In accordance with Rule 18.7 of the Insolvency (England & Wales) Rules 2016 and Sections 92A, 104A and 192 of the Insolvency Act 1986.

Street

Post town

Postcode

Country

County/Region

5th Floor

Leeds

S 1

29 Wellington Street

4

DL

## LIQ03

## Notice of progress report in voluntary winding up



SATURDAY

01/12/2018

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COMPANIES HOUSE **Company details** Company number → Filling in this form 3 0 2 2 1 7 9 Please complete in typescript or in bold black capitals. Company name in full **Phoenix Select Food Ingredients Limited** Liquidator's name Full forename(s) Adrian D Surname Allen 3 Liquidator's address Building name/number Suite A, 7th Floor Street City Gate East Post town Tollhouse Hill County/Region Nottingham Postcode N G 5 F S Country Liquidator's name • Other liquidator Full forename(s) Keith Use this section to tell us about Surname Marshall another liquidator. Liquidator's address @ Building name/number | Central Square Other liquidator Use this section to tell us about

another liquidator.

LIQ03 Notice of progress report in voluntary winding up

6	Period of progress report
From date	2 9 0 7 7 7
To date	2 8 0 9 <u>72 70 71 78</u>
7	Progress report
	☐ The progress report is attached
8	Sign and date
Liquidator's signature	Signature
	X
Signature date	2 6 7 7 8

#### LI003

Notice of progress report in voluntary winding up

### **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. James Woodhead RSM Restructuring Advisory LLP Address Central Square, 5th Floor 29 Wellington Street Post town Leeds County/Region D S Country DX Telephone 0113 285 5000 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.

#### 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

☐ You have signed the form.

In the matter of

Newly Weds Foods (Banbury) Limited In Members' Voluntary Liquidation
And
Phoenix Select Food Ingredients Limited In Members' Voluntary Liquidation
And
Witwood Limited In Members' Voluntary Liquidation
('the Companies')

Joint Liquidators' Progress Report

26 November 2018

Adrian Allen and Keith Marshall Joint Liquidators

RSM Restructuring Advisory LLP Central Square 5th Floor 29 Wellington Street Leeds LS1 4DL

Tel: 0113 285 5000

Email: restructuring.leeds@rsmuk.com

#### **Sections**

- 1. Progress of the liquidation in the previous twelve months
- 2. Distributions to shareholders
- 3. Details of what remains to be done and matters preventing closure
- 4. Receipts and payments summary
- 5. Costs and Joint Liquidators' remuneration
- 6. Members' right to information and ability to challenge remuneration and expenses

#### **Appendices**

- A. Statutory and other information
- B. Summary of receipts and payments
- C. Charging, expenses and disbursements policy statement
- D. Current charge out and category 2 disbursement rates
- E. Statement of expenses incurred in the period from 29 September 2017 to 28 September 2018
- F. Joint Liquidators' time cost analysis for the period 29 September 2017 to 28 September 2018
- G. Dividend prospects for creditors / Distributions made to shareholders

This report has been prepared in accordance with insolvency legislation to provide members and the Registrar of Companies with information relating to the progress of the liquidation in the period from 29 September 2017 to 28 September 2018. This report should be read in conjunction with any previous reports that have been issued, copies of which are available on request.

This report has been prepared solely to comply with the statutory requirements of the relevant legislation. It has not been prepared for use in respect of any other purpose, or to inform any investment decision in relation to any debt or financial interest in the Company.

Neither the Joint Liquidators nor RSM Restructuring Advisory LLP accept any liability whatsoever arising as a result of any decision or action taken or refrained from as a result of information contained in this report.

#### 1 Progress of the liquidation in the previous twelve months

#### 1.1 Realisation of assets

The Joint Liquidators are obliged to realise the Company's property and maximise realisations. Details of the realisations made are set out below, with information relating to dividends, if any, contained within Appendix G.

#### 1.2 Newly Weds Food (Banbury) Limited

The only asset held by this company relates to a group balance due from Newly Weds Foods Limited of £1. As reported previously this will be distributed in specie prior to the finalisation of the Liquidation.

