

Annual Progress Report
TRULY HOLDINGS LIMITED IN CREDITORS' VOLUNTARY LIQUIDATION

26 January 2024

Content

- Company Information
- Receipts and Payments
- Liquidators Actions since last report
- Creditors' Claims & Dividend Prospects
- Fees and Expenses
- Creditors' Rights
- What remains to be done

Appendices

1. Receipts and Payments Account for the period 1 December 2022 to 30 November 2023 and for the whole of the arrangement
2. Narrative detail of work undertaken
3. Summary Analysis of Time Costs for the period from 1 December 2022 to 30 November 2023 and for the whole of the arrangement

COMPANY INFORMATION

REGISTERED NAME, ADDRESS AND NUMBER

Truly Holdings Limited (In Liquidation), ("the Company")

Company Number: 10001603

Date of Incorporation: 12 February 2016

Nature of Business: Holding Company

Registered Office: Formerly:
192/198 Vauxhall Bridge Road, London, SW1V 1DX

Changed to:
c/o Edge Recovery Ltd, 5/7 Ravensbourne Road, Bromley,
Kent, BR1 1HN

Trading address: 192/198 Vauxhall Bridge Road, London, SW1V 1DX

Current Directors at the date of Liquidation:

Name	Date Appointed
Sridhar Kumar EDARA	12 February 2016

Prior Directors in previous three years:

Name	Date Appointed	Date Resigned
Richard David FRANCIS	16 July 2019	31 May 2020
Petrakis PANTELI	16 July 2019	30 November 2020

Share Capital: The authorised share capital is 200 ordinary shares of class A and 50 ordinary of Class B of £1.00 each, of which all have been issued and fully paid as follows:

Name	Number of Shares	Class
Krishna Veni Edara	66	A
Sridhar Kumar Edara	134	A
Pallmall Business Ltd	50	B

Date of Liquidation 1 December 2021

Liquidators Bijal Shah and Rob Cundy
Edge Recovery Limited

Address 5/7 Ravensbourne Road, Bromley, Kent, BR1 1HN

IP Numbers 8717, 9495

RECEIPTS AND PAYMENTS

Our Receipts & Payments Account for the period from 1 December 2022 to 30 November 2023 is attached at Appendix 1 together with that of the whole of the appointment. The balance of funds are held in a non-interest bearing estate bank account.

LIQUIDATORS' ACTIONS SINCE LAST REPORT

Assets

According to the statement of affairs lodged in these proceedings, the assets of the company had a total estimated to realise value of £770 which comprised of:

- Assets subject to fixed charge:
 - Investments in subsidiaries with a book value of £5,066,000 and estimated to realise value of NIL
 - Intangible assets with a book value of £140,250 and estimated to realise value of NIL
 - Cash at Bank of £52,775
- Assets subject to floating charge:
 - Fixtures and Fittings with a book value of £182,007 and estimated to realise of NIL
 - Book Debts with a book value of £48,124 and estimated to realise of NIL
 - Cash at bank with estimated to realise £770
 - Intercompany accounts with a book value of £9,509,221 and estimated to realise NIL
 - Prepayments with a book value of £63,212 and estimated to realise of NIL
 - Loans & Advances with a book value of £866,097 and estimate to realise of NIL.

Investments in subsidiaries

The book value of investments in subsidiaries was £5,066,000 in the company's last accounts for year ending 31 October 2019. These have been valued by the Director at NIL for the purpose of the Statement of Affairs as all the subsidiaries have ceased trading and are also subject to creditors' voluntary liquidation procedures. As previously reported, it is not expected that there will be any surpluses from those investments and no value is anticipated to be realised.

Intangible Assets

The book value of the company's Intangible Assets consisting of domain names and registered trademarks was £140,250. Following our appointment as liquidators, we instructed Asset Valuation and Sales Ltd, independent Valuation Agents to value and sell the domains. They have been liaising with interested parties. However, the brands owned by the company did not attract a lot of interest and only two offers were received. The higher of those offers was accepted resulting in realisations of £7,000 plus VAT. No further realisations are expected in respect of tangible assets.

Cash at Bank - subject to Fixed charge

According to the Statement of Affairs the cash at bank held in the company's bank account held with Santander Bank Plc was £52,775. Following our appointment, we formally asked the company's bankers to close the account and remit any credit balance. The balance on the date of our appointment was £11,753.23 and the bank has applied its right of set off against a debt of £4,583,333 due to the bank.

