



PROSPER HOSPITALITY LIMITED (IN RECEIVERSHIP & IN LIQUIDATION)

Company number: 6974355
NZBN: 9429046959065

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

1. Introduction

Prosper Hospitality Limited (In Receivership & In Liquidation) (“the Company”) was placed into liquidation by special resolution of the shareholders pursuant to Section 241(2)(a) of the Companies Act 1993 (“the Act”) on the 12th day of August 2021 at 3:39pm. Thomas Lee Rodewald IP49 and Paul Thomas Manning IP39, both Chartered Accountants and Licensed Insolvency Practitioners of Tauranga, were appointed as Joint and Several Liquidators of the company.

Steven Khov and Kieran Jones were appointed Receivers of the Company by Stingray Bay Farms Limited on 19 May 2021.

In accordance with section 255 of the Act we report on the Company’s affairs together with our proposals for conducting the liquidation.

Liquidators of insolvent companies are required to be licensed insolvency practitioners. Further details regarding the regulation of insolvency practitioners is available from the Registrar of Companies at: www.companiesoffice.govt.nz/all-registers/insolvency-practitioners/

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. Company information

Date of Incorporation:	13 August 2018	
Trading Address:	21 Hurstmere Road, Takapuna, Auckland	
Type of business:	Licensed Bar & Eatery	
Date trading ceased:	19 May 2021	
Shareholders:	Aman Jain	Number of Shares: 500
	Stuti Jain	Number of Shares: 500
Director:	Aman Jain	

4. Background and reasons for liquidation

The Company traded as The Commons, a bar and restaurant in Takapuna. Receivers were appointed on 19 May 2021; the business was closed and all staff contracts terminated. An onsite auction has been held and all assets sold.

The Director of the Company advised the Receivers that the business failed due to being unable to honour its debts to the GSA holder. The Receivers elected not to trade the business and due to its closure and sale of assets there is no ability to trade in another capacity and so the Company needed to be liquidated.



Attached as **Appendix 1** is the Interests Statement & Declaration of Independence, Relevant Relationships and Indemnities.

5. Statement of affairs

Attached at **Appendix 2** is the Statement of Affairs of the Company. This statement has been prepared based upon financial statements of the Company as at the date of our appointment and as such may be subject to change.

In preparing the statement we have relied on information provided by the Receivers of the Company. We have not carried out an audit of the information which has been provided, nor have we subjected the information provided to detailed verification procedures. While we believe the statement, based on the information provided to us, reasonably reflects the position of the Company, we cannot be held responsible for inaccuracies in the report arising from deficiencies in the information or explanations given to us.

6. Creditors

List of creditors

Attached as **Appendix 3** is a full list of the names and addresses of creditors in accordance with section 255(2)(c)(ii)(C) of the Act.

Unsecured creditor claims

We attach as **Appendix 4** our Public Notice which sets 8 October 2021 as the day on or before which the creditors of the Company are to make their claims, and to establish any priority their claims may have under section 312 of the Act or to be excluded from the benefit of any distribution made before the debts are claimed or from objecting to the distribution.

Please complete the Unsecured Creditor's Claim form attached as **Appendix 5** and return to us at the following address or by fax or email:

The Liquidators
Prosper Hospitality Limited (In Receivership & In Liquidation)
C/- BDO Tauranga Limited
PO Box 15660
TAURANGA 3144
Email: hayley.cameron@bdo.co.nz
Fax: (07) 571 6281

We acknowledge you may have already sent this information to the Receivers, but Liquidation is a separate process and is necessary. If there is no change the information can be copied the Liquidators claim form.

It is too early to reliably estimate what funds, if any, will be available for preferential and unsecured creditors.

Secured creditors notice

Creditors claiming a security interest (including retention of title or other claims) in the Company's assets who:

- have not advised the Liquidators of their security interest; or

- have not received correspondence from the Liquidators concerning their security interest,

Should contact the Liquidators immediately and should not file a claim as an unsecured creditor unless they wish to surrender their charge to the Liquidators.

