

AM22

Notice of move from administration to creditors' voluntary liquidation



Companies House

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number 0 9 7 9 6 3 5 1

Company name in full Retig Ltd

→ Filling in this form

Please complete in typescript or in bold black capitals.

2 Court details

Court name High Court of Justice The Business and Property

Courts in Birmingham

Court case number 4 7 1 2 0 2 0

3 Administrator's name

Full forename(s) Matthew James

Surname Cowlshaw

4 Administrator's address

Building name/number 156 Great Charles Street

Street Queensway

Post town Birmingham

County/Region

Postcode B 3 3 H N

Country

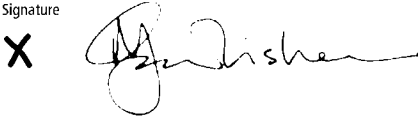
AM22

Notice of move from administration to creditors' voluntary liquidation

5	Administrator's name ①		① Other administrator Use this section to tell us about another administrator.
Full forename(s)	Paul James		
Surname	Meadows		
6	Administrator's address ②		② Other administrator Use this section to tell us about another administrator.
Building name/number	156 Great Charles Street		
Street	Queensway		
Post town	Birmingham		
County/Region			
Postcode	B 3 3 H N		
Country			
7	Appointor/applicant's name		
	Give the name of the person who made the appointment or the administration application.		
Full forename(s)	Christopher		
Surname	Russell		
8	Proposed liquidator's name		
Full forename(s)	Matthew James		
Surname	Cowlshaw		
Insolvency practitioner number	0 0 9 6 3 1		
9	Proposed liquidator's address		
Building name/number	156 Great Charles Street		
Street	Queensway		
Post town	Birmingham		
County/Region			
Postcode	B 3 3 H N		
Country			

AM22

Notice of move from administration to creditors' voluntary liquidation

10	Proposed liquidator's name ^①												① Other liquidator Use this section to tell us about another liquidator.
Full forename(s)		Paul James											
Surname		Meadows											
Insolvency practitioner number		0	1	1	8	9	0						
11	Proposed liquidator's address ^②												② Other liquidator Use this section to tell us about another liquidator.
Building name/number		156 Great Charles Street											
Street		Queensway											
Post town		Birmingham											
County/Region													
Postcode		B	3		3	H	N						
Country													
12	Period of progress report												
From date		^d 0	^d 2	^m 0	^m 4	^y 2	^y 0	^y 2	^y 2				
To date		^d 2	^d 7	^m 0	^m 9	^y 2	^y 0	^y 2	^y 2				
13	Final progress report												
<input checked="" type="checkbox"/> I have attached a copy of the final progress report.													
14	Sign and date												
Administrator's signature		Signature 											
Signature date		^d 2	^d 7	^m 0	^m 9	^y 2	^y 0	^y 2	^y 2				

**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	Vinay Mistry
Company name	Teneo Financial Advisory Ltd
Address	156 Great Charles Street Queensway
Post town	Birmingham
County/Region	
Postcode	B 3 3 H N
Country	
DX	
Telephone	+44 121 619 0120

**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 and dated 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

Retig Limited (in administration) ("the Company")






Final progress report to creditors pursuant to rules 18.6 and 3.53 of the Insolvency (England & Wales) Rules
2016 ("the Rules")

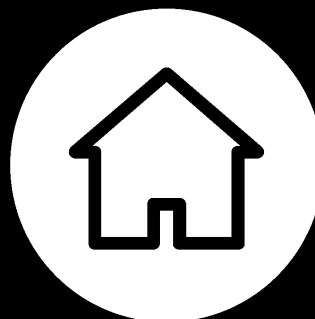
27 September 2022

Matthew James Cowlshaw and Paul James Meadows ("the Joint Administrators") were appointed Joint Administrators of Retig Limited on 2 October 2020 by the Directors. The affairs, business and property of the Company are managed by the Joint Administrators. The Joint Administrators act as agents of the Company and contract without personal liability. All licensed Insolvency Practitioners of Teneo Financial Advisory Limited ("Teneo") are licensed in the UK to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.