Fixtures and Fittings

The book value of £182,007 in respect of Fixtures and Fittings has been taken from the last accounts for year ending 31 October 2019 without taking into account any depreciation since then. Following our appointment, we have reviewed company's accounts and this value largely represented fit out and improvement of the office premises, which could not be removed and sold. We instructed Asset Valuation and Sales Limited, who advised that the remaining items, consisting of furniture and older computers had no realisable value, due to their location and costs involved in extracting the items by a buyer.

Accordingly, we negotiated a sale of the furniture and contents to be left on site, for the benefit of the Landlord, for £1,000. This was fully realised during the previous reporting period and no further recovery is possible.

Book Debts

According to the Statement of Affairs, book debts with a book value of £48,124. Following our appointment, we have reviewed the company's accounting records and these amounts represented historical balances that the director advised should have been written off in the past. There was no basis or support for the debts and accordingly, they have been written off and no realisations are expected.

Cash at Bank

On the Statement of Affairs, it was estimated that a credit balance of £770 was being held in the company's bank account. Following our appointment, we formally asked the company's bankers to close the accounts and remit any credit balances. The sum of £1,099.47 was received from Investec Bank, the sum of £60.00 was received from NatWest Bank and various balances in different currencies, amounting to £90.40 were received from Barclays Bank. No further realisations are expected in respect of cash at bank.

Inter Company accounts

According to the Statement of Affairs, there were amounts owed on Inter- Company Accounts with a book value of £9,509,221 and estimated to realise NIL. This relates to monies owed by other group companies, each of which is subject to concurrent insolvency proceedings. At present, there have been no dividends paid by those companies, although it is possible that dividends may be paid. Accordingly, there may be some realisations from this source, although the amount and timing is not yet known. Claims were lodged in the subsidiary insolvent companies and Truly Holdings Limited's interest is registered if a dividend become available at the other entities. This matter is still ongoing.

Prepayments

According to Director's Statement of Affairs the company made prepayments of £63,212. Following our appointment, we reviewed the company's accounting records and concluded that these are irrecoverable as they relate to prepayments allocated to creditors whose claims are greater than the prepayments made as at the liquidation date, such that set off will apply.

Loans & Advances

According to Director's Statement of Affairs the company made loans and advances of £866,097 in respect of advance payments for hotel accommodation. This sum is irrecoverable as there is a cross guarantee from other companies in the group where the entity is a significant creditor. Accordingly, this debtor has set off the amounts owed against the credit balances in other group companies.

Leasehold property

The company had a lease in respect of their office premises at 192/198 Vauxhall Bridge Road, London, SW1V 1DX. Following our appointment we instructed Asset Valuation and Sales Limited to value the lease. They valued the lease at NIL. Accordingly, the lease was disclaimed on 28 January 2022.

CREDITORS' CLAIMS & DIVIDEND PROSPECTS

Secured Creditors

An examination of the Company's mortgage register held by the Registrar of Companies, showed that the Company has granted fixed and floating charges to Santander UK Plc, created on 28 November 2019.

The legislation requires that if the Company has created a floating charge after 15 September 2003, a prescribed part of the Company's net property (i.e. the money that would otherwise be available to the charge holder) should be ring-fenced for distribution to unsecured creditors. In this case there were no assets caught by a floating charge as such that the prescribed part is valued at Nil.

A claim in the sum of £4,583,333.35 has been received from Santander UK Plc.

Primary Preferential creditors

The statement of affairs anticipated £24,455 in respect of preferential creditors relating to employees' claims. Employees have submitted their claims to the Redundancy Payments Service ("the RPS"). The final claim has not yet been received from the RPS and we have not yet adjudicated claims in respect of residual preferential claims of employees as at present a dividend distribution to preferential creditors is uncertain.

Secondary Preferential Creditors

The statement of affairs did not anticipate any secondary preferential creditors relating to HM Revenue & Customs' (HMRC) claim. HMRC's final preferential claim has been received in the sum of £11,342.52.

A dividend to preferential creditors is subject to further realisations in the liquidation. At present we are unable to quantify the likelihood or timing of a dividend to primary and secondary preferential creditors.

Non-Preferential Unsecured Creditors

The Statement of Affairs included 24 non-preferential unsecured creditors with an estimated total liability of £4,453,186.90. I have received claims from 9 creditors at a total of £867,455.36. We have not received claims from 16 creditors with original estimated claims in the Statement of Affairs of £3,725,132.02. We have not yet adjudicated on creditors' claims as it is currently uncertain if a dividend will become payable to unsecured non preferential creditors in this matter.

