

In accordance with
Rule 5.10 of the
Insolvency (England &
Wales) Rules 2016 &
Section 94(3) of the
Insolvency Act 1986.

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

FRIDAY



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20/09/2019

#52

COMPANIES HOUSE

1 Company details

Company number 0 8 3 6 7 8 7 1

Company name in full ProLabs (Group) Limited

→ Filling in this form

Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Edward

Surname Kerr

3 Liquidator's address

Building name/number Two Snowhill

Street

Post town Birmingham

County/Region

Postcode B 4 6 G A

Country

4 Liquidator's name

Full forename(s) Malcolm

Surname Cohen

Other liquidator

Use this section to tell us about
another liquidator.

5 Liquidator's address

Building name/number Two Snowhill

Street

Post town Birmingham

County/Region

Postcode B 4 6 G A

Country

Other liquidator

Use this section to tell us about
another liquidator.

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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

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m

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9

y

y

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y

1

y

9

LIQ13

Notice of final account prior to dissolution in MVL



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 **Edward Kerr**

Company name **BDO LLP**

Address
5 Temple Square
Temple Street

Post town
Liverpool

County/Region

Postcode
L 2 5 R H

Country

DX
BRNOTICE@bdo.co.uk

Telephone
01512 374 500



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

ProLabs (Group) Limited
(In Liquidation)
Joint Liquidators' Summary of Receipts & Payments

Declaration of Solvency £		From 06/02/2019 To 30/07/2019 £	From 06/02/2018 To 30/07/2019 £
	ASSET REALISATIONS		
3,062,214.00	Intercompany Debt	NIL	NIL
569,171.00	Shares & Investments	NIL	NIL
		NIL	NIL
3,631,385.00		NIL	NIL
	REPRESENTED BY		
			NIL

Note:

The investments totalling £569,170.56 related to the shareholding of 2,210,000 Ordinary Shares of £0.25 each and 6,668,222 Preferred Ordinary Shares of £0.0025 each held in Pro-Labs (UK) Limited. These investments were distributed in specie to ProLabs (Holdings) Limited on 27 March 2018.

The intercompany debt of £3,062,214 was distributed in specie to ProLabs (Holdings) Limited on 25 March 2019.



Tel: +44 (0)121 352 6200
Fax: +44 (0)121 352 6222
www.bdo.co.uk

TWO SNOWHILL
Birmingham
B4 6GA
UNITED KINGDOM

19 September 2019

Our Ref EK/TB/00292270/J1H

Please ask for
Ann Moore
Dial: 0121 352 6399
Email: Ann.Moore@bdo.co.uk

To the Member

Dear Madams/Sirs

ProLabs (Group) Limited - In Members' Voluntary Liquidation ('the Company')
Registered Number: 08367871

This is my final report on this Liquidation, in accordance with Section 94 of the Insolvency Act 1986 ('the Act'). This report covers the period from 6 February 2019 to 30 July 2019 ('the Period') and should be read in conjunction with my previous report. The Company's affairs are fully wound up and as no substantive issues have been raised by members, no further report will be issued and this report will be presented as the final report.

Statutory Information

The Joint Liquidators are Edward Kerr (officeholder number: 9021) and Malcolm Cohen (officeholder number: 6825) both of BDO LLP, Two Snowhill, Snow Hill Queensway, Birmingham, B4 6GA. The Joint Liquidators were appointed on 6 February 2018.

The Company's registered number is 08367871. The Company was incorporated on 21 January 2013 and had no former names in the 12 months before Liquidation.

The Company's principal trading address and registered address was Eagle House, Lakeside Business Park, South Cerney, Gloucestershire, GL7 5XL prior to Liquidation. The registered office was changed to Two Snowhill, Snow Hill, Birmingham, B4 6GA after the winding up resolution was passed.