This report constitutes notice under section 305 (8) of the Act to any secured creditor receiving it that pursuant to section 305 (8) of the Act, you as a secured creditor of the Company are required to (unless you have already advised the Liquidators in writing of such an election or have already received such a notice) elect and notify the Liquidators in writing within 20 working days after receipt of this notice, which of the following powers they wish to exercise:

- a. Realise the property subject to your charge, if entitled to do so; or
- b. Value the property subject to your charge and claim in the liquidation as an unsecured creditor for the balance due, if any; or
- c. Surrender the charge to the Liquidators for the general benefit of creditors and claim in the liquidation as an unsecured creditor for the whole debt.

Pursuant to section 305(9) of the Act, if a creditor fails to notify the Liquidators in compliance with this notice within 20 working days they will be taken as having surrendered their charge to the Liquidators for the general benefit of creditors and they may then claim in the liquidation as an unsecured creditor for the whole debt.

Creditors meeting

In accordance with section 245 of the Act, for the reasons given in the formal notice attached at **Appendix 6**, we have dispensed with the meeting of creditors.

7. Proposals for conducting the liquidation

The Liquidators will review the Company's books and records to establish if there are any potentially voidable transactions, any potential shareholder current account issues and ensure the Director has complied with the duties and obligations imposed on him under the Companies Act 1993. Distributions will be made in order of preference should any funds become available.

There are no known legal proceedings to which the company is a party.

The Liquidators will then complete a final report and request that the Registrar of Companies remove the Company from the register.

8. Estimated date of completion

It is not practical to estimate the date of the completion of the liquidation at this stage. Our subsequent six monthly reports to creditors will, when appropriate, advise of an estimated completion date.

9. Contact information

If you require any further information or if you have any information that will be of assistance to the Liquidators, please direct enquiries to:

Denise Cooper
Phone: 07 571 6280
Email: denise.cooper@bdo.co.nz

BDO Tauranga Limited
PO Box 15660
TAURANGA 3144

Level 1
525 Cameron Road
TAURANGA 3110

Dated this 18 August 2021



Thomas Lee Rodewald
Joint Liquidator



Paul Thomas Manning
Joint Liquidator

APPENDICES

Appendix 1 -

Interests Statement & Declaration of Independence, Relevant Relationships and Indemnities

PROSPER HOSPITALITY LIMITED
(IN RECEIVERSHIP & IN LIQUIDATION)
NZCN: 6974355 ("COMPANY")

This document requires the Practitioners appointed to an insolvent entity to make declarations as to:

- A. their independence generally;
- B. relationships, including
 - i the circumstances of the appointment;
 - ii any relationships with the Company and others within the previous 24 months;
 - iii any prior professional services for the Company within the previous 24 months;
 - iv that there are no other relationships to declare; and
- C. any indemnities given, or up-front payments made, to the Practitioner.

This declaration is made in respect of ourselves, our co-directors, BDO Tauranga Limited and Rodewald Consulting Limited.

A. Independence

We, Thomas Lee Rodewald of Rodewald Consulting Limited and Paul Thomas Manning of BDO Tauranga Limited have undertaken a proper assessment of the risks to our independence prior to accepting the appointment as Joint Liquidators of the Company in accordance with the law, RITANZ Code of Conduct and applicable professional standards. This assessment identified no real or potential risks to our independence. We have evaluated the significance of any real or potential risk to Independence and taken such action as is necessary to preserve the Practitioners' Independence. In all cases, we are not otherwise aware of any reasons that would prevent us from accepting this appointment.

B. Declaration of Relationships

i Circumstances of appointment

This appointment was referred to us by Steven Khov of Khov Jones, the Company's Receivers. Emails were exchanged regarding the events leading to Liquidation. A conflict check was undertaken, documents prepared and emailed.

