

## MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF

Company Name: **Cloudsoft Limited**

Company Number: **03756144**

Held At: **Station House, Station Approach, East Horsley, Surrey, KT24 6QX**

Held On: **31 July 2017 at 10.00 a.m.**

Present: **Paul Lisewski, Director/Shareholder**

It was agreed that formal notice of this meeting be waived.

Following a discussion about the financial position of the company Clarke Bell Limited explained the formalities involved in putting the company into Members' Voluntary Liquidation and that it was the duty of the director(s) to ensure these formalities were complied with.

It was agreed that the best course of action would be to arrange for the company to be placed into Members' Voluntary Liquidation and that Clarke Bell Limited be instructed to assist in the matter.

### Shareholders

According to the annual returns/statutory records of the company the shareholders of the company are:

Mr Paul Lisewski

### General Meeting of Members

In order to wind up the company, it was agreed that the following resolutions should be presented to the members at a meeting to be held at Station House, Station Approach, East Horsley, Surrey, KT24 6QX on 31/07/2017 at 10.30 a.m.

### Special Resolutions

(1)	"That upon swearing a Declaration of Solvency, it has been proved to the satisfaction of this meeting that the company is wound up under a Members Voluntary Liquidation procedure."
(2)	"That pursuant to s21 of the Companies Act 2006, if necessary and appropriate, the articles of association of the company be amended as necessary to permit the distribution of the whole or any part of the assets of the company in specie or in kind, and that the Joint Liquidators be authorised to divide and distribute amongst the members, assets in specie or in kind, and to determine how such division shall be carried out."
(3)	"That the Joint Liquidators be authorised to pay and/or make an advance distribution of funds and/or assets in specie to the members if they consider it appropriate and prudent to do so at their discretion, on receipt of a duly signed joint and several indemnity from the members."
(4)	"That the Joint Liquidators be generally authorised to receive in compensation or part compensation for any transfer or sale of the company's business and/or property, shares, policies or other like interests in the transferee/buyer's company for distribution amongst the members of the company. Such authority shall be the requisite sanction for the purposes of s 110 of the Insolvency Act 1986."

### Ordinary Resolutions

(1)	"That John Paul Bell and Toyah Marie Poole of Clarke Bell Limited be appointed Joint Liquidators of the company and that they act jointly and severally for the purpose of the voluntary winding-up".
(2)	"That the Joint Liquidator(s) be entitled to draw £50 plus VAT, per creditor, for the settlement of any liability".

It was agreed that Paul Lisewski would prepare and swear the Declaration of Solvency for presentation at the meeting.

## Convening Accountant

It was recorded that Clarke Bell Limited be instructed:

- to convene on behalf of the company the meetings of members referred to above, issuing notices to the same;
- *where deemed necessary* to insert a copy of the notice of the members' meeting in the Gazette and where necessary a newspaper local to the principal place of trade;
- to prepare, on behalf of the board, the Declaration of Solvency to be laid before the members' meeting in accordance with s89 of the said Act;
- to instruct agents and/or solicitors as required to deal with the valuation and formality of the division of the company's assets and/or shareholdings;
- to freeze the company's bank account for the purpose of the above resolutions and to transfer any balance to Clarke Bell Limited;
- to maintain a client account into which all monies received by the company from this day are to be paid and held upon trust prior to the ratification of appointment;
- to change the registered office of the company to Clarke Bell Limited, 3rd Floor, The Pinnacle, 73 King Street, Manchester, M2 4NG.
- that payment is to be made to Clarke Bell Limited the sum of £995 plus VAT as a general fee for any reasonable and necessary expenses incurred in preparing the Declaration of Solvency or in connection with the summoning and holding of the members meeting;
- that payment is to be made to Clarke Bell Limited the sum of £379.20 including VAT to discharge the statutory disbursements necessary and associated with the winding up of the company.
- to receive an indemnity for the early distribution of funds and/or assets in specie where thought fit;
- where required, to deliver up all required books and records for the members meeting; and
- where failure to produce adequate evidence of identity for anti-money laundering purposes from an established beneficial owner exists, Clarke Bell Limited be authorised to perform an electronic identity search from an approved provider, subject to prior notice being given to the relevant party.