Consumers

The Statements of Affairs did not anticipate any consumer creditors as all travel bookings were made with the subsidiary companies. Although some consumers have made enquiries to us in respect of their refunds relating to travel bookings, these consumers were referred to make their claim for a refund through the Travel Trust Association (TTA), as no refunds will be paid from the liquidations. Unfortunately, we have no involvement or visibility of the TTA's internal procedures so we have no ability to comment on individual claims or how the TTA are handling them. All consumers claims were allocated accordingly as per the consumers lists available in the other group companies.

FEES AND EXPENSES

Pre-Appointment Fees & Expenses

Paid by Company prior to appointment

A fixed fee of £10,000 plus VAT was agreed by directors on 22 November 2021 and paid by Company prior to the decision procedure. Fees have been paid in connection to the preparation of the Statement of Affairs, calling the relevant decision procedure and a court case with the CMA including Court applications in respect of how to deal with the claims of consumer creditors.

Liquidator's Remuneration

Liquidators' remuneration was approved on a time cost basis by the creditors by vote by correspondence with a decision date 23:59 on 24 May 2023 in accordance with the following resolution:

" That the Joint Liquidators' fees be fixed by reference to the time given by them and their staff in attending to matters arising in the Liquidation, such time to be charged at the hourly charge out rate of the grade of staff undertaking the work at the time it was undertaken, estimated at £39,258 in accordance with the fee estimate dated 9 May 2023, to be drawn as and when funds permit."

The fees estimate acts as a cap and we cannot draw remuneration in excess of that estimate without first seeking further approval from the creditors. Our total time costs to 30 November 2023 amount to £27,216, representing 103.70 of hours work at a blended charge out rate of £262.45 per hour, of which £7,938 representing 21.90 of hours work, was charged in the period since 1 December 2022, at a blended charge out rate of £362.47 per hour.

The actual blended charge out rate incurred during the reporting period is slightly higher compares with the estimated blended charge out rate of £298 in our fees estimate. There is a difference in the blended rate charged, compared with the estimated blended rate because of our firm's annual charge out rate review falling with the review period.

Our incurred costs to date are in line with the future estimated costs, as per estimate dated 9 May 2023 totalling £32,798 to completion of the case if litigation is not necessary and no dividend payable, with additional cost for litigation and dividend distribution to creditors of £14,810.

We have drawn £6,399.85 to date, which was drawn in the period since 30 November 2023.

Expenses

We have incurred expenses to 30 November 2023 of £551.65 of which £20.00 were incurred in the period since 1 December 2022 and these represent the simple reimbursement of actual out of pocket payments made on behalf of the assignment. This is made up as follows:

Statutory Advertising	£166.00
Bordereau	£ 40.00
Case Management Fee	£110.00
Professional fees	£225.00
Land Registry fees	£ 3.00
Postage costs	£ 7.65

We have recovered £551.65 to date, which was paid in the period since 30 November 2023.

We anticipate to incur further expenses in this matter of bond increase if required and statutory advertising for a dividend if one becomes available with a current cost of £99.00 plus VAT.

Information about this insolvency process may be found on the R3 website at <http://www.creditorinsolvencyguide.co.uk/>. A copy of 'A Creditors' Guide to Fees' may be found at <http://www.edgerecovery.com/links-and-downloads/document-downloads/>. The firm's charge-out rate and disbursement policy may be found at <http://www.edgerecovery.com/links-and-downloads/document-downloads/>.

Other professional costs

Subcontractors

Subcontractors have been engaged where we believe greater efficiencies will be created for the estate where the sub-contractor works alongside the office holders to assist with the tasks in hand. Care is taken to ensure there is no duplication of work and all work is overseen and reviewed by the Joint Liquidators. We considered that increased costs would be incurred if the work were undertaken by my staff directly.

The following subcontractors have been used in this case:

Service (s)	Provider	Work to be done	Basis of fee arrangement	Anticipated cost £	Total cost £
Employee claims processing	ERA Solutions Limited	Employee claims support, assisting with the submission of employee claims to the Redundancy Payments Service and agreement of employee claims with the office holders.	Fixed fee 1-5 Employees	225.00	225.00

Solicitors

Trowers & Hamblins LLP were instructed as legal advisors in relation to Court applications around consumer claims and actions being taken by the CMA in the pre-appointment period. These matters continued into the post-liquidation period as consent Orders were concluded. The Court ordered that such costs were to rank as an expense of the liquidation. Their costs have been agreed on the basis of their standard hourly charge out rates, plus disbursements and VAT. Their costs to 30 November 2023 amount to £1,088.38, which has been paid in full during the reporting period from 1 December 2022 to 30 November 2023. There has been limited further work regarded by solicitors in this estate, although matters will be referred, if and when necessary. Minimal further costs are expected at this stage.