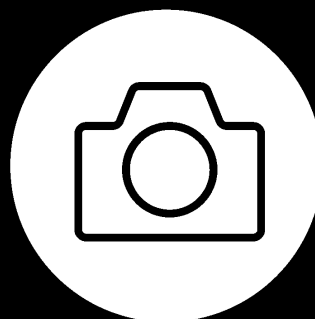
For the purposes of paragraph 100(2) of Schedule B1 of the Insolvency Act 1986 (as amended), ("the Act"), the Joint Administrators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally. As stated in the administration appointment documents, these are COMI proceedings (i.e. the centre of main interests is in the UK).

Council Regulation (EU) No 2015/848 applies and these are the main proceedings as defined in Article 3(1) of that regulation.

	Contents	1
	Key messages	2
	Summary Proposals	4
	Information for creditors	9
	Remuneration and expenses	11



Key messages



Key messages

Joint Administrators of the Company

Matthew James Cowlshaw

Paul James Meadows

Teneo Financial Advisory Limited

156 Great Charles Street

Queensway

Birmingham

B3 3HN

Contact details

Email: vinay.mistry@teneo.com

www.ips-docs.com

Tel: 0121 619 0149



Purpose of administration	<ul style="list-style-type: none">The purpose of the administration was to achieve a better result for the Company's creditors as a whole than a liquidation.
Achievement of the Joint Administrators' Proposals	<ul style="list-style-type: none">The orderly wind down of the business was completed on appointment.Under the terms of the sale agreement, the shares held in The Phoenix Works Limited ("Phoenix"), the Company's subsidiary, were sold for £1, and £499,999 was received from Phoenix in settlement of Phoenix's intercompany debt due to the Company.A pre appointment VAT refund of £7.7k was recovered in the administration, in line with the estimated value in the statement of affairs.An unsecured claim for £18.1m was submitted in the liquidation of Tonik Energy Limited ("Tonik"), a connected company. No dividend has been paid yet therefore this will continue to be monitored in the subsequent Creditors Voluntary Liquidation ("CVL").An unsecured claim for £7.2m was submitted in the liquidation of Locus Energy Limited ("Locus"), a connected company. No dividend has been paid yet therefore this will continue to be monitored in the subsequent CVL.The company's leasehold interest has been informally surrendered.Please see page 6 for further details.
Costs	<ul style="list-style-type: none">Our fee basis was fixed as a set amount of £250k plus VAT. Please see page 13 for further details.No further category 1 third party costs or expenses have been incurred since our last report. Please refer to page 8 for further details.No category 2 expenses have been incurred since our last report, nor were any incurred during the period of the administration. Please refer to page 14 for further details.
Outcome for Creditors	<ul style="list-style-type: none">Secured creditors – BP Gas Marketing Limited ("BP") were not paid any distributions under its fixed charge.Preferential creditors – There will be sufficient realisations to enable payment in full of preferential claims in the subsequent CVL.Secondary Preferential creditor – There is no Secondary Preferential Creditor due to the date of appointment.Unsecured creditors – It is likely that there will be a distribution for unsecured creditors in the subsequent CVL.Please see page 11 for further details.
Extension to administration period	<ul style="list-style-type: none">The period of the administration was extended for a total of 13 months to enable the finalising of outstanding issues related to the administration as detailed on page 6.



Summary Proposals

The Joint Administrators' Proposals	5
Steps taken	6
Costs	8
Receipts and Payments	9



Summary of the Joint Administrators' Proposals

The Joint Administrators' Proposals

Our Proposals for the administration include:

- continuing to manage the affairs and any remaining assets of the Company and the settlement of all administration expenses;
- assessing the affairs of the Company and reviewing and reporting on the conduct of its directors and, where required, providing assistance to any regulatory authorities with any investigation into the affairs of the Company or its management;
- agreement of the claims of any secured, preferential and unsecured creditors against the Company unless we conclude, in our reasonable opinion, that the Company will have no assets available for distribution;
- distributing funds to any secured and preferential creditors and, where applicable, to unsecured creditors under the Prescribed Part as and when their claims are agreed and funds permit, and to make distributions to unsecured creditors, other than out of the Prescribed Part if the court gives permission following an appropriate application; and
- that, following the realisation of assets and resolution of all matters in the administration, and as quickly and efficiently as is reasonably practicable, we will implement the most appropriate exit route to formally conclude the administration; and that, if the Company is to be placed into Creditors' Voluntary Liquidation ("CVL"), we (or any person appointed as a replacement office holder) propose to be appointed Joint Liquidators and for the purposes of section 231 of the Act the Joint Liquidators will each be authorised to carry out all functions, duties and powers either jointly or severally.