There being no further business, the meeting was terminated.

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Paul Lisewski, Director

31 July 2017

## THE COMPANIES ACT 2006 AND THE INSOLVENCY ACT 1986

### STATUTORY NOTICE TO MEMBERS

Company Name: **CLOUDSOFT LIMITED**

Company Number: **03756144**

Former Company Name(s): **SAILDESIGN LIMITED**

Registered Office: **STATION HOUSE, STATION APPROACH, EAST HORSLEY, SURREY, KT24 6QX**

Principal Trading Address: **40D GLEDSTANES ROAD, BARONS COURT, W14 9HU**

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NOTICE IS HEREBY GIVEN that a meeting of the members of the above company will be held at Station House, Station Approach, East Horsley, Surrey, KT24 6QX on 31/07/2017 at 10.30 a.m. in accordance with section 283 of the Companies Act 2006 and section 84(1)(b) of the Insolvency Act 1986 for the purpose, if thought fit, of passing the following resolutions:

#### Special Resolutions

(1)	"That upon swearing a Declaration of Solvency, it has been proved to the satisfaction of this meeting that the company is wound up under a Members Voluntary Liquidation procedure."
(2)	"That pursuant to s21 of the Companies Act 2006, if necessary and appropriate, the articles of association of the company be amended as necessary to permit the distribution of the whole or any part of the assets of the company in specie or in kind, and that the Joint Liquidators be authorised to divide and distribute amongst the members, assets in specie or in kind, and to determine how such division shall be carried out."
(3)	"That the Joint Liquidators be authorised to pay and/or make an advance distribution of funds and/or assets in specie to the members if they consider it appropriate and prudent to do so at their discretion, on receipt of a duly signed joint and several indemnity from the members."
(4)	"That the Joint Liquidators be generally authorised to receive in compensation or part compensation for any transfer or sale of the company's business and/or property, shares, policies or other like interests in the transferee/buyer's company for distribution amongst the members of the company. Such authority shall be the requisite sanction for the purposes of s110 of the Insolvency Act 1986."

#### Ordinary Resolutions

(1)	"That John Paul Bell and Toyah Marie Poole of Clarke Bell Limited be appointed Joint Liquidators of the company and that they act jointly and severally for the purpose of the voluntary winding-up".
(2)	"That the Joint Liquidator(s) be entitled to draw £50 plus VAT, per creditor, for the settlement of any liability".

Forms of general and special proxy are attached for use at the meeting if desired.

Name of Insolvency Practitioner	<b>JOHN PAUL BELL AND TOYAH MARIE POOLE OF CLARKE BELL LIMITED</b>
Address of Insolvency Practitioner	<b>CLARKE BELL, 3<sup>RD</sup> FLOOR, THE PINNACLE, 73 KING STREET, MANCHESTER, M3 2HW</b>
IP Number(s)	<b>8608 AND 9740</b>
Contact Name	<b>KATIE DIXON</b>
Email Address	<b>KATIEDIXON@CLARKEBELL.COM</b>

Telephone Number	<b>0161 907 4044</b>
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By Order of the Board

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Paul Lisewski, Director

31 July 2017

# THE COMPANIES ACT 2006 AND THE INSOLVENCY ACT 1986

## NOTICE OF GENERAL MEETING

Company Number: **03756144** Registered in England and Wales

Company Name: **CLOUDSOFT LIMITED**

Former Company Name(s): **SAILDESIGN LIMITED**

Registered Office: **STATION HOUSE, STATION APPROACH, EAST HORSLEY, SURREY, KT24 6QX**

Principal Trading Address: **40D GLEDSTANES ROAD, BARONS COURT, W14 9HU**

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## CONSENT TO SHORT NOTICE

We, the undersigned, hereby consent to a general meeting of the company summoned for Station House, Station Approach, East Horsley, Surrey, KT24 6QX on 31/07/2017 at 10.30 a.m. being held, and to the resolutions set out in the notice within being passed, even though short notice of such meeting has been given, and we hereby waive our right to receive longer notice of the meeting.

