

Return of Final Meeting in a  
Members' Voluntary Winding up

**S.94**

Pursuant to Section 94 of the Insolvency Act 1986

To the Registrar of Companies

Company Number

05499435

Name of Company

(a) Insert full name  
of company

**Semplice Energy Limited**

(b) Insert full  
name(s) and  
address(es)

We Laura Waters and Karen Dukes  
Of PricewaterhouseCoopers LLP  
7 More London Riverside, London SE1 2RT

(c) Delete as  
applicable

(d) Insert date

(e) The copy  
account must be  
authenticated by  
the written  
signature(s) of the  
liquidator(s)

(f) Insert venue of  
meeting

Give notice that a general meeting of the company was duly summoned for 19 October 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 no quorum was present at the meeting

The meeting was held at PricewaterhouseCoopers LLP, 7 More London Riverside, London SE1 2RT

The winding up covers the period from 29 April 2016 (opening of winding up) to the final meeting (close of winding up)

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

No quorum was present

Signed



Date 19/10/2016

Presenter's name,  
address and  
reference  
(if any)

Mark Priest  
PricewaterhouseCoopers LLP  
7 More London Riverside  
London  
SE1 2RT

COMPANIES HOUSE

FRIDAY



A06

\*A5I24K42\*

21/10/2016

#243

# **SEMPlice ENERGY LIMITED – IN MEMBERS' VOLUNTARY LIQUIDATION (THE COMPANY)**

**FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986  
PREPARED FOR THE FINAL MEETING OF MEMBERS ON 19 OCTOBER 2016**

## **INTRODUCTION**

The Company was placed into members' voluntary liquidation on 29 April 2016 when Laura Waters and Karen-Dukes were appointed joint liquidators (the liquidators).

We are required to provide you with a final report on the conduct and outcome of the liquidation. This report is for the period 29 April 2016 to 19 October 2016 and also serves as a progress report from 29 April 2016 to 19 October 2016.

We are also required to give you certain information about the Company and the liquidators, this information is attached as appendix A.

We attach as appendix B a summary of our receipts and payments for the liquidation.

## **REPORT ON THE LIQUIDATION**

### **Realisation of assets:**

The directors' Declaration of Solvency showed that the Company's assets were

	£
Inter group debtors	2.00
Total	<u>2.00</u>

After our appointment, the Company's inter group debt was taken under control until distribution.

Realisations from the Company's assets are as detailed in the above summary and totalled £2.

No additional assets have been identified. There are no assets still to be realised.

### **Settlement of liabilities:**

This section covers all liabilities except any claims of HM Revenue & Customs (HMRC) which are dealt with separately below under HMRC.

The directors' Declaration of Solvency and the company's records showed the Company had no liabilities.

After our appointment we published a notice in the London Gazette inviting any unknown creditors to send in their claims.

All claims have been agreed and settled at the amounts shown in the directors' Declaration of Solvency.

There are no remaining claims to be agreed or settled.

### **HMRC:**

The directors' Declaration of Solvency and the Company's records showed that the Company had no tax liabilities.

After our appointment, we wrote to HMRC to inform them of our appointment and to request details of any outstanding liabilities. HMRC have confirmed that the Company has no outstanding corporation tax liabilities.

Clearance from the Enforcement Insolvency Services (EIS) for VAT and PAYE has not been received yet.

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### **Distributions to shareholders:**

At the time of our appointment, the issued share capital of the company consisted of

- 1 Ordinary A Share of £1,
- 1 Ordinary B share of £1

During the liquidation, the following distribution has been made to shareholders

- On 15 September 2016 we made a distribution in specie of £2 (representing 100 pence per share) to the shareholder

The distribution in specie consisted of an inter-group debtor balance together with any other assets held by each of the Companies. The value attributed to the in specie distribution was based on the value at which the asset was held in the Company’s books

### **OUR FEES AND EXPENSES**

#### **Basis of remuneration:**

At the time of our appointment, a resolution was passed for us to be paid by reference to the time properly given by us and our staff in dealing with the liquidation