We believe that this referral does not result in a conflict of interest or duty because:

- It is recognised there is a need for practitioners to provide advice on an insolvency process and the options available for the Company. It is not considered that such advice results in a conflict or is an impediment to accepting the appointment.

We agreed to accept nomination as Liquidators, but have provided no information or advice to the Company or its Directors prior to our appointment beyond that outlined in this DIRRI.

ii Relevant Relationships (excluding Professional Services to the Insolvent)

Other than disclosed herein, neither we, nor our firm, have, or have had within the preceding 24 months, any relationships with the Company, an associate of the Company, a former insolvency practitioner appointed to the Company or any person or entity that has security over on the whole or substantially whole of the Company's property. The Bank of New Zealand (BNZ) has security interest over the whole of the Company property. We receive referrals from the BNZ and have acted as Receiver for the BNZ on a number of occasions in recent years.

There are no other prior professional or personal relationships that should be disclosed.

iii Prior Professional Services to the Insolvent

Neither we, nor our Firm, have provided any professional services to the Company in the previous 24 months, other than those outlined herein.

iv No other relevant relationships to disclose

There are no other known relevant relationships, including personal, business and professional relationships, from the previous 24 months with the Company, an associate of the Company, a former insolvency practitioner appointed to Prosper Hospitality Limited or any person or entity that has a valid and enforceable security interest on the whole or substantially the whole of the Company's property that should be disclosed.

C. Indemnities and up-front payments

We have not been indemnified in relation to this liquidation, other than any indemnities that we may be entitled to under statute. We have received a \$3,000 + GST fee guarantee from the Receivers in respect of our remuneration and disbursements.

Dated: 12 August 2021



PAUL THOMAS MANNING
Joint and Several Liquidator



THOMAS LEE RODEWALD
Joint & Several Liquidator

Appendix 2 - Statement of affairs

Statement of Affairs of		
Prosper Hospitality Limited (In Receivership & In Liquidation)		
As at the date of the appointment of the Liquidators being 12 August 2021		
	Note	Estimated to realise \$
Assets		
Plant and Equipment	1	Nil
Stock	1	Nil
Vehicle	1	Nil
		Nil
Less secured creditors:		
Independent Liquor (NZ) Limited		9,045
Bank of New Zealand		Unknown
North Shore Cash N Carry (2015) Limited		7,195
Coca-Cola Amatil (NZ) Limited		Unknown
Ice Machine rentals Limited		Unknown
Bidfood Limited		Unknown
Mercedes-Benz Financial Services New Zealand Limited		Unknown
Flexigroup (New Zealand) Limited		Unknown
Powertank NZ Limited		Unknown
Stingray Bay Farms Limited		328,063
		344,303
Deficit before preferential & unsecured creditors		Unknown
Preferential creditors:		
Employees Wages & Holiday Pay (Gross)		41,409
IRD - PAYE/GST		249,864
		291,273
Deficit before unsecured creditors		Unknown
Unsecured creditors:		
Unsecured Creditors		137,650
IRD - GST/PAYE penalties & interest		200,786
		338,436
Estimated deficit (subject to costs of liquidation)		Unknown
Notes		
Note 1: The Receivers have dealt with all assets prior to our appointment		
Disclaimer		
This statement should be read in conjunction with the disclaimer on page one of the above		
Liquidators report and BDO Tauranga Limited nor Rodewald Consulting Limited have not audited the report		
and they, their directors, employees or contractors accept no liability to any other party in relying on the		
information presented. The purpose of the report is to give creditors of the company an indication of the		
financial position of the company as at the date of the appointment of the liquidators.		