Receipts and Payments

The enclosed Receipts and Payment Account includes the amounts detailed in the Declaration of Solvency. Although there have been no physical receipts or payments in the Period there has been a distribution in specie, as detailed further on in this report.

Creditors

There were no creditors included on the Declaration of Solvency and no claims have been received in the Liquidation.

The Joint Liquidators are Data Controllers as defined by the General Data Protection Regulations. BDO LLP will act as Data Processor on the instruction of the Data Controllers. Personal data will be kept secure and processed only for matters relating to the Liquidation of ProLabs (Group) Limited. Please see the privacy statement at <https://www.bdo.co.uk/en-gb/privacy-notices/insolvencies>

BDO LLP, a UK limited liability partnership registered in England and Wales under number OC305127, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms. A list of members' names is open to inspection at our registered office: 55 Baker Street, London W1U 7FJ. BDO LLP is authorised and regulated by the Financial Conduct Authority to conduct investment business

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HM Revenue & Customs ('HMRC')

As reported previously, tax clearance had been received from the Enforcement and Insolvency Service, which deals with taxes other than corporation tax. In the period since my last report was sent out, I can confirm that corporation tax clearance has also been received.

Distributions**Other distributions to members in specie but not under S.110 arrangement (Rule 18.12 of the Insolvency (England and Wales) Rules 2016 ('the Rules'))**

In the Period, there has been a distribution of property to members in its existing form other than pursuant to a Section 110 arrangement under the Act, and in accordance with Rule 18.12(2) of the Rules, I include in this report and in the Receipt and Payments account relevant information;

- I. The estimated value of the property distributed amongst the members of the Company during the period to which the account or report relates to is £3,062,214, and
- II. This related to an Intercompany Debt of that amount included on the Company's final balance sheet prior to Liquidation.

The right to collect this Intercompany Debt was distributed on 25 March 2019, and this equated to a return of capital of £2.28 per Ordinary £0.25 share. As reported previously, the Shares and Investments totalling £569,171 were distributed in specie on 27 March 2018.

Joint Liquidators' Remuneration

The Rules provide that Liquidators are obliged to have their remuneration approved on one of the following bases:

- (1) as a percentage of the assets realised and distributed; and/or
- (2) by reference to the time the Joint Liquidators and their 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.

The member approved the Joint Liquidators' remuneration on a fixed fee basis of £6,000 plus VAT and disbursements. The fee has been invoiced to a group company.

For guidance, I enclose a document that outlines the policy of BDO LLP in respect of fees and disbursements.

Disbursements

Where disbursements are recovered in respect of precise sums expended to third parties there is no necessity for these costs to be authorised. These are known as category 1 disbursements.

Some Liquidators recharge expenses, for example printing, photocopying and telephone costs, which cannot economically be recorded in respect of each specific case. Such expenses, which

are apportioned to cases, require the approval of the members before they can be drawn, and these are known as category 2 disbursements. The policy of BDO LLP in respect of this appointment is not to charge any category 2 disbursements with the exception of mileage on the basis of the mileage scale approved by HMRC, being 45p per mile unless otherwise disclosed to the members. There are no category 2 disbursements in this Liquidation.

As advised in my previous report, total category 1 disbursements of £437.00 have been incurred in this Liquidation as detailed below:

Narrative	Cat. 1 (£)	Cat. 2 (£)	Total (£)
Statutory Bonding	200.00	-	200.00
Statutory Advertisement	237.00	-	237.00
	437.00	-	437.00

The disbursements have been invoiced, together with the fee, to a group company.

Members' Rights

Members with the concurrence of at least 5% in value of the members may within 21 days of this report request in writing further information regarding the remuneration and expenses set out in this report. In accordance with Rule 18.9(3) of the Rules within 14 days of a request I will provide further information or explain why further information is not being provided.

