



**PRODRIVERS LIMITED (IN LIQUIDATION)
("Company")**

Company number: 7258916

New Zealand Business Number: 9429047263253

**Liquidators' Final Report to Creditors and
Shareholders**

1. Introduction

Iain Bruce Shephard and Jessica Jane Kellow, Licensed Insolvency Practitioners of BDO Wellington, (Registration Numbers: IP71 and IP75 respectively) were appointed joint and several liquidators (“Liquidators”) of Prodrivers Limited (“Company”) on 4 November 2020 at 9:39am by special resolution of the shareholders in accordance with section 241(2)(a) of the Companies Act 1993 (“the Act”).

In addition to our statutory obligations, we are also bound by the RITANZ Code of Professional Conduct (“Code”) when carrying out all professional work relating to our appointment as Liquidators.

In accordance with sections 257(1)(a)(i) and 257(1)(c) of the Act we are obliged to report to all creditors, shareholders, and the Registrar that the liquidation has been completed. This report should be read in conjunction with our previous reports pursuant to section 255(2)(d) of the Act.

2. Restrictions

This report is not intended for general circulation, nor is it to be reproduced or used for any purpose other than that outlined above without our written permission in each specific instance.

We do not assume any responsibility or liability for any losses occasioned to any party as a result of the circulation, publication, reproduction or use of this report contrary to the provisions of this paragraph.

We reserve the right (but will be under no obligation) to review this report and if we consider it necessary to revise the report in the light of any information existing at the date of this report which becomes known to us after that date.

3. Background

Prodrivers Limited (In Liquidation) (“Company”) was incorporated in January 2019 and traded a contract labour hire business in South Auckland.

On 24 March 2020, Thomas Lee Rodewald was appointed as receiver (“Receiver”) over the director/shareholder personally. The Receiver resolved to place the Company (and two other related entities) into liquidation on 4 November 2020.

It appears from the Company’s Inland Revenue online filings that the Company may have been trading shortly prior to the Liquidators’ appointment.

4. Liquidators' Actions

The Liquidators have liaised with parties including Inland Revenue, the Companies Office, the New Zealand Gazette and the Accident Compensation Corporation, and completed a review of all information received.

The Liquidators advertised their appointment in the relevant publications and made a call for creditor claims. The Liquidators also directly contacted all known creditors and answered any queries they may have had. The Liquidators subsequently reviewed all completed creditor claim forms received.

The Liquidators reviewed the actions of the director with consideration as to whether there were any potential breaches of appropriate sections of the Companies Act 1993. The Liquidators' investigations included examining the Company's financial statements and considering the Company's bank transactions.

Related Party Claim

The director had advised that the Company ceased trading in the first half of 2020, however there were PAYE filings for periods immediately prior to liquidation. The Liquidators considered that the PAYE liability had been incurred on behalf of a related party and as such the debt was payable to the Company. The Liquidators wrote to the related company with a demand for payment. The director advised that under the labour hire agreement between the Company and a related party, the related party was not liable for the PAYE; this was not supported by Company records.

There were also payments from the Company's bank account to a related party that did not appear to relate to valid Company expenditure. The director advised these were reimbursements for related party expenses incurred on behalf of the Company, however the Liquidators did not receive invoices that reconciled with the transfer amounts.

Ultimately, due to insufficient Company funds and lack of available funding, these potential claims were not pursued further. We note that the Registrar of Companies has since initiated action to remove the related party from the Register.

The liquidation was completed at the date and time that this report was filed with the Registrar.

4.1. Schedule of Receipts and Payments

Attached as **Appendix 1** is a schedule of receipts and payments for the duration of the liquidation.

4.2. Asset Realisations

Bank Account

The Liquidators received \$160.74 from the Company's bank account.

4.3. Creditor Claims

Preferential Creditors

The Liquidators received one preferential claim from Inland Revenue valued at \$18,635.60 relating to unpaid GST and PAYE.

Unsecured Creditors

The Liquidators received two unsecured claims from ACC and Inland Revenue valued at \$1,959.65.