Appendix 3 - List of Company Creditors

Name	Address 1	Address 2	Address 3
ACC Workplace Cover	PO Box 242		Wellington 6140
A-Jet Services Limited	PO Box 251430	Pakuranga	Auckland 2140
Aman Jain	<i>Withheld</i>		
Amandeep Gadri	<i>Withheld</i>		
Amar Hamilton-Vincent	<i>Withheld</i>		
Angela Sirl	<i>Withheld</i>		
Aremech Solutions Limited	46 Ferguson Street	Mangere East	Auckland 2024
Auckland Council	Private Bag 92300	Victoria Street West	Auckland 1142
Bank of New Zealand	Lending Services, Private Bag 92089	Victoria Street West	Auckland 1142
Belmont Linen Hire 2016 Limited	20 Keeling Road	Henderson	Auckland 0612
Bianca Brett	<i>Withheld</i>		
Bidfood Limited	PO Box 74552	Greenlane	Auckland 1546
Bikramjit Singh	<i>Withheld</i>		
Cara Lonergan	<i>Withheld</i>		
Chevalier Wholesale Produce Limited	Level 2, 116 Harris Road	East Tamaki	Auckland 2013
Clare Molloy	<i>Withheld</i>		
Clevedon Buffalo Co Limited	95 Elliot Street	Pahurehure	Papakura 2113
Coca-Cola Amatil (NZ) Limited	Private Bag 14916	Panmure	Auckland 1741
Dayna Wharekawa	<i>Withheld</i>		
Euan Cameron & Tarn Cameron	<i>Withheld</i>		
Evelyn Mackay	<i>Withheld</i>		
Flexigroup (New Zealand) Limited	PO Box 90935	Victoria Street West	Auckland 1142
Flourish Venture Limited	PO Box 71094	Rosebank	Auckland 1348
Food Chain Limited	40 Honan Place	Avondale	Auckland 1026
Fresh Ice Machine Rentals Limited	PO Box 147388	Ponsonby	Auckland 1144
Frucor Suntory New Zealand Limited	86 Plunket Avenue	Manukau	Auckland 2104
George Dmitriev	<i>Withheld</i>		
H S (Australasia) Limited	15 Canaveral Drive	Rosedale	Auckland 0632
Hardy Trade Supply Limited	PO Box 38724	Wellington Mail Centre	Lower Hutt 5045
Hayden Foy	<i>Withheld</i>		
Heatwave Maintenance Limited	642 Great South Road	Ellerslie	Auckland 1051
Hirepool Limited	920 Great South Road	Penrose	Auckland 1642
Huey Yong	<i>Withheld</i>		
IAL Security Limited	PO Box 208107	Remuera	Auckland 1541
Ian Hughes	<i>Withheld</i>		
Ice Machine Rentals Limited	PO Box 147-388	Ponsonby	Auckland 1144
Independent Liquor (NZ) Limited	PO Box 72148	Papakura	Auckland 2244
Inland Revenue	PO Box 39090	Wellington Mail Centre	Lower Hutt 5045
James Pollitt	<i>Withheld</i>		
Jarom Hall	<i>Withheld</i>		
Jasmeet Singh	<i>Withheld</i>		
Jesse Hohaia	<i>Withheld</i>		
Karan Kondurkar	<i>Withheld</i>		
Kim Nicholas	<i>Withheld</i>		
Lee Rattray	<i>Withheld</i>		
Luke Wilson	<i>Withheld</i>		
Mercedes-Benz Financial Services New Zealand Limited	9 Pacific Rise	Mount Wellington	Auckland 1060