A member (who need not be the member who asked for the information) may, with the concurrence of at least 5% or more in value of the members (including the member in question), apply to the court within 21 days of my response or the expiry for the period of my response and the court may make such order as it thinks fit (Rule 18.9(6) and (7) of the Rules). Members with the concurrence of at least 10% of the members may apply to the court if they consider that the remuneration of the Joint Liquidators, or the basis fixed for the remuneration of the Joint Liquidators or expenses charged by the Joint Liquidators are excessive (Rule 18.34 of the Rules). Such an application must be made within 8 weeks of receiving this draft report. The text of Rules 18.9 and 18.34 are set out at the end of this report. The member did not raise any queries on the content of the proposed final report in the 8 week period.

Release of Joint Liquidators

The Joint Liquidators did not receive any objections to their release from office and therefore will be released from office under Section 173 of the Act at the same time as vacating office.

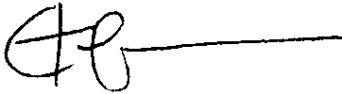
The Insolvency Service has established a central gateway for considering complaints in respect of Insolvency practitioners. In the event that you make a complaint to me but are not satisfied with the response from me then you should visit <https://www.gov.uk/complain-about-insolvency-practitioner> where you will find further information on how you may pursue the complaint.

The Joint Liquidators are bound by the Insolvency Code of Ethics when carrying out all professional work relating to this appointment. A copy of the code is at <http://www.icaew.com/en/members/regulations-standards-and-guidance/ethics/code-of-ethics-d>.

Members may access information setting out the rights in respect of the approval of Joint Liquidators' remuneration at <https://www.r3.org.uk/what-we-do/publications/professional/fees>.

Please contact me or my colleague Ann Moore on 0121 352 6399 or at Ann.Moore@bdo.co.uk if you require further information.

Yours faithfully
for and on behalf of
ProLabs (Group) Limited



Edward T Kerr
Joint Liquidator
Authorised by the Institute of Chartered Accountants in England & Wales in the UK to act as an insolvency practitioner

Enclosures
Notice of Final Account
Receipts and Payments Account
BDO LLP Policy in Respect of Fees and Disbursements
Statement of Creditors' and Members' Rights in respect of Fees and Disbursements

**NOTICE OF FINAL ACCOUNT UNDER SECTION 94 OF THE INSOLVENCY ACT 1986 & RULE 5.10
OF THE INSOLVENCY (ENGLAND AND WALES) RULES 2016 ('the Rules')**

**ProLabs (Group) Limited - In Members' Voluntary Liquidation ('the Company')
Registered number: 08367871**

NOTICE THAT:

The Company's affairs are fully wound up.

The Joint Liquidators will vacate office under Section 171 of the Insolvency Act 1986 when they deliver the attached account and report to the registrar of companies, stating whether any member has objected to their release.

The Joint Liquidators will be released under Section 173 of the Insolvency Act 1986 at the same time as vacating office, unless any of the Company's members objected to the Joint Liquidators' release.

I can confirm that the member did not object to the Joint Liquidators' release.

The Joint Liquidators are Edward Kerr (Officeholder No: 9021) and Malcolm Cohen (Officeholder No: 6825, both of BDO LLP, Two Snowhill, Snow Hill Queensway, Birmingham, B4 6GA. The Joint Liquidators were appointed on 6 February 2018. The Joint Liquidators may also be contacted via Ann Moore at Ann.Moore@bdo.co.uk.

Dated: 19 September 2019



Edward Kerr officeholder number: 9021
Joint Liquidator
of BDO LLP, Two Snowhill, Snow Hill Queensway, Birmingham, B4 6GA

ProLabs (Group) Limited
(In Liquidation)
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	REPRESENTED BY		
			NIL

Note:

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ProLabs (Group) Limited- In Members' Voluntary Liquidation

In accordance with best practice I provide below details of policies of BDO LLP in respect of fees and expenses for work in relation to the above insolvency.