Agents and valuers

Asset Valuation and Sales Limited were instructed as agents and valuers in relation to assistance with professional valuation and realisation of the Fixtures & Fittings, the Intangible Assets and the leasehold interest of the company. Their costs have been agreed on the basis of their standard sales commission

rate on realisation plus disbursements and VAT for the sale and time costs for other aspects, including valuation advice where no realisation was achieved. The agents' fees to 30 November 2023 amount to £1,200 plus VAT, which has been drawn against the sale proceeds. No further costs are expected.

CREDITORS' RIGHTS

Within 21 days of the receipt of this report, a secured creditor, or an unsecured creditor (with the concurrence of at least 5% in value of the unsecured creditors), may request in writing that the Joint Liquidators provide further information about their remuneration or expenses which have been itemised in this progress report.

Any secured creditor, or an unsecured creditor (with the concurrence of at least 10% in value of the unsecured creditors), may within 8 weeks of receipt of this progress report make an application to court on the grounds that, in all the circumstances, the basis fixed for the Joint Liquidators remuneration is inappropriate and/or the remuneration charged or the expenses incurred by the Liquidators, as set out in this progress report, are excessive.

We would inform you that when carrying out all professional work relating to an insolvency appointment, Insolvency Practitioners are bound by the Insolvency Code of Ethics. To comply with the Provision of Services Regulations, some general information about Edge Recovery Limited can be found at <http://www.edgerecovery.com/links-and-downloads/document-downloads/>.

Edge Recovery Limited uses personal information in order to fulfil the legal obligations of our Insolvency Practitioners under the Insolvency Act and other relevant legislation, and also to fulfil the legitimate interests of keeping creditors and others informed about the insolvency proceedings. You can find more information on how Edge Recovery Limited uses your personal information on our website at <http://www.edgerecovery.com/links-and-downloads/document-downloads/external-privacy-statement>.

A hard copy of all documents available on line through the above links may be obtained free of charge on request.

WHAT REMAINS TO BE DONE

The administration of the case will be continuing to finalise the following outstanding matters that are preventing this case from being closed:

- Possible realisations from intercompany accounts, through dividends from liquidations of other group companies
- If appropriate, pay a dividend to creditors from such realisations

We are required to provide a further report on the progress of the liquidation within two months of the next anniversary of the liquidation, unless we have concluded matters prior to this, in which case we will write to all creditors with our final account.

If you require any further information, please contact Kristina Todorova, Kristina.Todorova@edgerecovery.com on 0208 315 7430.



Robert Cundy
Joint Liquidator

26 January 2024

Annual Progress Report of Truly Holdings Limited in Creditors Voluntary Liquidation

Appendix 1

Truly Holdings Limited - In Creditors Voluntary Liquidation
Joint Liquidators' Abstract of Receipts & Payments

From 01 December 2021 To 30 November 2023

S of A £	As Previously Reported	01/12/22 to 30/11/23	Total £
RECEIPTS			
NIL Intangible assets	(9.99)	7,000.00	6,990.01
52,775 Cash at bank	NIL	NIL	NIL
NIL Fixtures & Fittings	1,000.00	NIL	1,000.00
770 Cash at Bank	150.40	NIL	150.40
NIL Cash Balances	1,099.47	NIL	1,099.47
NIL Vat Payable	200.00	1,400.00	1,600.00
53,545	2,439.88	8,400.00	10,839.88
PAYMENTS			
Agents/Valuers Fees (1)	NIL	(1,200.00)	(1,200.00)
Legal Fees	NIL	(1,088.38)	(1,088.38)
Vat Receivable	(2.00)	(457.68)	(459.68)
	(2.00)	(2,746.06)	(2,748.06)
CASH IN HAND	2,437.88	5,653.94	8,091.82

Appendix 2

Detailed list of work undertaken for Truly Holdings Limited in Creditors' Voluntary Liquidation for the review period 1 December 2022 to 30 November 2023

Below is detailed information about the tasks undertaken by the Joint Liquidators.