#### 1.3 Phoenix Select Food Ingredients Limited

At the date of Liquidation, the company held assets including investments of £18,794, cash at bank of £9,368 and group balances of £226,931. As previously reported the cash at bank balance was paid directly to the company's immediate parent company with the consent of the Joint Liquidators.

All remaining assets on the Company's balance sheet will be distributed in specie prior to the finalisation of the liquidation.

#### 1.4 Witwood Limited

The only asset held by this company relates to a group balance due from Witwood Food Products Limited of £1. As reported previously this will be distributed in specie prior to the finalisation of the Liquidation.

#### 1.5 HM Revenue & Customs

HM Revenue & Customs had requested a number of outstanding returns from each company. These were submitted in the previous period and clearance has now been received for each company.

Newly Weds Foods (Banbury) Limited has also received a Corporation Tax refund of £9,205 outside the period covered by this report. This refund will be distributed in specie as detailed above prior to the finalisation of the liquidation, subject to the agreement and settlement of outstanding professional costs.

#### 1.6 Pension Schemes

As reported previously, a number of pension schemes were identified following Liquidation. The Joint Liquidators have taken advice from Clumber Consultancy in respect of these pensions schemes to confirm if the Companies have any pensions obligations that have not been discharged.

This process is ongoing but the Joint Liquidators are hopeful that these matters will be brought to a close shortly and allow the Liquidations to be finalised.

#### 1.7 Potential claim for compensation for mis-selling of interest rate hedging product

The Joint Liquidators are not aware that any of the Companies were ever sold an interest rate hedging product.

#### 1.8 Change in Joint Liquidators

As a result of William Duncan leaving RSM Restructuring Advisory LLP, by Court Order dated 23 November 2017 he was removed as Joint Liquidator and Keith Marshall (IP No 9745) RSM Restructuring Advisory LLP was appointed in his place. A Notice to this effect was advertised in the London Gazette on 15 December 2017, and in accordance with the terms of the Order, the prior appointee was released from office with effect from 5 January 2018.

The Order also provided that each creditor of the estate was at liberty to apply to vary or discharge the Order within 21 days of publication in the Gazette.

#### 1.9 Administration and planning

Certain aspects of the work that the Joint Liquidators undertake are derived from the underlying legal and regulatory framework for cases of this nature. This work, which does not usually result in any direct financial return to creditors, is a necessary aspect of ensuring that the Joint Liquidators are complying with both of their legislative and best practice responsibilities, and ensuring that the case is managed efficiently and effectively. It includes matters such as:

- · Periodic case reviews, ongoing case planning and strategy
- Maintaining and updating computerised case management records
- Dealing with routine correspondence not attributable to other categories of work
- Ongoing consideration of ethical and anti-money laundering regulations
- General taxation matters, including seeking tax clearance from HMRC
- · Preparation of receipts and payments accounts, maintenance of cashiering records
- Preparing, reviewing and issuing final report to creditors and other parties
- Pension schemes, liaising with PPF/Pensions Regulator/Trustees

#### 2 Distributions to shareholders

No cash or 'in specie' distributions have been made to shareholders in the period of this report.

We anticipate making an 'in specie' distribution of all remaining assets prior to the finalisation of the liquidation.

#### 3 Details of what remains to be done and matters preventing closure

#### 3.1 Assets remaining to be realised

There are no assets remaining to be realised.

#### 3.2 Other outstanding matters

The Joint Liquidators are currently waiting to receive confirmation from Clumber Consultancy that the Companies have no further pensions obligations, once this is received the Joint Liquidators will being the process of finalising the Liquidations.

#### 4 Receipts and payments summary

The Joint Liquidators attach as Appendix B a summary of their receipts and payments for the period from 29 September 2017 to 28 September 2018.

#### 4.1 VAT basis

Receipts and payments are shown net of VAT, with any amount due to or from HM Revenue and Customs shown separately.

