



McDonald  
Vague

business recovery partners

## Retail Guru Limited (In Liquidation)

### Liquidators' First Report

McDonald Vague Limited  
Level 10, 52 Swanson Street,  
Auckland Central

PO Box 6092, Wellesley Street,  
Auckland 1141, New Zealand

p: 09 303 0506

f: 09 303 0508

e: [insol@mvp.co.nz](mailto:insol@mvp.co.nz)

[www.mvp.co.nz](http://www.mvp.co.nz)

**TO: The directors, shareholders, and known creditors of the company**

#### 1 INTRODUCTION AND APPOINTMENT

Retail Guru Limited ("the company") was placed into liquidation by the High Court at Hamilton pursuant to Section 241(2)(c) of the Companies Act 1993 ("the Act") on 10 December 2018 at 11:14 a.m. on the application of Worldclear Limited. Iain McLennan and Colin Sanderson, Accredited Insolvency Practitioners, of Auckland, were appointed as joint and several liquidators of the company.

#### 2 RESTRICTIONS

In preparing this report and its appendices, we have relied upon information provided to us. We have not independently verified or audited that information. Whilst all care and attention has been taken in compiling this report, we do not accept any liability whatsoever to any party as a result of the circulation, publication, reproduction, or use of this report.

We reserve the right (but are under no obligation) to review and, if we consider necessary, amend this report to take into account any information existing at the date of this report that becomes known to us after this report is published.

#### 3 INDEPENDENCE

A declaration of independence is attached at Appendix 2. As far as we are aware there are no conflicts, real or perceived, or risks to independence.

#### 4 ATTACHMENTS

The following documents are attached to this report:

- Appendix 1: Statement of Affairs setting out the company's estimated financial position
- Appendix 2: Declaration of independence / relationships / indemnities and upfront payments
- Appendix 3: Schedule of company creditors' names and addresses
- Appendix 4: Notice of Liquidators' decision to dispense with meeting of creditors
- Appendix 5: Notice to creditors to prove debts or claims
- Appendix 6: Creditors claim form

## 5 COMPANY STRUCTURE AND BACKGROUND

Date of incorporation:	1 December 2017
Company number:	6576178
Date ceased trading:	Unknown
Nature of business:	Business Consultancy
Trading address:	48 Cumberland Drive, Flagstaff, Hamilton
Share capital:	1,000 Shares
Shareholders:	Richard James Whitham            450 Shares Erika Whitham                        450 Shares Neville George Bartrum            100 Shares
Director:	Richard James Witham
Related companies:	T1 Holdings Limited (In Liquidation) (We are also the liquidators of this company)

To date, no information has been received from the director, Mr Whitham.

Mr Whitham, through the related company T1 Holdings Limited (In Liquidation), was engaged to provide account, foreign exchange and payment services to personal, commercial and institutional customers of the applicant creditor, Worldclear Limited, both within New Zealand and overseas.

In May 2018, transactions that were not authorised by Worldclear, were made by Mr Whitham, through T1 Holdings, transferring funds to accounts in Mr Whitham's control in New Zealand and overseas. Those transactions included the transfer of two amounts to the account of Retail Guru Limited held with Bank of New Zealand.

At about the same time, Mr Whitham and his family left New Zealand and went to Singapore, where he was later arrested by the Singapore Police and currently faces criminal charges in relation to his actions in Singapore.

Worldclear made a complaint to the New Zealand Police about the transactions made by Mr Whitham and there is a warrant issued for his arrest in New Zealand. Worldclear also applied to the High Court for orders freezing the assets of Mr Whitham and the entities over which he had control, including Retail Guru Limited. Those orders were granted on 22 May 2018 and remain in force.

Worldclear filed proceedings in the High Court of the Republic of Singapore against Retail Guru Limited and other parties, and, on 26 July 2018, was granted judgement against each of the parties, for the amount of \$4,541,858.

Worldclear also obtained Judgement in the High Court at Hamilton on 30 October 2018 in the amount of \$432,965 in relation to the amounts transferred to Retail Guru Limited's accounts.

Liquidation proceedings were filed in the High Court when the judgement debt was not paid on demand.

## **6 STATEMENT OF AFFAIRS**

A Statement of Affairs showing the company's estimated financial position as at the date of our appointment is provided at Appendix 1.

## **7 ASSETS AND PROPOSALS FOR CONDUCTING THE LIQUIDATION**

We will realise all available assets. An application is to be made to the High Court to have the freezing orders varied to allow the liquidators to recover the funds held in the company's bank accounts.

We will complete a thorough review of the company's books, records and affairs to:

- ensure that all assets have been properly accounted for,
- determine if there are any other avenues of recovery for creditors,
- determine if the company's officers have properly carried out their duties and take appropriate steps where necessary.