Specific approval from the appropriate body was sought to fix the basis of and the ability to draw our remuneration and expenses, including pre administration legal fees, and to agree the time of our discharge on conclusion of the administration. Please refer to page 12 for details.



Summary Proposals

Steps Taken

The Joint Administrators' Proposals

Our Proposals were approved by deemed consent of the creditors of the Company on 11 December 2020.

Extensions to the administration

The administration was extended for a period of 12 months by deemed consent of the creditors on 20 September 2021 to allow outstanding issues in respect of the Administrators' remuneration to be finalised, the Company's VAT position with HM Revenue & Customs ("HMRC") to be finalised and the collection of receipts and adjudicating preferential creditor claims.

Steps taken during the administration

Statutory tasks

During the administration we have carried out the following tasks which primarily relate to fulfilment of statutory and compliance obligations and other tasks of an administrative nature:

- Case set-up and management actions, including updating the creditor portal for the cases, filing and regular diary reviews to ensure compliance matters are dealt with accordingly;
- Statutory reporting, including the preparation of the proposals, two progress reports and the final progress report;
- Appointment notifications, including notifying relevant parties of the appointments;
- Confidential reports to the Insolvency Service on the directors' conduct;
- Cashiering functions, including the preparation of monthly bank account reconciliations and various payments and receipts; and
- Interaction with HM Revenue & Customs ("HMRC") in respect of VAT and Corporation Tax matters.

These tasks are a necessary part of the engagement but do not generate any direct financial benefit for creditors.

Investigations

We reviewed the information available to assess whether there are any matters that might lead to a recovery for the benefit of creditors, such as potential claims that may be brought against parties either connected to or who have had past dealings with the Company. No further avenues of recovery were identified as result of our investigations.

Sale of business and recovery of intercompany balances - Phoenix

The Company held shares in a subsidiary trading company, Phoenix, which had commenced a sale process prior to our appointment. This process was continued by the Joint Administrators. We retained 3 employees to assist with the sale for £1 to Liberty Global Europe Two Limited, an unconnected company. We also received a net amount of c.£477k from Phoenix in settlement of an intercompany balance owed to the Company. (The gross amount in the receipts and payments account of £499,999 includes Tonik's share of the intercompany balances' consideration which has been repaid to Tonik).

Intercompany balances

The Company's statement of affairs shows intercompany balances owed by Tonik of £18.1m and by Locus of £7.2m. We have submitted claims in both liquidations for these amounts. The realisable values of the balances is not yet clear as they are dependent upon the final amounts realised for those companies' assets and the final amount of agreed unsecured creditors' claims.

Further updates in respect of these intercompany balances will be provided in the subsequent CVL.

Pre-appointment VAT Return

During the administration we have realised a VAT refund from HMRC for £7.7k. This amount is in line with the value shown in the Company's statement of affairs.

Non-domestic business rates ("NDBR") refund

We have realised a NDBR refund from Birmingham City Council for £3,590.

Leasehold interest

The Company held a lease to several floors at Lombard House, 145 Great Charles Street, Birmingham, B3 3LP. The premises were vacated from 23 October 2020 and the lease has been informally surrendered.



Summary Proposals

Steps Taken

The Joint Administrators' Proposals (continued)

IT and Payroll Costs Reimbursement

During the administration the Company was reimbursed c.£101k by Tonik for IT and payroll costs paid by the Company but provided for the benefit of Tonik. £1,611 has been reimbursed in the period of this report. All funds have now been reimbursed, as shown in the receipts and payments account on page 9.

Creditors' Decision Procedures

A creditors' decision procedure by correspondence was held with a decision date of 16 November 2021 on which date the following decisions were approved:

- That the basis of the Joint Administrators' remuneration be fixed as a set fee of £250,000 plus VAT thereon;
- That the Joint Administrators' category 2 disbursements as detailed below be approved and the Joint Administrators be authorised to draw category 2 expenses, (plus VAT where applicable) from the administration estate;
- That the Joint Administrators be approved to pay Deloitte LLP as a category 2 disbursement for the costs properly incurred by Deloitte LLP DIJV, Forensics, CFA, Tax and VAT in attending to the relevant matters arising in the administration, calculated at the prevailing charge out rates as detailed in the Joint Administrators' Progress Report dated 29 October 2021.