Michele Walpola	<i>Withheld</i>		
Natural Choice Hygiene Solutions Limited	Suite 15, 46 Ellice Road	Wairau Valley	Auckland 0629
Natural Choice Products Limited	4/26 Bancroft Crescent	Glendene	Auckland 0602
Nicole Robinson	<i>Withheld</i>		
North Shore Cash n Carry (2015) Limited	PO B0x 65099	Mairangi Bay	Auckland 0754
Paymark Limited	Level 2, 162 Victoria Street West	Auckland CBD	Auckland 1010
Petula Diedricks	<i>Withheld</i>		
Power Tank NZ Limited	19-14 Airborne Road	Rosedale	Auckland 0632
Prosper Events Limited	525 Cameron Road		Tauranga 3110
Rachel McClelland	<i>Withheld</i>		
Rattle The Cage Limited	6 Lorraine Avenue	Mount Albert	Auckland 1025
Reece Edington	<i>Withheld</i>		
Restaurant Hub Limited	PO Box 3992	Shortland Street	Auckland 1140
Retail Dimension Limited	PO Box 302577	North Harbour	Auckland 0751
Ryuzo Nishida Limited	22 Lydia Avenue	Northcote	Auckland 0627
Sales Star Limited	PO Box 31824	Milford	Auckland 0741
Sarah Kim	<i>Withheld</i>		
Shane Lodge	<i>Withheld</i>		
Sky Network Television Limited	10 Panorama Road	Mount Wellington	Auckland 1060
Stingray Bay Farms Limited	Floor 5, Commercial Union House	12 O'Connell Street	Auckland 1010
The Events Group Limited	Unit 3/21 Poland Road	Glenfield	Auckland 0627
The Fine People Limited	PO Box 33021	Takapuna	Auckland 0740
The New Zealand Coffee Company Limited	PO Box 8241	Symonds Street	Auckland 1150
Toby Jennings	<i>Withheld</i>		
Tom Noel	<i>Withheld</i>		
Trade Me Limited	Level 5, 2 Market Lane		Wellington 6011
Trish Ah Sam	<i>Withheld</i>		
Varun Mehta	<i>Withheld</i>		
Wayne Simpson	<i>Withheld</i>		



Appendix 4 - Public notice of appointment

PROSPER HOSPITALITY LIMITED (IN RECEIVERSHIP & IN LIQUIDATION)
COMPANY NUMBER 6974355
("the Company")

NOTICE OF APPOINTMENT OF LIQUIDATORS
AND
NOTICE TO CREDITORS TO CLAIM

Pursuant to Section 255(2)(a) and
Liquidation Regulation 12 of the Companies Act 1993

Thomas Lee Rodewald and Paul Thomas Manning, both Chartered Accountants and Licensed Insolvency Practitioners of Tauranga, were appointed joint and several liquidators of the Company by special resolution of the shareholders on 12 August 2021 at 3:39pm.

NOTICE is hereby given that as joint and several liquidators of the Company, we fix 8 October 2021, as the day on or before which the creditors of the Company are to make their claims, and to establish any priority their claims may have under section 312 of the Companies Act 1993 or to be excluded from the benefit of any distribution made before the debts are claimed, or as the case may be, from objecting to the distribution.

Creditors and shareholders may direct enquiries during normal business hours to:

Denise Cooper

Postal Address BDO Tauranga Limited
PO Box 15660
Tauranga 3144

Telephone (07) 571 6280

Facsimile (07) 571 6281

Email denise.cooper@bdo.co.nz <http://www.bdo.co.nz/>

Dated this 18 August 2021

Paul Thomas Manning
Joint Liquidator



Appendix 5

UNSECURED CREDITORS CLAIM FORM

Section 304(1) Companies Act 1993

NAME AND POSTAL ADDRESS OF CREDITOR IN FULL Principal Contact: E-mail Address: Telephone Number: My Reference is: (if applicable)	* Any personal information collected is for the purpose of administering the claims in accordance with the Companies Act 1993. The information will be used and retained by BDO Tauranga Limited and will be released to other parties only with your authorisation or in compliance with the Privacy Act 1993. Any claim by an unsecured creditor against a company in a 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 entity within the meaning of the Privacy Act 1993)
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NAME OF COMPANY: Prosper Hospitality Limited(In Receivership & In Liquidation)

I, (Name).....
 (If claim is made on behalf of creditor, specify relationship to creditor and authority)
 claim that the company was at the date of liquidation indebted to the above named creditor for the sum of (Amount in words and figures):

 \$.....