Name of Member	Shares Held	Signature of Member
Mr Paul Lisewski	100	
	100	

In accordance with s311 of the Act, NOTICE IS HEREBY GIVEN that a meeting of the shareholders of the above company will be held at Station House, Station Approach, East Horsley, Surrey, KT24 6QX on 31/07/2017 at 10.30 a.m. in accordance with s283 of the Companies Act 2006 and s84(1)(b) of the Insolvency Act 1986 for the purpose, if thought fit, of passing a number of special and ordinary resolutions

By Order of the Board

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Paul Lisewski, Chairman

31 July 2017

### Notes

1. The waiver of notice, when signed, should be produced to the Chair of the meeting at its commencement and the production of the waiver should be recorded in the minutes.
2. All joint shareholders should sign the consent.
3. The waiver must not be regarded only, though it contains full notice and satisfies the requirement to give shareholders notice as such.
4. In accordance with s307(6) of the Companies Act 2006 and the company's articles of association, the consent must be signed by a majority in number of members holding not less than 90% of the nominal value of the shares for private limited companies (or 95% of the nominal value of shares for public limited companies/as otherwise detailed within the company's articles of association)

## **THIS DEED OF INDEMNITY IS GIVEN ON 31 JULY 2017**

### **Parties:**

The members of the schedule whose particulars appear in the schedule to this deed (**Members**)

and

John Paul Bell and Toyah Marie Poole of Clarke Bell Limited, The Pinnacle , 3rd Floor, 73 King Street, Manchester , M2 4NG (Joint Liquidators)

### **Background:**

- (a) The members are the beneficial owners of the entire issued share capital of Cloudsoft Limited, registered under 03756144.
- (b) On 31 July 2017 the members passed resolutions for the purpose of the Company being wound up voluntarily and appointing the Joint Liquidators (appointment) for carrying out the winding up the Company's affairs and distributing its assets under a Members' Voluntary Liquidation (MVL).
- (c) The Joint Liquidators shall collect in, realise or transfer the assets in specie according to the resolutions passed.
- (d) The Joint Liquidators will request that creditors submit their claims and they shall impose a deadline for the Company's creditors to submit their proofs of debt. Notwithstanding the provisions of s131 of the Small Business Enterprise, and Employment Act 2015 creditors that fail to submit their claim prior to this date shall be excluded under the relevant provisions of the Insolvency Rules.

This exclusion may not extend to HM Revenue and Customs where they are awaiting completion of accounting returns from the company before they can formalise their claim.

- (e) The Joint Liquidators understand that the total amount due to enable the discharge of creditor claims plus statutory interest as required, and the costs of the Liquidation shall not exceed £192,372.17
- (f) If the members wish that the Joint Liquidators make a distribution of the balance of monies available in the company estate (surplus) they are jointly and severally indemnified in the manner hereinafter appearing.

### **Operative Provisions:**

In consideration of the Joint Liquidators agreeing to make a distribution of the surplus to the members, the members hereby jointly and separately agree to (without any set-off, deduction or counterclaim) indemnify the Joint Liquidators, their representatives, advisors, agents and employees free from and against all costs, damages, claims, demands, expenses and liabilities which may be incurred by them by reason of the Joint Liquidators making an early distribution of the surplus to the members.