Summary
Proposals

Costs

Third party costs incurred during the report period

Joint Administrators' – Category 1 Expenses

Category 1 expenses are payments to persons providing the service to which the expense relates and which are neither payment to us, the officeholders, or to an associate of ours. These expenses can be paid out of the estate by us without creditor approval.

Trading costs

The company did not trade but in line with the Group's operating practice it was invoiced for IT and payroll costs for services provided to Tonik, and for which it has now been reimbursed. These were detailed on page 7 and are also shown in the receipts and payments account overleaf.

Consultancy costs

Consultancy costs were also incurred in winding down the Company and dealing with the share sale.

Please see below for a summary of all Category 1 expenses incurred since our appointment and the position with regard thereto:

- Consultancy fees totalling c.£64.5k plus VAT were incurred and have been paid. Three former directors were engaged on a consultancy basis to facilitate the share sale of The Phoenix Works. Morgan & Newby Ltd charged c.£59k in respect of these services and Don Leiper Consulting Ltd charged c.£1.5k.
- In addition to the above, £3.6k plus VAT was paid to Deia UK Ltd for administrative assistance provided in October and November 2020 to help with the orderly wind down of the Company and other work.
- Datasite UK Ltd were used to store the Company's electronic data, in respect of this work they have incurred and been paid £2.8k plus VAT to date in the Administration.

Legal Costs

- Gowling WLG ("Gowling") have incurred and been paid legal fees of £48k plus VAT and disbursements of £50 plus VAT, for work undertaken in respect of the administration.
- This work was in relation to reviewing the validity of our appointment, undertaking a security review, compliance advice on data protection matters, Ofgem related court filings and general insolvency advice. Gowling also advised on the sale of the shares in the subsidiary Company, Phoenix.

All costs have been paid, as shown in the receipts and payments account on page 9.

All professional costs are reviewed and analysed in detail before payment is approved.

Category 1 Expenses - Disbursements

Our disbursements are summarised below:

Those Category 1 expenses categorised as disbursements are payments made by us direct to third parties and for which no approval is required and which are summarised in the table below. These costs will be drawn in the subsequent CVL.

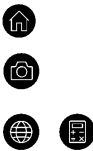
Category 1 expenses

£ (net)	Estimated per Proposals	Incurred in report period	Incurred during appointment period	Paid	Unpaid
Postage/Couriers	250	-	106	-	106
Specific Penalty Bond	230	-	230	-	230
Total expenses	480	-	336	-	336

The costs outlined opposite and above are in line with our estimates provided in our Proposals.

Joint Administrators' - Category 2 Expenses

These are payments to us (as officeholder) or to our associates or payments which have an element of shared costs. These expenses required creditor approval in the same manner as our remuneration. Please refer to page 14 for further information.



Progress of the administration

Receipts and payments

Retig Ltd				
Joint Administrators' receipts and payments account				
02 April 2022 to 27 September 2022				
£	SoA values	Notes	Period	To date
Receipts				
Shares in Tonik Energy Limited	-		-	-
Shares in Locus Energy Ltd	-		-	-
Total receipts	-		-	-
Payments				
Total payments			-	-
Fixed Charge Balance				-
Uncharged Assets				
Receipts				
Intercompany debtor due from Phoenix Renewables Ltd	-	A	-	499,999
Shares in Phoenix Renewables Ltd	-	A	-	1
Contribution to Costs	-	B	-	93,966
Contribution to Employee Costs	-	C	1,611	6,720
Rates Refund	-		-	3,590
Bank Interest Gross	-	D	5	43
HMRC VAT Refund	7,705		-	7,705
Intercompany debtor due from Tonik Energy Limited	177,000		-	-
Intercompany debtor due from Locus Energy Limited	-		-	-
Total receipts	184,705		1,616	612,024
Payments				
Wages and Salaries			-	16,644
Tonik's Share of Proceeds from The Phoenix Works Sale		A	-	23,000
Consultancy Fees			-	71,250
Contribution to IT Costs		B	-	93,966
Datasite Costs			-	2,812
Administrators' Fees			-	200,000
Legal Fees			-	48,048
Pre-Administration Legal Fees			-	3,162
Legal Disbursements			-	50
Statutory Advertising			-	95
Other Property Expenses			-	711
Bank Charges		C	3	35
Total payments			3	459,772
Uncharged Balance				152,252
Made up of:				
Interest Bearing Bank Account		C		65,165
Vat Control Account		E		88,698
Balance in hand				153,863