The current charge out rates per hour of staff within my firm who may be involved in working on the insolvency, follows:

GRADE	£
Partner	533-760
Manager	235-411
Assistant Manager	212
Senior Administrator	200-212
Administrator	71-180
Other Staff	75

This in no way implies that staff at all such grades will work on the case. The rates charged by BDO LLP are reviewed periodically and are adjusted to take account of inflation and the firm's overheads.

Time spent on casework is recorded directly to the relevant case using a computerised time recording system and the nature of the work undertaken is recorded at that time. Units of time can be as small as 3 minutes. BDO LLP records work in respect of insolvency work under the following categories:-

Pre Appointment
Steps upon Appointment
Planning and Strategy
General Administration
Asset Realisation/Management
Trading Related Matters
Employee Matters
Creditor Claims
Reporting
Distribution and Closure
Other Issues.

Under each of the above categories the work is recorded in greater detail in sub categories. Please note that the 11 categories provide greater detail than the six categories recommended by the Recognised Professional Bodies who are responsible for licensing and monitoring insolvency practitioners.

Where an officeholder's remuneration is approved on a time cost basis the time invoiced to the case will be subject to VAT at the prevailing rate.

Where remuneration has been approved on a time costs basis a periodic report will be provided to any committee appointed by the creditors or in the absence of a committee to the creditors (or, in the case of a members' voluntary liquidation, to the members). The report will provide a breakdown of the remuneration drawn and will enable the recipients to see the average rates of such costs.

Other Costs

Where expenses are incurred in respect of the insolvent estate they will be recharged. Such expenses can be divided into two categories.



1) Category 1

This heading covers expenses where BDO LLP has met a specific cost in respect of the insolvent estate where payment has been made to a third party. Such expenses may include items such as advertising, couriers, travel (by public transport), land registry searches, fees in respect of swearing legal documents etc. In each case the recharge will be reimbursement of a specific expense incurred.

2) Category 2

We propose to recover from the estate the cost of travel where staff use either their own vehicles or company cars in travelling connected with the insolvency. In these cases a charge of 45p per mile is raised which is in line with the HM Revenue & Customs Approved Mileage Rates (median - less than 10,000 miles per annum) which is the amount the firm pays to staff. Where costs are incurred in respect of mileage, approval will be sought in accordance with the Insolvency (England and Wales) Rules 2016 to recover this disbursement.

Where applicable, all disbursements will be subject to VAT at the prevailing rate.

BDO LLP
19 September 2019

Statement from the Insolvency (England and Wales) Rules 2016 regarding the rights of members and creditors in respect of the Joint Liquidators' fees and expenses:**Creditors' and members' requests for further information in administration, winding up and bankruptcy**

18.9.—(1) The following may make a written request to the office-holder for further information about remuneration or expenses (other than pre-administration costs in an administration) set out in a progress report under rule 18.4(1)(b), (c) or (d) or a final report under rule 18.14—

- (a) a secured creditor;
 - (b) an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question);
 - (c) 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;
 - (d) any unsecured creditor with the permission of the court; or
 - (e) any member of the company in a members' voluntary winding up with the permission of the court.
- (2) A request, or an application to the court for permission, by such a person or persons must be made or filed with the court (as applicable) within 21 days of receipt of the report by the person, or by the last of them in the case of an application by more than one member or creditor.
- (3) The office-holder must, within 14 days of receipt of such a request respond to the person or persons who requested the information by—
- (a) providing all of the information requested;
 - (b) providing some of the information requested; or
 - (c) declining to provide the information requested.
- (4) The office-holder may respond by providing only some of the information requested or decline to provide the information if—
- (a) the time or cost of preparation of the information would be excessive; or
 - (b) disclosure of the information would be prejudicial to the conduct of the proceedings;
 - (c) disclosure of the information might reasonably be expected to lead to violence against any person; or
 - (d) the office-holder is subject to an obligation of confidentiality in relation to the information.
- (5) An office-holder who does not provide all the information or declines to provide the information must inform the person or persons who requested the information of the reasons for so doing.
- (6) A creditor, and a member of the company in a members' voluntary winding up, who need not be the same as the creditor or members who requested the information, may apply to the court within 21 days of—
- (a) the office-holder giving reasons for not providing all of the information requested; or
 - (b) the expiry of the 14 days within which an office-holder must respond to a request.
- (7) The court may make such order as it thinks just on an application under paragraph (6).