#### 5 Costs and Joint Liquidators' remuneration

#### 5.1 Joint Liquidators' remuneration, expenses and disbursements

The Joint Liquidators' remuneration was approved on a time cost basis by the shareholders of all three Companies on 29 September 2014 subject to a fee cap of £4,000 plus VAT and disbursements.

The Joint Liquidators have incurred time costs of £13,010 since the date of their appointment as Liquidators of Newly Weds Foods (Banbury) Limited. Of this, a total of £4,000 (plus VAT) has been paid and £9,010 remains outstanding.

The Joint Liquidators have incurred time costs of £12,239 since the date of their appointment as Liquidators of Phoenix Select Food Ingredients Limited. Of this, a total of £4,000 (plus VAT) has been paid and £8,239 remains outstanding.

The Joint Liquidators have incurred time costs of £13,689 since the date of their appointment as Liquidators of Witwood Limited. Of this, a total of £4,000 (plus VAT) has been paid and £9,689 remains outstanding.

Approval was also given to the drawing of disbursements, including category 2 disbursements. Details of the current rates are attached at Appendix D.

An analysis of the time incurred in the period is attached at Appendix F. Details of the sums drawn in respect of remuneration in the period covered by this report are shown in the receipts and payments account at Appendix B.

#### 5.2 Expenses and disbursements

A statement of the expenses incurred during the period is attached at Appendix F. This includes all expenses incurred by the Joint Liquidators in the period of the report irrespective of whether they have been paid or not and may include estimated amounts where actual invoices have not been received. The receipts and payments abstract at Appendix B sets out the expenses actually paid in the period together with cumulative figures.

#### 5.3 Other professional costs

Whilst professional costs are not subject to approval by the relevant approving body, all professional costs are subject to review before being paid.

Clumber Consultancy were retained as advisors in respect of the companies' pension schemes, we have agreed their remuneration on the basis of their standard hourly charge-out rates, plus VAT and disbursements, and their agreed fees of £650 plus VAT have been paid.

#### 6 Members' right to information and ability to challenge remuneration and expenses

In accordance with the provisions of the relevant legislation members have a right to request further information about remuneration or expenses and to challenge such remuneration or expenses.

A request for further information must be made in writing within 21 days of receipt of this report.

Members of the Company with at least 10% of the total voting rights of all members having the right to vote at general meetings of the Company, or any members with the permission of the court, may apply to court that the remuneration charged, the basis fixed or expenses incurred by the liquidator are in all the circumstances excessive.

Any such challenge must be made no later than eight weeks after receipt of the report which first discloses the charging of remuneration or incurring of the expenses in question.

If you would like a copy of A Shareholders Guide to Liquidator's Fees, please let me know.

Should you have any further queries please do not hesitate to contact me.

Keith Marshall RSM Restructuring Advisory LLP Joint Liquidator

Adrian D Allen is licensed to act as an insolvency Practitioner in the UK by the Institute of Chartered Accountants in England and Wales Keith Marshall is licensed to act as an insolvency Practitioner in the UK by the Institute of Chartered Accountants in England and Wales Insolvency Practitioners are bound by the Insolvency Code of Ethics when carrying out all professional work relating to an insolvency appointment

#### Appendix A

#### Statutory and other information

Company information	
Company names:	<ul><li>(1) Newly Weds Foods (Banbury) Limited</li><li>(2) Phoenix Select Food Ingredients Limited</li><li>(3) Witwood Limited</li></ul>
Previous company names:	<ul><li>(1) Witwood Food Products Limited</li><li>(2) Not Applicable</li><li>(3) Witwood Food Products Limited</li></ul>
Company numbers:	(1) 01606367 (2) 03022179 (3) 02930918
Dates of incorporation:	(1) 04/01/1982 (2) 15/02/1995 (3) 19/05/1994
Trading names:	Not Applicable
Trading addresses:	<ul> <li>(1) 1 Lombard Way, Banbury, Oxfordshire, OX16 4TJ</li> <li>(2) Owl Lane Owl Lane, Ossett, West Yorkshire WF5 9AX</li> <li>(3) 1 Lombard Way, Banbury, Oxfordshire, OX16 4TJ</li> </ul>
Principal activities:	<ul> <li>(1) The development, manufacture and supply of food coatings and ingredients to the food processing industry</li> <li>(2) Manufacture of condiments and seasonings</li> <li>(3) The development, manufacture and supply of food coatings and ingredients to the food processing industry</li> </ul>
Registered offices:	RSM Restructuring Advisory LLP, Central Square 5th Floor, 29 Wellington Street, Leeds, LS1 4DL
Previous registered offices:	RSM Restructuring Advisory LLP, 4th Floor Springfield House, 76 Wellington Street, Leeds, LS1 2AY