If there are funds available for distribution to creditors, we will verify creditors' claims and make a distribution. We will then complete the liquidation and request that the Registrar of Companies remove the company from the register.

## **8 LIABILITIES AND CREDITOR CLAIMS**

A schedule of known creditors and their addresses is provided at Appendix 3, as required by Section 255(2)(c) of the Act.

A notice to creditors to prove debts or claims is provided at Appendix 5. Also provided is a creditor's claim form at Appendix 5 for completion and return to this office by Friday, the 1<sup>st</sup> day of February 2019. Creditors that have not made a claim by the date on the notice may be excluded from any distribution made. If you believe that you are a secured creditor, please contact us and the appropriate form will be sent to you.

### **8.1 Secured Creditors**

As at the date of liquidation there are no secured parties that have registered security interests against the company on the Personal Property Securities Register.

### *Personal Property Securities Act / Reservation of Title*

If any creditor believes that they hold a Purchase Money Security Interest entitling them to any goods or proceeds from realisation of goods, they should contact us immediately.

If any creditor believes that they have a Reservation of Title over goods and they have not perfected their interest, they should also contact us immediately.

#### **8.2 Preferential Creditors**

We have requested a creditor's claim form from the applicant creditor.

The Inland Revenue Department have advised that there is no preferential debt owed to them by the company.

#### **8.3 Unsecured Creditors**

From our review of the available information we estimate that the amount due to unsecured creditors is approximately \$434,215.

## **9 CREDITORS' MEETING / LIQUIDATION COMMITTEE**

A notice of the Liquidators' decision to dispense with the meeting of creditors is provided at Appendix 4.

Any creditor or shareholder may at any time in the course of the liquidation request that the liquidators call a meeting pursuant to Section 314 of the Companies Act 1993, for the purpose of appointing a liquidation committee. Any request for a meeting must be submitted to the liquidators in writing.

## **10 FURTHER INFORMATION**

If you are aware of any information that would assist the Liquidators, please set the details out in writing, attach any supporting evidence, and send it to us. Please note that it can be difficult for liquidators to act in reliance on information that is not provided in writing.

If any creditor wishes to receive the six monthly reports by email as and when they are published, please ensure that an email address is provided on your creditors' claim form.

This report and all subsequent reports will be available on the Liquidators' website at [www.mvp.co.nz](http://www.mvp.co.nz)

## **11 ESTIMATED DATE OF COMPLETION**

It is currently too early to estimate a date of completion for the liquidation.

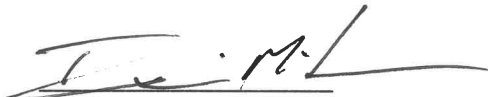
## 12 CONTACT DETAILS

Enquiries should be directed to Colin Sanderson on DDI (07) 838 0908 or by email to CSanderson@mvp.co.nz.

The Liquidators can be contacted at:

McDonald Vague Limited  
Level 10, 52 Swanson Street  
Auckland 1010

P O Box 6092  
Wellesley Street  
Auckland 1141



IAIN McLENNAN  
LIQUIDATOR

DATED this 13<sup>th</sup> day of December 2018

## Retail Guru Limited (In Liquidation) Statement of Affairs

Statement of Affairs for the above named company as at 10 December 2018 (being the date of liquidation) showing assets at estimated realisable values and liabilities expected to rank.

### ASSETS SPECIFICALLY PLEDGED

*No securities are registered on the Personal Property Securities Register*

### ASSETS AVAILABLE FOR PREFERENTIAL CREDITORS

	<i>Book Value</i>	<i>Estimated to Realise</i>
Bank account balances (See note 3 below)	323,908	323,908
<b>Total</b>	<b>\$323,908</b>	<b>\$323,908</b>

### *Less preferential creditors*

Applicant creditor (estimated)		4,000
<b>Total</b>		<b>\$4,000</b>

<i>Estimated surplus as regards preferential creditors</i>		<b>\$319,908</b>
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AVAILABLE FOR UNSECURED CREDITORS		<b>\$319,908</b>
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### LESS UNSECURED CREDITORS

Worldclear		432,965
IRD unsecured		1,250
<i>Estimated (deficiency) as regards unsecured creditors</i>		<b>(\$114,307)</b>

#### **Notes:**

1. There is no unpaid capital liable to be called up.
2. The above estimates are subject to the costs of the liquidation.
3. The bank accounts are subject to freezing orders made by the High Court and are not currently available to the liquidators.

#### **Disclaimer of Liability:**

The information contained in the Statement of Affairs has been supplied by the company. We have not verified the information supplied. The Statement of Affairs has been prepared for the purpose of the liquidation and we do not accept any responsibility on any grounds whatsoever, including liability in negligence, to any party.