Remuneration and expenses: application to court by a creditor or member on grounds that remuneration or expenses are excessive

18.34.—(1) This rule applies to an application in an administration, a winding-up or a bankruptcy made by a person mentioned in paragraph (2) on the grounds that—

- (a) the remuneration charged by the office-holder is in all the circumstances excessive;
 - (b) the basis fixed for the office-holder's remuneration under rules 18.16, 18.18, 18.19, 18.20 and 18.21 (as applicable) is inappropriate; or
 - (c) the expenses incurred by the office-holder are in all the circumstances excessive.
- (2) The following may make such an application for one or more of the orders set out in rule 18.36 or 18.37 as applicable—
- (a) a secured creditor,
 - (b) an unsecured creditor with either—
 - (i) the concurrence of at least 10% in value of the unsecured creditors (including that creditor), or
 - (ii) the permission of the court, or
 - (c) in a members' voluntary winding up—
 - (i) 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
 - (ii) a member of the company with the permission of the court.

(3) The application by a creditor or member must be made no later than eight weeks after receipt by the applicant of the progress report under rule 18.3, or final report or account under rule 18.14 which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report").

Applications under rules 18.34 and 18.35 where the court has given permission for the application

18.36.—(1) This rule applies to applications made with permission under rules 18.34 and 18.35.

- (2) Where the court has given permission, it must fix a venue for the application to be heard.
- (3) The applicant must, at least 14 days before the hearing, deliver to the office-holder a notice stating the venue and accompanied by a copy of the application and of any evidence on which the applicant intends to rely.
- (4) 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 office-holder is entitled to charge;
 - (b) an order reducing any fixed 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 is not to be treated as expenses of the administration, winding up or bankruptcy;
 - (e) an order for the payment of the amount of the excess of remuneration or expenses or such part of the excess as the court may specify by —
 - (i) the administrator or liquidator or the administrator's or liquidator's personal representative to the company, or
 - (ii) the trustee or the trustee's personal representative to such person as the court may specify as property comprised in the bankrupt's estate;
 - (f) any other order that it thinks just.
- (5) An order under paragraph (4)(b) or (c) may only be made in respect of periods after the period covered by the relevant report.
- (6) 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 administration, winding up or bankruptcy.

Applications under rule 18.34 where the court's permission is not required for the application

18.37.—(1) On receipt of an application under rule 18.34 for which the court's permission is not required, the court may, if it is satisfied that no sufficient cause is shown for the application, dismiss it without giving notice to any party other than the applicant.

- (2) Unless the application is dismissed, the court must fix a venue for it to be heard.
- (3) The applicant must, at least 14 days before any hearing, deliver to the office-holder a notice stating the venue with a copy of the application and of any evidence on which the applicant intends to rely.
- (4) 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 office-holder is entitled to charge;
 - (b) an order reducing any fixed 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 administration or winding up or bankruptcy;
 - (e) an order for the payment of the amount of the excess of remuneration or expenses or such part of the excess as the court may specify by —
 - (i) the administrator or liquidator or the administrator's or liquidator's personal representative to the company, or
 - (ii) the trustee or the trustee's personal representative to such person as the court may specify as property comprised in the bankrupt's estate;
 - (f) any other order that it thinks just.
- (5) An order under paragraph (4)(b) or (c) may only be made in respect of periods after the period covered by the relevant report.
- (6) 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 administration or as winding up or bankruptcy.