Liquidation information						
Joint Liquidators:	Joint Liquidator	Appointment Date	Release Date			
	William Duncan	29 September 2014	5 January 2018			
	Adrian Allen	29 September 2014	•			
	Keith Marshall	23 November 2017	-			
Functions:	The Joint Liquidators' appointment specified that they would have power to act jointly and severally.					
	The Joint Liquidators' have exercised, and will continue to exercise, all of their functions jointly and severally as stated in the notice of appointment.					
Correspondence address & contact	James Woodhead					
details of case manager:	0113 285 5000					
	RSM Restructuring Advisory LLP, Central Square, 5th Floor, 29 Wellington Street, Leeds, LS1 4DL					

Name, address & contact details of Joint Liquidators:

**Primary Office Holder:** 

Keith Marshall

Central Square, 5th Floor, 29 Wellington Street, Leeds, LS1 4DI

0113 285 5000

IP Number: 9745

**Second Office Holder** 

Adrian Allen

Suite A, 7th Floor, City Gate East, Tollhouse Hill, Nottingham, NG1 5FS

0115 964 4450

IP Number: 008740

# Newly Weds Foods (Banbury) Limited (In Liquidation)

#### JOINT LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNT

	From 29/09/2017 To 28/09/2018 £	From 29/09/2014 To 28/09/2018 £
RECEIPTS Contribution to Costs Group Balances	0.00 0.00	0.00 0.00
Croup Bulances	0.00	0.00
PAYMENTS Ordinary Shareholders	0.00	0.00
	0.00	0.00
BALANCE - 28 September 2018	ـــ ــــــــــــــــــــــــــــــــــ	0.00

Note:

## Phoenix Select Food Ingredients Limited (In Liquidation)

#### JOINT LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNT

	From 29/09/2017 To 28/09/2018 £	From 29/09/2014 To 28/09/2018 £
RECEIPTS		
Book Debts	0.00	0.00
Shares and Investments	0.00	0.00
Contribution to Costs	0.00	0.00
Group Balances	0.00	0.00
	0.00	0.00
PAYMENTS		
	0.00	0.00
BALANCE - 28 September 2018		0.00

Note:

## Witwood Limited (In Liquidation)

## JOINT LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNT

	From 29/09/2017 To 28/09/2018 £	From 29/09/2014 To 28/09/2018 £
RECEIPTS Contributions to Costs Bank Interest Gross	0.00 0.86	0.00 1.38
Bank Interest Net Sundry Floating Assets / Realisations	0.00	2.55 1,326.40
PAYMENTS	0.86	1,330.33
Pensions Advice VAT Inputs (Outputs)	400.00 80.00	650.00 130.00
	480.00	780.00
BALANCE - 28 September 2018	=	<u>550.33</u>

Note:

#### Appendix C

#### RSM Restructuring Advisory LLP Charging, expenses and disbursements policy

#### Charging policy

- Partners, directors, managers, administrators, cashiers, secretarial and support staff are allocated an hourly charge out rate which is reviewed from time to time.
- Work undertaken by cashiers, secretarial and support staff will be or has been charged for separately
  and such work will not or has not also been charged for as part of the hourly rates charged by
  partners, directors, managers and administrators.
- Time spent by partners and all staff in relation to the insolvency estate is charged to the estate.
- Time is recorded in 6-minute units at the rates prevailing at the time the work is done.
- The current charge rates for RSM Restructuring Advisory LLP are attached.
- Time billed is subject to Value Added Tax at the applicable rate, where appropriate.
- It is the office holder's policy to ensure that work undertaken is carried out by the appropriate grade of staff required for each task, having regard to its complexity and the skill and experience actually required to perform it.
- RSM Restructuring Advisory LLP's charge out rates are reviewed periodically.