A receipts and payments account is provided, detailing the transactions during the report period and also cumulatively for the entire period of our appointment on 2 October 2020 to 27 September 2022.

Notes to receipts and payments account

A – Sale of Subsidiary

Funds received from the intercompany debtor due from sale of the Company's subsidiary The Phoenix Works. A portion of these proceeds were paid to Tonik to settle an intercompany debt.

B – Contribution to Costs

Funds received from Tonik to pay third party costs. These sums relate to IT services invoiced to the Company but provided for the benefit of Tonik. Tonik has now reimbursed the Company for these services.

C – Contribution to Employee Costs

Funds received from Tonik to pay an amount invoiced to the Company but for the benefit of former Tonik employees.

D - Bank interest

All funds are held in an interest bearing account. The associated corporation tax on interest received has been/will be accounted for to HMRC.

E - VAT

All sums shown opposite are shown net of VAT, which is recoverable and will be accounted for to HMRC in due course.

Rounding note

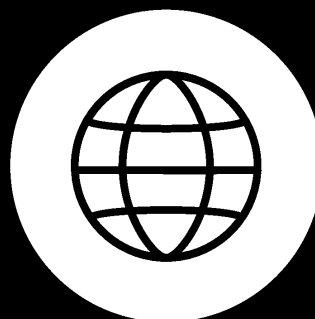
In preparing this report, figures have been rounded (for presentational purposes only). There may therefore appear to be rounding errors.



Information for creditors

Outcome for creditors

11



Information for creditors

Outcome for creditors

Secured creditors

BP's secured claim is under its fixed charge over the shares that the Company owns in Tonik and Locus as per the Company's books and records.

As detailed in our Proposals there will be no distribution made to BP under its fixed charge, as the shares over which the charge is held have not been realised.

BP have received secured dividends totalling £5m from Tonik and are not anticipated to have any unsecured claim against the Company.

Preferential creditors

Preferential claims consist of amounts owed to employees for arrears of wages/salaries, holiday pay, and pension contributions.

In our Proposals we estimated that preferential claims would total approximately £20k. To date preferential claims made by employees total £11.3k. The preferential claims are currently being admitted for dividend, and preferential creditors will be paid in full in the subsequent CVL.

Secondary Preferential Creditor

As this appointment pre-dates 1 December 2020, the Secondary Preferential Debt provisions do not apply.

Unsecured creditors

We have received 13 claims to date which total £21.0m and are broadly in line with the statement of affairs total of £20.4m.

On present information we anticipate that there will be sufficient funds to enable a distribution to be made to unsecured creditors in the CVL. We cannot estimate the rate of this dividend yet as the realisation of the Company's assets, and the adjudication and agreement of unsecured claims, is not yet complete.

Further updates will be provided in the subsequent CVL.

End of the administration

The administration will end when the appropriate notice has been registered at Companies House, following which the company will move from administration into CVL to enable payment of a dividend to unsecured creditors.

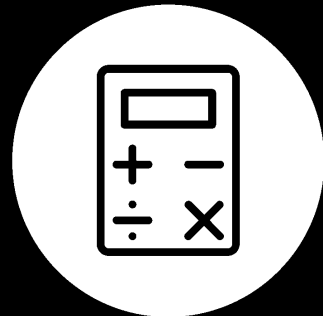




Remuneration and expenses

Joint Administrators' remuneration

13



Remuneration and expenses

Joint Administrators' remuneration

Administrators' remuneration

"A Creditors' Guide to Remuneration" is available for download at www.ips-docs.com

Should you require a paper copy, please send your request in writing to us at the address on page 3 of this report and this will be provided to you at no cost.

