held.

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 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 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,
- correspondence with HMRC in order to obtain the necessary clearances to close the liquidation,
- updates to the Companies' parent;
- preparing the annual progress report,
- dealing with the distributions, and
- convening and holding the final meetings of members

My remuneration was approved on a fixed fee basis on the date of my appointment and will be paid by the Companies' shareholder.

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 shareholders were invited to consider the following resolutions:

1. That the Liquidator's report and accounts to 7 December 2016 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 Companies
3. The Liquidator is released

The resolutions were all duly approved.

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 dis-satisfied, 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

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