#### **Expenses and disbursements policy**

- Only expenses and disbursements properly incurred in relation to an insolvency estate are re-charged to the insolvency estate.
- Expenses and disbursements which comprise external supplies of incidental services specifically
  identifiable to the insolvency estate require disclosure to the relevant approving party, but do not
  require approval of the relevant approving party prior to being drawn from the insolvency estate. These
  are known as 'category 1' disbursements.
- Expenses and disbursements which are not capable of precise identification and calculation (for
  example any which include an element of shared or allocated costs) or payments to outside parties
  that the firm or any associate has an interest, require the approval of the relevant approving party prior
  to be being drawn from the insolvency estate. These are known as 'category 2' disbursements.
- A decision regarding the approval of category 2 disbursements at the rates prevailing at the time the
  cost is incurred to RSM Restructuring Advisory LLP was sought from the relevant approving party in
  accordance with the legislative requirements.
- General office overheads are not re-charged to the insolvency estate as a disbursement.
- Any payments to outside parties in which the office holder or his firm or any associate has an interest
  will only be made with the approval of the relevant approving party.
- Expenses and disbursements re-charged to or incurred directly by an insolvency estate are subject to VAT at the applicable rate, where appropriate.

Appendix D

RSM Restructuring Advisory LLP – Leeds current charge out and category 2 disbursement rates

Hourly charge out rates								
Rates at commencement £	Current rates							
395	525							
300	270-405							
260	260-285							
190-200	N/A							
130-185	175-235							
110	95-130							
	£ 395 300 260 190-200 130-185							

Category 2 disbursement rates								
Internal room hire	£165							
Subsistence	£25 per night							
Travel (car)	42.5p per mile							
'Tracker' searches	£10 per case							

Appendix E
Statement of expenses incurred in the period from 29 September 2017 to 28 September 2018

#### Newly Weds Foods (Banbury) Limited

	Incurre	d to date	Paid to	Unpaid
	29/9/14 to 28/9/17	29/9/17 to 28/9/18	date	
EXPENSES (EXCLUDING CATEGORY 2 DISBURSEMENTS)				
Bond	42.50	10.00	-	52.50
Statutory advertising	188.00	-	-	188.00
Sub Total	230.50	10.00	-	240.50
CATEGORY 2 DISBURSEMENTS				
None	-	-	-	-
Sub Total	•	•	-	-
Total	230.50	10.00	-	240.50

#### Phoenix Select Food Ingredients Limited

	Incurre	Paid to	Unpaid	
	29/9/14 to 28/9/17	29/9/17 to 28/9/18	date	
EXPENSES (EXCLUDING CATEGORY 2 DISBURSEMENTS)				
Bond	42.50	10.00	-	52.50
Statutory advertising	188.00	-	-	188.00
Sub Total	230.50	10.00	-	240.50
CATEGORY 2 DISBURSEMENTS				
None	-	-	-	-
Sub Total	-	-	-	_
Total	230.50	10.00	-	240.50

#### Witwood Limited

		£				
	Incurre	Paid to date	Unpaid			
	29/9/14 to 28/9/17 29/9/17					
EXPENSES (EXCLUDING CATEGORY 2 DISBURSEMENTS)						
Bond	42.50	10.00	-	52.50		
Statutory advertising	188.00	-	_	188.00		
Sub Total	230.50	10.00	-	240.50		
CATEGORY 2 DISBURSEMENTS						
None	-	-	-	-		
Sub Total	-		-	-		
Total	230.50	10.00	-	240.50		

#### Appendix F

Joint Liquidators' time cost analysis for the period from 29 September 2017 to 28 September 2018