Basis of remuneration

The basis of our remuneration was fixed on 16 November 2021 by the creditors as a set amount of £250k, plus VAT thereon.

Please also note that our approved fee basis was inclusive of the costs in respect of work delivered by Deloitte LLP and as detailed further on page 13.

Fees drawn to date

We have drawn remuneration of £200k plus VAT against the agreed set fee of £250k as shown in the receipts and payments account on page 8.

The balance of our fees will be drawn in the subsequent CVL.



Remuneration and expenses
Detailed information

Category 2 Expenses

Category 2 Expenses - are payments to us (as officeholder) or to our associates or payments which have an element of shared costs. These expenses require creditor approval in the same manner as our remuneration.

Joint Administrators – Category 2 Expenses

As described on page 8, these are payments to us (as officeholder) or to our associates or payments which have an element of shared costs. Specific approval is required before these expenses can be drawn from the administration estate.

No category 2 expenses or disbursements have been incurred or paid to date in the administration.

Prior to the move of the Deloitte UK Restructuring team to Teneo Financial Advisory Limited, (“the Transaction”), work being delivered by other Deloitte service lines (with the exception of Deloitte Call Centre) was charged to the estate to be recovered as part of the Joint Administrators’ remuneration (from which an internal recharge would have then been made). We have thus included the anticipated costs for the services being delivered by Deloitte LLP in the amount of the set fee of £250k as approved by creditors.

Following the Transaction, Deloitte costs were required to be treated as Category 2 disbursements and thus required creditor approval. For avoidance of doubt however, all such costs were paid out of our approved remuneration, i.e. have not been charged as an additional cost.

Deloitte LLP – Services being provided

We have detailed below the services which have been or continue to be provided by Deloitte LLP, the costs of which are included in our fixed fee of £250k and will thus be paid out of our approved remuneration:

- Deloitte Global Financial Advisory India (“DIJV”) – are engaged to assist with general case management and administration. Their work, which is no longer ongoing, was charged on a time costs basis in line with the charge out rates provided opposite.
- Deloitte Tax/VAT - were engaged to assist with work in connection with undertaking work in connection with a review of the Company’s corporation tax position and assisting with the completion of VAT returns. Their work, which is no longer ongoing, was charged on a time costs basis. Their work, which is no longer ongoing, was charged on a time costs basis in line with the charge out rates provided opposite.

- Deloitte Forensics - We engaged the services of Deloitte Forensics, then an internal team, to assist with undertaking work in connection with imaging the IT systems and securing the Company’s records. Their work, which is no longer ongoing, was charged on a time costs basis in line with the charge out rates provided below.
- Deloitte Corporate Finance Advisory (“CFA”) - We engaged the services of Deloitte CFA, then an internal team, to assist with undertaking work in connection with the sale of the shares in The Phoenix Works Limited. Their work, which is no longer ongoing, was charged on a time costs basis in line with the charge out rates provided below.

Charge out rates last increased on 1 June 2022. Details of charge out rates applicable to prior report periods were given in those reports.

Deloitte LLP Charge out Rate Bands (£/hour)

Grade	Rate (£/hour)
Partners	1502 - 1549
Directors	1265 - 1302
Associate Directors	1150 - 1187
Managers/Assistant Managers	99 - 420
Consultants	593 - 887
Associates	142 - 357
Administrators/Analysts	95 - 389
Agent	36



Remuneration and expenses

Detailed information

Creditors' right to request information

Any secured creditor or unsecured creditor (with the support of at least 5% in value of the unsecured creditors or with leave of the Court) may, in writing, request us 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, in accordance with Rule 18.9 of the Rules.

Creditors' right to challenge remuneration and/or expenses

Any secured creditor or unsecured creditor (with the support of at least 10% in value of the unsecured creditors or with leave of the Court) may apply to the Court for one or more orders (in accordance with Rule 18.34 of the Rules), reducing the amount or the basis of remuneration which we are entitled to charge or otherwise challenging some or all of the expenses incurred.

Such applications must be made within eight weeks of receipt by the applicant(s) of the progress report detailing the remuneration and/or expenses being complained of, in accordance with Rule 18.34(3) of the Rules.

Please note that such challenges may not disturb remuneration or expenses approved or deemed to be approved under prior progress reports.



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