## Retail Guru Limited (In Liquidation) Declaration of Independence / Relationships / Indemnities and Upfront Payments

### A DECLARATION OF INDEPENDENCE

- (i) The appointed and McDonald Vague Limited have undertaken a proper assessment of the risks of independence prior to accepting appointment in accordance with the law code of conduct and applicable professional standards and have concluded that they have no prior business or professional relationship with the insolvent that is a real or potential risk and that they are independent.

### B DECLARATION OF RELATIONSHIPS

- (ii) The appointed and McDonald Vague Limited have no prior business or professional or personal relationship with known associates of the insolvent or the major secured creditors that are a real or potential risk and that they are to the extent of:

Name	Relationship	Reason
Richard Whitham	Professional	Mr Whitham is also the director of T1 Holdings Limited (In Liquidation) for which we were appointed liquidators by the High Court on 9 July 2018.
Worldclear Limited	Professional	Worldclear was also the applicant creditor for the liquidation of T1 Holdings Limited
iCLaw	Referrer	iCLaw have previously referred clients to us for insolvency matters

- (iii) The appointed disclose there are no other relevant relationships to declare.
- (iv) The appointed and McDonald Vague Limited have not provided any prior professional services to the insolvent or known associates of the insolvent in the prior two years except to the extent disclosed above.

### C DECLARATION OF INDEMNITIES AND UPFRONT PAYMENTS

- (v) There is no indemnity nor upfront payment



IAIN McLENNAN - LIQUIDATOR

DATED this 13<sup>th</sup> day of December 2018



## Retail Guru Limited (In Liquidation) Schedule of Creditors' Names and Addresses

Pursuant to Section 255(2)(c) of the Companies Act 1993

Creditor Names	Address 1	Address 2	Address 3
Accident Compensation Corporation	P O Box 3248	WELLINGTON 6140	
Inland Revenue Department	P O Box 39 010	Wellington Mail Centre	
Worldclear Limited	P O Box 1086	HAMILTON 3240	LOWER HUTT 5045

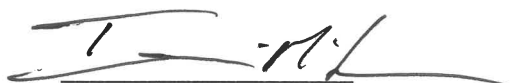


## Notice of Liquidators' Decision to Dispense with Meeting of Creditors

After having regard to the assets and liabilities of Retail Guru Limited (In Liquidation) and the likely result of the liquidation, the liquidators propose to dispense with a meeting of creditors pursuant to Section 245 of the Companies Act 1993.

The liquidators do not, however, wish to preclude creditors from expressing their views. Please contact Colin Sanderson of this office on DDI (07) 838 0908 if you have any specific enquiries.

If you wish to request that a creditor's meeting be called, notice in writing is required within 10 working days of receiving this notice. Your notice you must also state the reason you require a meeting so that an agenda can be prepared and circulated to creditors and creditors can be given the opportunity to vote on any proposed resolutions by voting letter.



IAIN McLENNAN  
LIQUIDATOR

DATED this 13<sup>th</sup> day of December 2018

## Appendix 5

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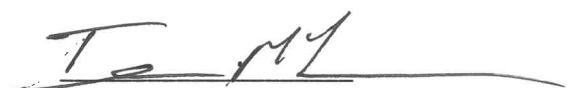
IN THE MATTER of                    The Companies Act 1993

and

IN THE MATTER of                    Retail Guru Limited (In Liquidation)

### **Notice to Creditors to Prove Debts or Claims**

Notice is given that the liquidator of Retail Guru Limited (In Liquidation) ("the company"), fix Friday, the 1<sup>st</sup> day of February 2019, as the day on or before which the company's creditors are to make their claims and establish any priority their claims may have under Section 312 of the Companies Act 1993. Creditors not having made a claim by this date may be excluded from any distribution made.



IAIN McLENNAN  
LIQUIDATOR

DATED this 13<sup>th</sup> day of December 2018

#### **ADDRESS OF LIQUIDATOR**

McDonald Vague Limited  
Level 10, 52 Swanson Street  
AUCKLAND 1010

PO Box 6092  
Wellesley Street  
AUCKLAND 1141

Telephone: (09) 303 0506  
Facsimile: (09) 303 0508  
Website: [www.mvp.co.nz](http://www.mvp.co.nz)

**DATE OF LIQUIDATION: 10 December 2018**



McDonald Vague

McDONALD VAGUE LIMITED

PO Box 6092, Wellesley St, Auckland 1141, New Zealand. Telephone 0-9-303 0506, Facsimile 0-9-303 0508

# Unsecured Creditor's Claim

(Also for use by Preferential Creditors)