SIP9 Time Report - Level 2

Newly Weds Foods (Banbury) Limited MIVI Post Appointment

For the period 29/09/2017 to 28/09/2018

Total Average Costs Rates		9.00 244.04						2.00 212.35	3.00 228.58	3.00 228.58		
Time		£ 1,269.00		3			£ 722.00		€ 3,543.00	£ 3,543.00		
Total Hours	0.1	5.2	1.4	5.4	12.1		3.4	3.4	15.5 £ 3,543.00	15.5	£ 3,543.00	228.58
Assistants & Support Staff	0.1	0.0	0.0	1.0	1.		9.0	9.0	1.7 £ 167.00	1.7	£ 167.00	98.24
Assistant Administrators 4anagers	0:0	0.2	0.0	0.0	0.5		0.0	0.0	0.2 £ 44.00	0.2	£ 44.00	220.00
Assistant Managers	0.0	5.0	1.4	4.4	10.8		2.8		13.6 £ 3,332.00	13.6	£ 3,3	245.00
Managers	0.0	0.0	0.0	0.0	0.0		0.0	0.0	0.0 £ 0.00	0.0	£	0.00
Directors / Associate Directors	0.0	0.0	0'0	0.0	0.0		0.0	0.0	0.0 £ 0.00	0.0	£ 0.00	0.00
Partners	0.0	0.0	0.0	0.0	0.0		0.0	0.0	0.0 £ 0.00	0.0	00'0 3	0.00
Hours Spent	Administration and Planning Appointment	Case Management	Pension Scheme	Tax Matters	Total	Creditors	Other Creditor Meetings and Reports	Total	Total Hours Total Time Cost			
Period										Total Hours	Total Time Cost	Average Rates

SIP9 Time Report - Level 2

Phoenix Select Food Ingredients Limited

MVI Fost Appointment

For the period 29/09/2017 to 28/09/2018

Hours Spent	Partners	Directors / Associate	Managers	Assistant Ad Managers	Assistant Administrators Aanagers	Assistants & Support Staff	Total Hours	Total Time Costs	Average Rates
Administration and Planning									
Appointment	0.0	0.0	0.0	0.0	0.0	0.1	0.1	£ 6.00	90.09
Case Management	0.0	0.0	0.0	5.1	0.2	0.0	5.3	£ 1,293.50	244.06
Pension Scheme	0.0	0.0	0.0	1.4	0.0	0.0	1.4	£ 343.00	245.00
Tax Matters	0.0	0.0	0.0	0.8	0.0	0.2	1.0	£ 220.00	220.00
Total	0.0	0.0	0.0	7.3	0.2	0.3	7.8	£ 1,862.50	238.78
Other Creditor Meetings and Reports	0.0	0.0	0.0	2.8	0.0	9.0	3.4	£ 722.00	212.35
Total	0.0	0.0	0.0	2.8	0.0	9.0	3.4	£ 722.00	212.35
Total Hours	0.0	0.0	0.0	10.1	0.2	6.0	11.2	£ 2,584.50	230.76
lotal Time Cost	£ 0.00	£ 0.00	€ 0.00	£ 2,474.50	£ 44.00	£ 66.00	£ 2,584.50		
	0.0	0.0	0.0	10.1	0.2	0.9	11.2	£ 2,584.50	230.76
	£ 0.00	£ 0.00	€ 0.00	£ 2,474.50	£ 44.00	£ 66.00	£ 2,584.50		
	0.00	0.00	0.00	245.00	220.00	73.33	230.76		

# SIP9 Time Report - Level 2

Witwood Limited
MVI Post Appointment

for the period 29/09/2017 to 28/09/2018

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#### Appendix G

### Dividend prospects for creditors

There are no known creditors

#### Distributions made to shareholders

#### A. Cash Distributions

Date	£ per share		

#### B. Distributions made 'in specie'

Date	Asset	Value	Basis of Valuation	To whom distributed and in what proportion

No distributions have been made to shareholders during the period covered by this report.