4.4. Other Matters

The preferential and unsecured creditors' claims were unable to be satisfied in full due to a shortfall in the realisation of the Company's assets.

The final remaining balance owed to creditors that filed a claim is outlined below:

Preferential creditors - \$18,635.60

Unsecured creditors - \$1,959.65

5. Liquidators' Statement

All known assets have been disclaimed, or realised, or distributed without realisation.

All proceeds of realisation have been distributed.

The Company is ready to be removed from the New Zealand Register of Companies.

For the purposes of regulation 9(g) of the Companies (Reporting by Insolvency Practitioners) Regulations 2020, the liquidation of the Company is completed at the date and time the notice is provided to the Registrar of Companies.

6. Removal from New Zealand Register of Companies

As Liquidators, we are obliged to give public notice of the intention to have the Company removed from the Register of Companies. A copy of our notice is attached as **Appendix 2**.

The attention of all creditors and shareholders is drawn to section 321 of the Act which provides that, where public notice is given of an intention to remove a company from the Register, any person may send or deliver to the Registrar, not later than the date specified in the notice, an objection to the removal on any one or more of the following grounds:

- (a) That the company is still carrying on business or there is other reason for it to continue in existence; or
- (b) That the company is party to legal proceedings; or
- (c) That the company is in Receivership, or Liquidation, or both; or
- (d) That the person is a creditor, or a shareholder, or a person who has an undischarged claim against the company; or
- (e) That the person believes that there exists, and intends to pursue, a right of action on behalf of the company under Part IX of this Act; or
- (f) That for any other reason, it would not be just and equitable to remove the company from the New Zealand register.

Creditors and shareholders should be aware of section 321(2)(b)(ii) of the Act which provides that a claim by a shareholder or any other person against a company is not an “undischarged claim” if a receiver or liquidator has notified the shareholder or that person that the company has no surplus assets.

7. Contact information

If you require any further information, please direct enquiries to:

Brad Burness
DDI: (+64 4) 555 0728
Email: brad.burness@bdo.co.nz

BDO Wellington
PO Box 10-340
Level 1, Chartered Accountants Building
50 Customhouse Quay
Wellington

Dated this 21st day of May 2021

A handwritten signature in blue ink, appearing to read 'J Kellow'.

JESSICA KELLOW
Liquidator

Appendices

Appendix 1 - Statement of Receipts and Payments

Appendix 2 - Notice of Intention to Remove

APPENDICES

Appendix 1 - Statement of Receipts and Payments

Prodrivers Limited (In Liquidation)	
Summary of Receipts & Payments	
4 November 2020 - 21 May 2021	
\$	
RECEIPTS	
Inland Revenue - GST Refunds	5.97
Interest	0.02
Proceeds of Pre-Liquidation Bank Account	160.74
Total Receipts	166.73
PAYMENTS	
Liquidators' Costs and Disbursements*	166.73
Total Payments	166.73
Cash on hand	-

* - the Liquidators received a payment from the Receivers' appointing creditor to meet the costs of the disbursements incurred in the liquidation. Significant Liquidators' costs and disbursements remain outstanding.

Appendix 2 - Notice of Intention to Remove

PRODRIVERS LIMITED (IN LIQUIDATION)
Company Number: 7258916
("the Company")

**Notice of Intention to Remove Company from Register
(Pursuant to Section 320 of the Companies Act 1993)**

We, Iain Shephard and Jessica Kellow, joint and several liquidators of the Company whose registered office is situated at:

BDO Wellington
PO Box 10-340
Level 1, Chartered Accountants Building
50 Customhouse Quay
Wellington

Hereby give notice that pursuant to section 318(1)(e) of the Companies Act 1993, and having filed with the Registrar our final report on the liquidation, it is intended to remove the Company from the New Zealand register.

Any objection to the removal pursuant to section 321 of the Companies Act 1993 must be delivered to the Registrar no later than 31 July 2021.

DATED this 7th Day of July 2021.



JESSICA KELLOW
Liquidator