General Description	Includes
Administration and planning	<i>This represents the work that is involved in the routine administrative functions of the case by the office holders and their staff, together with the control and supervision of the work done on the case by the office holders and their managers. It does not give direct financial benefit to the creditors, but has to be undertaken by the office holders to meet their requirements under the insolvency legislation and the Statements of Insolvency Practice, which set out required practice that office holders must follow.</i>
Statutory/advertising	Filing of documents to meet statutory requirements including annual receipts and payments accounts Bonding the case for the value of the assets
Document maintenance/file review/checklist	Periodic file reviews documenting strategy Periodic reviews of the application of ethical, anti-money laundering and anti-bribery safeguards Maintenance of statutory and case progression task lists/diaries Updating checklists
Bank account administration	Bank account reconciliations Maintenance of the estate cash book Banking remittances and issuing BACS payments
Planning / Review	Discussions regarding strategies to be pursued Meetings with team members and independent advisers to consider practical, technical and legal aspects of the case
Reporting	<i>Statutory reporting is a requirement under the insolvency legislation.</i>
	Preparing annual progress report, investigation, meeting and general reports to creditors
Realisation of Assets	<i>This is the work that needs to be undertaken to protect and then realise the known assets in the case.</i>
Other assets:	Liaising with agents to agree disposal strategy Dealing with potential purchasers Negotiating sales Collecting sales consideration Exchanges with government departments
Insurance	Identification of potential issues requiring attention of insurance specialists Correspondence with insurer regarding initial and ongoing insurance requirements Reviewing insurance policies Correspondence with previous brokers
Creditors and Distributions	<i>Employees - The office holders need to deal with the ex-employees in order to ensure that their claims are processed appropriately by the Redundancy Payments Office (RPO). That work will include dealing with queries received from both the ex-employees and the RPO to facilitate the processing of the claims. The office holders are required to undertake this work as part of their statutory functions.</i> <i>Claims of creditors - the office holders need to maintain up to date records of the names and addresses of creditors, together with the amounts of their claims as part of the management of the case, and to ensure that notices and reports can be issued to the creditors. The office holders will also have to deal with correspondence and queries received from creditors regarding their claims and dividend prospects as they are received. The office holders are required to undertake this work as part of their statutory functions.</i>
Creditor Communication	Receive and follow up creditor enquiries via telephone Review and prepare correspondence to creditors and their representatives via email and post Corresponding with the PPF and the Pensions Regulator
Dealing with proofs of debt	Receipting and filing POD when not related to a dividend
Pension scheme	Liaising and providing information to be able to finalise winding up the pension scheme
Decision Procedure	Preparation of meeting notices, proxies/voting forms notice of meeting to all known creditors Collate and examine proofs and proxies/votes to decide on resolutions Preparation of meeting file, including agenda, list of creditors, Responding to queries and questions

Annual Progress Report of Truly Holdings Limited in Creditors Voluntary Liquidation

Appendix 3

**Joint Liquidators' Remuneration Schedule
Truly Holdings Limited
Between 01 December 2022 and 30 November 2023**

Classification of work function	Partner/ Director	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost	Average Hourly Rate
Administration and Planning	3.40	0.00	0.00	5.30	8.70	3,214.00	369.43
Realisation of Assets	0.50	0.00	0.00	1.20	1.70	582.00	342.35
Creditors (inc Employee Matters)	0.00	0.00	0.00	2.60	2.60	664.00	255.38
Statutory and compliance	0.00	0.00	0.00	0.80	0.80	196.00	245.00
Reporting	4.20	0.00	0.00	3.90	8.10	3,282.00	405.19
Total hours	8.10	0.00	0.00	13.80	21.90		
Time costs	4,374.00	0.00	0.00	3,564.00		7,938.00	
Average hourly rate	540.00	0.00	0.00	258.26			362.47

Summary of Fees

Time spent in administering the Assignment	Hours	21.90
Total value of time spent to 30 November 2023	£	7,938.00
Total Joint Liquidators' fees charged to 30 November 2023	£	0.00

Annual Progress Report of Truly Holdings Limited in Creditors Voluntary Liquidation

**Joint Liquidators' Remuneration Schedule
Truly Holdings Limited
Between 01 December 2021 and 30 November 2023**

Classification of work function	Partner/ Director	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost	Average Hourly Rate
Administration and Planning	6.30	0.50	0.00	36.90	43.70	9,988.00	228.56
Enquiries & Investigations	2.40	0.70	0.00	16.70	19.80	5,095.00	257.32
Realisation of Assets	4.00	0.00	0.00	9.70	13.70	3,948.00	288.18
Creditors (inc Employee Matters)	3.00	0.00	0.00	13.20	16.20	4,344.00	268.15
Statutory and compliance	0.50	0.00	0.00	1.70	2.20	559.00	254.09
Reporting	4.20	0.00	0.00	3.90	8.10	3,282.00	405.19
Total hours	20.40	1.20	0.00	82.10	103.70		
Time costs	10,305.00	456.00	0.00	16,455.00		27,216.00	
Average hourly rate	505.15	380.00	0.00	200.43			262.45

Summary of Fees

Time spent in administering the Assignment	Hours	103.70
Total value of time spent to 30 November 2023	£	27,216.00
Total Joint Liquidators' fees charged to 30 November 2023	£	0.00