#### **Funding of the liquidation:**

Although fees have been paid to us on the basis specified above, our fees and expenses have not been paid out of the liquidation estate. Instead, Centrica Plc has met our fees and expenses for the Company and work in respect of 55 connected companies

#### **Remuneration charged:**

This liquidation is part of a wider entity reduction project that has been ongoing since 2014. The amounts shown below relate to the company and 55 connected companies

Our fees for undertaking this assignment consist of time costs incurred for both (i) the period up to the day of our appointment and (ii) the period covering the formal liquidation. Our time costs for these periods were:

	<b>£</b>
Work from February 2014 up to liquidation date	152,508
Liquidation Period	<u>31,880</u>
	<u><b>184,388</b></u>

The above time costs for the liquidation period are calculated to 16 September 2016, being the latest practicable date. This represents 91.75 hours at an average hourly rate of £347.46

£132,217 plus VAT has been invoiced to date. It is our normal practice to obtain the prior approval of Centrica Plc before fees are invoiced and final fees will be agreed and invoiced in due course

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### Liquidators' expenses:

During the liquidation we have incurred expenses of £2,922 96 plus VAT. These costs, which will be or have been re-charged, consist of:

	£	£
<b>Category 1 expenses</b> [see Note 1 below],		
Statutory advertising	2,862 96	
Statutory bonding	60 00	
		2,922 96
<b>Total expenses</b>		<b><u>2,922.96</u></b>

### Notes

- 1 Category 1 expenses represent specific expenditure incurred directly in respect of this liquidation and payment has been to independent third parties

### Members' rights re liquidators' remuneration and expenses:

Members are entitled to request further information about our fees and expenses. Such requests need to be made within 21 days of receipt of this report. See Rule 4.49E of the Insolvency Rules 1986 for further detail.

In certain circumstances, members are entitled to claim by way of court application that the liquidators' fees and expenses are excessive. Such applications need to be made within 8 weeks of receipt of this report. See Rule 4.148C of the Insolvency Rules 1986 (as amended) for further detail.

This concludes our report.

## SEMPHICE ENERGY LIMITED – IN MEMBERS' VOLUNTARY LIQUIDATION (THE COMPANY)

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### Appendix A

#### INFORMATION ON THE COMPANY AND THE LIQUIDATORS

Company details:	
Company name:	Semphice Energy Limited
Former names:	
Trading name(s)	
Company number:	05499435
Registered office:	Millstream, Maidenhead Road, Windsor, Berkshire SL4 5GD
Liquidators' details:	
Liquidators' names:	Laura Waters and Karen Dukes (the liquidators)
Liquidators' address:	c/o PricewaterhouseCoopers, 7 More London Riverside, London SE1 2RT
Date of appointment:	29 April 2016
Nature of appointment:	Members' Voluntary Liquidation

*Laura Waters and Karen Dukes have been appointed as joint liquidators. Both are licensed in the United Kingdom to act as an Insolvency Practitioner by the Institute of Chartered Accountants in England and Wales. The joint liquidators are bound by the Insolvency Code of Ethics which can be found at <https://www.gov.uk/government/publications/insolvency-practitioner-code-of-ethics>*

*The joint liquidators are Data Controllers of personal data as defined by the Data Protection Act 1998. PricewaterhouseCoopers LLP will act as Data Processor on their instructions. Personal data will be kept secure and processed only for matters relating to the liquidation.*

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**Appendix B**

**ABSTRACT OF RECEIPTS AND PAYMENTS IN THE LIQUIDATION DURING THE PERIOD  
FROM 29 APRIL 2016 TO 19 OCTOBER 2016**

	£
<b>RECEIPTS</b>	
Inter-group debtors	2 00
	<u>2.00</u>
	£
<b>PAYMENTS</b>	
Distribution to members	2 00
	<u>2.00</u>
<b>BALANCE OF FUNDS HELD</b>	<u>Nil</u>