SECTION 304(1) COMPANIES ACT 1993  
(For help see [www.mvp.co.nz](http://www.mvp.co.nz) or email [claims@mvp.co.nz](mailto:claims@mvp.co.nz))


NAME AND POSTAL ADDRESS OF CREDITOR IN FULL     Telephone Numbers: (    ) (    )  E-Mail  My Reference is: (if applicable)	* Any personal information collected is for the purpose of administering the liquidation in accordance with the Companies Act 1993.  The information will be used and retained by the liquidators and McDonald Vague and will be released to other parties only with your authorisation or in compliance with the Privacy Act 1993.  Under Section 304(1) of the Companies Act 1993 any claim by an unsecured creditor against a company in liquidation must be in this prescribed form and must – (a) Contain full particulars of the claim; and (b) Identify any documents that evidence or substantiate the claim.  You may have access to and request correction of any personal information.  (*Not applicable, if creditor is not an individual within the meaning of the Privacy Act 1993.)
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**NAME OF COMPANY IN LIQUIDATION:**

\_\_\_\_\_ (IN LIQUIDATION)

(If claim is made on behalf of creditor, specify relationship to creditor and authority)

claim that the company was at the date it was put into liquidation indebted to the abovenamed creditor for the sum of (Amount in words):

\_\_\_\_\_

**STATUS OF CLAIM:**

1. I am an unsecured creditor for (Also applicable to secured creditors who hereby surrender their security)	\$
2. I am a preferential creditor for (Refer details on reverse)	\$
3. My total claim is for (State currency if other than \$NZ)	Other Currency <input type="text"/> NZ \$ <input type="text"/>
4. I have claimed retention/reservation of title rights pursuant to rights held by me Note: If you are a secured creditor contact this office and a Secured Creditors Claim Form will be sent to you.	Tick if Applicable <input type="checkbox"/> (Refer details on reverse)

Full particulars of the claim are set out, and any supporting documents that substantiate the claim, are identified on the reverse of this form.  
(The liquidator may require the production of a document under Section 304(2) of the Companies Act 1993. You are **not required to attach any supporting documents** at this stage, but you may attach them now, if you think it would expedite the processing of the claim.)

SIGNED: \_\_\_\_\_ Date:            /            /

**WARNING —**

It is an offence under Section 304(6) of the Companies Act 1993 to –  
 Make or authorise the making of, a claim that is false or misleading in a material particular knowing it to be false or misleading; or  
 Omit, or authorise the omission from a claim of any matter knowing that the omission makes the claim false or misleading in a material particular.

<b>Received</b> (Date Stamp)	<p><b>RESERVED FOR OFFICE USE:</b></p> <p>Claim admitted/rejected for voting purposes: (Delete one)</p> <p>Signed: <input type="text"/> Date:            /            /</p> <p>Preferential Claim for: <input type="text"/> Ordinary Claim for: <input type="text"/></p> <p><u>CLAIM REJECTED FOR PAYMENT:</u> \$ <input type="text"/></p> <p>or</p> <p><u>CLAIM ADMITTED FOR PAYMENT:</u> \$ <input type="text"/></p> <p>Preferential Claim for: <input type="text"/> Ordinary Claim for: <input type="text"/></p> <p>Signed Liquidator: <input type="text"/> Date:            /            /</p>
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**Note:** If the decision to admit or reject a claim is amended, regulation 8 of the Companies Act 1993 Liquidation Regulations 1994 requires that it be recorded in writing.





McDONALD VAGUE LIMITED

PO Box 6092, Wellesley St, Auckland 1141, New Zealand.  
Telephone 0-9-303 0506, Facsimile 0-9-303 0508

If the creditor owes money to the company, please give full details.

Date	Details of Claim and Identification of Documents that Evidence or Substantiate the Claim	Amount \$

**CLAIMS AGAINST INVENTORY (Romalpa Claims)(Consignment Goods) (Retention of Title) etc.**

Please provide details of the basis of the retention of title claim filed by you and/or details of entry on the Personal Property Securities Register.

**PREFERENTIAL CLAIMANTS ONLY**

**Guideline**

The Seventh Schedule of the Companies Act 1993 sets out those claims which are regarded as preferential and shows their extent and order of priority. For example, wages and salary of any employee in respect of services rendered to the company during the four months preceding the commencement of liquidation are preferential AND the total sum to which priority is to be given in the case of any one employee for wages, holiday pay, deductions, redundancy and child support must not exceed \$22,160 or such greater amount as is prescribed at the commencement of the liquidation.

1. Why do you believe you are a preferential creditor?  
(eg. employee, GST, etc) \_\_\_\_\_
2. Details of your claim: \_\_\_\_\_

If applicable please record here your GST Registration number: \_\_\_\_\_

and total GST included in your tax invoice: \$ \_\_\_\_\_