### **Provided that:**

- (1) This indemnity shall not apply to any costs, damages, claims, demands and liabilities which the Joint Liquidators may incur by reason of any failure to exercise their powers or perform their duties with the degree of care, prudence and diligence required or expected of them as licensed insolvency practitioners in carrying out the MVL.
- (2) This indemnity shall be in addition to any other rights of indemnity to which the Joint Liquidators are entitled by law or otherwise and this indemnity shall remain in full force notwithstanding the making of any distributions to the members in respect of the MVL, or the termination of the MVL, or the conversion of the MVL to a Creditors' Voluntary Liquidation (CVL).
- (3) This indemnity shall be governed and construed in accordance with the laws of England and Wales and the parties hereto hereby submits to the non-exclusive jurisdiction of the courts of England and Wales in respect of any claim, dispute or difference arising out of or in connection with this indemnity.

Executed and unconditionally delivered as a deed by the parties hereto on the date first above-stated.

Signed as a deed by:

JOHN PAUL BELL, CLARKE BELL LIMITED  
Joint Liquidator

In the presence of Witness:

Name: Katie Dixon  
Address: C/o Clarke Bell Limited, 3<sup>rd</sup> Floor, The Pinnacle, 73 King Street, Manchester, M2 4NG  
Occupation: Insolvency Administrator

Signed as a deed by:

TOYAH MARIE POOLE, CLARKE BELL LIMITED  
Joint Liquidator

In the presence of Witness:

Name: Katie Dixon  
Address: C/o Clarke Bell Limited, 3<sup>rd</sup> Floor, The Pinnacle, 73 King Street, Manchester, M2 4NG  
Occupation: Insolvency Administrator

Signed as a deed by:

Mr Paul Lisewski

In the presence of Witness:

Name:   
Address:   
Occupation:

Cloudsoft Limited  
40D Gledstones Road  
Barons Court  
W14 9HU

The Manager  
HSBC

31 July 2017

Dear Sirs

**RE: CLOUDSOFT LIMITED  
PREVIOUSLY KNOWN AS: SAILDESIGN LIMITED  
REGISTERED NUMBER: 03756144  
ACCOUNT NUMBER: 91285440  
SORT CODE: 40-19-22  
PROPOSED MEMBERS VOLUNTARY LIQUIDATION (MVL)**

We have today instructed Clarke Bell Limited of 3rd Floor, The Pinnacle, 73 King Street, Manchester, M2 4NG to commence proceedings for the voluntary winding up of the company under a Members Voluntary Liquidation.

Please accept this letter as irrevocable instructions to terminate the company's account(s) immediately and to stop any cheques, standing orders, or other payments, which may have not yet been met.

Please arrange for any credits which may be received, including giro credit transfers, to be held to the Order of the Joint Liquidator(s), when appointed.

The appropriate members meeting will be held on 31 July 2017 and it will be appreciated if you would kindly forward the following information directly to Clarke Bell Limited, together with up to date bank statements of our account(s)

1. details of all securities held;
2. details of guarantees held;
3. terms of any overdraft facilities;
4. details of any items held for safe keeping; and
5. details of any other bank accounts or investments associated with the company

Yours faithfully

**PAUL LISEWSKI  
FOR AND ON BEHALF OF CLOUDSOFT LIMITED**



**PAUL LISEWSKI  
40D GLEDSTANES ROAD  
BARONS COURT  
W14 9HU**

John Paul Bell  
Clarke Bell Limited  
3rd Floor, The Pinnacle  
73 King Street  
Manchester  
M2 4NG

31 July 2017

Dear John Paul Bell

**RE: CLOUDSOFT LIMITED  
PREVIOUSLY KNOWN AS: SAILDESIGN LIMITED  
REGISTERED NUMBER: 03756144**

I write to confirm that as at 31 July 2017, I hold an Overdrawn Director's Loan Account in the amount of £180,000 in respect of the above named company.

I can advise that upon the company being placed into Members Voluntary Liquidation, the balance of this Account will be repaid to the Liquidation estate, for the benefits of all creditors and shareholders.

Signed:

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**PAUL LISEWSKI**

Date:

**31 July 2017**