

# 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

03088103

Name of Company

(a) Insert full name of  
company

(a) Omega Logic Limited ✓

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

H/ We, (b) Patrick Brazzill and Angela Swarbrick

1 More London Place, London, SE1 2AF

(c) Delete as applicable  
(d) Insert date

give notice that a general meeting of the company was duly (c) held on (d) 12 December 2016 pursuant to Section 94 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) (e) 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 (c) no quorum was present at the meeting

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

(f) Insert venue of meeting

The meeting was held at (f) 1 More London Place, London, SE1 2AF

(d) Insert date

The winding up covers the period from (d) 22 December 2015 (opening of winding up) to the final meeting at 12 December 2016 (close of winding up)

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

No Quorum was present The Chairman considered no adjournment was necessary and the Meeting was closed

Signed

Date

14/12/2016

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

Simon Hawkins  
Ernst & Young LLP  
1 More London Place, London, SE1 2AF

Ref ML5W/PJB/SH/SH

MONDAY



A07

19/12/2016

#29

COMPANIES HOUSE



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TO MEMBERS

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London  
SE1 2AF

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ey.com

14 December 2016

Ref ML5W/PJB/SH/SH  
Direct line 0207 980 9289 – Simon  
Hawkins

shyde1@uk.ey.com

Dear Sir or Madam

## **Omega Logic Limited (in Members' Voluntary Liquidation) ("the Company")**

As you are aware, Angela Swarbrick and I were appointed Joint Liquidators of the Company on 22 December 2015. I write to inform you that we are now in a position to conclude the liquidation.

In accordance with Section 94 of the Insolvency Act 1986, a final meeting of members was held on 12 December 2016. The purpose of the meeting was to receive our account of the winding up.

We are required to provide certain information about the company and the liquidators in accordance with the provisions of the Insolvency Rules 1986. The information can be found in Appendix A of this report.

### **Receipts and payments during the period 22 December 2015 to 12 December 2016**

The Joint Liquidators' receipts and payments account for the period 22 December 2015 to 12 December 2016 is attached at Appendix B, for your information. No cash was taken over when the Joint Liquidators were appointed; the only asset held on appointment was an intercompany debt of £726,826 due from the parent company. This intercompany debt was distributed to the parent company on 3 November 2016. This distribution represented a return of £3 815981078 per £1 ordinary share in the Company.

During the period, the liquidators received a cheque payable to the Company in the sum of €21,874. The cheque was in relation to a first and final dividend in the liquidation of Phonecard Warehouse Limited, of which the Company was a creditor. Upon request of the Company's shareholder, this cheque was re-issued in the name of another group company and subsequently distributed in-specie to the Company's shareholder also on 3 November 2016. This distribution represented a return of €0 114842835 per £1 ordinary share in the Company.

No payments were made during the period.

### **Liquidators' remuneration**

The Joint Liquidators' remuneration was fixed on a time cost basis by a resolution of the members passed on 22 December 2015 and it was agreed that our fees would be met by another group company. There is no recourse to the estate in respect of our fees where such contractual arrangement exists. Details of amounts paid, name of the payor and the relationship between the payor and the Company, are available upon written request to me at the address detailed on this letter.

### **Expenses of the liquidation**

Our expenses for the period of this report include advertising fees and statutory bonding. As detailed above, the details of the amounts paid, name of the payor and the relationship between the payor and the Company, are also available upon written request to me.



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## Other Matters

The Company had no known creditors at the date of liquidation. In accordance with Rule 4.182A of the Insolvency Act 1986, an advert was placed in the London Gazette requesting creditors' to prove any

claims they had against the Company by 5 February 2016. No such claims were received.

It is customary for the Joint Liquidators' to write to HM Revenue & Customs ("HMRC") to obtain confirmation that there are no outstanding amounts in respect of corporation tax, PAYE/NIC and VAT. Confirmation has been received from HMRC that no amounts are outstanding in respect of corporation tax, VAT and PAYE/NIC and that there is no objection to the conclusion of the liquidation.

## Members' rights to further information about, and challenge, remuneration and expenses

In certain circumstances, members are entitled to request further information about our remuneration or expenses, or to apply to court if members consider the costs to be excessive. Further information is provided in Appendix C.

## Final Meeting of members and conclusion of the liquidation

There is no necessity for members to attend the final meeting or to be represented by proxy. However, should you wish to attend the meeting, I should be grateful if you would complete and return the enclosed proxy form.

Once the final meeting has been held and our final return and account has been filed at Companies House, we will vacate office and receive our release. Approximately three months after the filing of the final return and account, the company will be dissolved by the Registrar of Companies.

Yours faithfully  
for the Company

Patrick Brazzill  
Joint Liquidator

Enc     Notice of final meeting  
         Proxy form

Angela Swarbrick is licensed in the United Kingdom to act as an insolvency practitioner by The Institute of Chartered Accountants in England and Wales. Patrick Brazzill is licensed in the United Kingdom to act as an insolvency practitioner by The Insolvency Practitioners Association. We may collect, use, transfer, store or otherwise process (collectively, "Process") information that can be linked to specific individuals ("Personal Data"). We may Process Personal Data in various jurisdictions in accordance with applicable law and professional regulations including (without limitation) the Data Protection Act 1998.

**Omega Logic Limited  
(In Members' Voluntary Liquidation)**

**Information about the company and the liquidators**

Registered office address of the company	1 More London Place, London, SE1 2AF
Registered number	03088103
Full names of the liquidators	Patrick Brazzill and Angela Swarbrick
Liquidators' address(es)	Ernst & Young LLP 1 More London Place, London, SE1 2AF
Date of appointment of the joint liquidators	22 December 2015

**Omega Logic Limited  
(In Liquidation)  
Joint Liquidators' Abstract of Receipts & Payments**

**Declaration of  
Solvency amount (£)**

**From 22 Decemeber 2015  
to 12 December 2016 (£)**

**Receipts**

726,826

Trade Debtors

-

**Payments**

-10000

Liquidators Fees

-

**Funds in hand**

-

**Members' rights to request further information about remuneration or expenses or to challenge a liquidator's remuneration – Rules 4.49E and 4.148C of the Insolvency Rules 1986, as amended**

**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 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

(4) Any creditor, and any member of the company in a members' voluntary winding up, who need not be the same as the creditors or members who asked for the information, may apply to the court within 21 days of—

(a) the giving by the liquidator of reasons for not providing all of the information asked for, or

(b) the expiry of the 14 days provided for in paragraph (1),

and the court may make such order as it thinks just

(5) Without prejudice to the generality of paragraph (4), the order of the court under that paragraph may extend the period of 8 weeks or, as the case may be, 4 weeks provided for in Rule 4 131(1B) or 4 148C(2) by such further period as the court thinks just

(6) This Rule does not apply where the liquidator is the official receiver

**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

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