STATUS OF CLAIM:

1. I hold no security for the claimed amount 2. I am surrendering the security I hold and I am claiming as an unsecured creditor 3. I am making a preferential claim (Refer details on reverse) 4. I am claiming reservation of title rights pursuant to rights held by me (Refer details on reverse)	TICK <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
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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 liquidators 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:
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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
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Received (Date Stamp)	<p>RESERVED FOR OFFICE USE: Claim admitted/rejected for voting purposes: Signed: Date (Delete one)</p> <table style="width:100%;"> <tr> <td style="width:33%;"><u>CLAIM REJECTED FOR PAYMENT:</u></td> <td style="width:33%;">Preferential Claim for: \$</td> <td style="width:33%;">Ordinary Claim for \$</td> </tr> <tr> <td>or</td> <td></td> <td></td> </tr> <tr> <td><u>CLAIM ADMITTED FOR PAYMENT:</u></td> <td>Preferential Claim for: \$</td> <td>Ordinary Claim for \$</td> </tr> </table> <p>Signed Liquidator: Dated</p>	<u>CLAIM REJECTED FOR PAYMENT:</u>	Preferential Claim for: \$	Ordinary Claim for \$	or			<u>CLAIM ADMITTED FOR PAYMENT:</u>	Preferential Claim for: \$	Ordinary Claim for \$
<u>CLAIM REJECTED FOR PAYMENT:</u>	Preferential Claim for: \$	Ordinary Claim for \$								
or										
<u>CLAIM ADMITTED FOR PAYMENT:</u>	Preferential Claim for: \$	Ordinary Claim for \$								

PARTICULARS OF CLAIM

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 \$
	<p><i>If applicable, less any purchase money security interests in relation to goods supplied by creditor to the company [Describe goods]</i></p> <p><i>If applicable, less debts owed by creditor to the company [Describe goods]</i></p> <p>RETENTION OF TITLE CLAIMANTS ONLY Please provide details of the basis of your retention of title claim and furnish a copy of the documentation showing that such reservation of title clause is a condition of contract.</p>	

PREFERENTIAL CLAIMANTS ONLY

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.

1. Are you claiming the full amount of your claim as preferential? Yes / No
2. If no, what part of the claim is preferential? \$.....
3. Why do you believe you are a preferential creditor?
(eg. Employee, IRD, NZ Customs).....
4. Details of your claim:.....

If applicable please record here your GST Registration number:

And total GST included in your claim: \$.....

**Return to: BDO Tauranga Limited
PO Box 15660, Tauranga 3144
Or email: hayley.cameron@bdo.co.nz**

Appendix 6

PROSPER HOSPITALITY LIMITED (IN RECEIVERSHIP & IN LIQUIDATION)
COMPANY NUMBER 6974355
("the Company")

Notice of Liquidators Decision to Dispense with Meetings of Creditors
(Pursuant to section 245 Companies Act 1993)

Thomas Lee Rodewald and Paul Thomas Manning, both Chartered Accountants and Licensed Insolvency Practitioners of Tauranga, were appointed joint and several liquidators of the Company by special resolution of the shareholders on 12 August 2021 at 3:39pm.

We do not consider that a meeting of creditors should be held because there are insufficient assets to meet the cost of holding such a meeting and there are limited prospects of funds being available for payment of a dividend to creditors other than to those who hold specific security or have a preferential claim.

No meeting of creditors will be called unless we receive notice in writing from a creditor requiring us to hold a meeting of creditors pursuant to section 314 of the Companies Act 1993 within 10 working days of their receipt of this notice. However, the liquidators reserve the right to not hold a meeting if it is felt the request is frivolous or there are no available funds to cover the costs involved.

Notices should be forwarded to:

Postal Address	BDO Tauranga Limited PO Box 15660 Tauranga 3144
Telephone	(07) 571 6280
Facsimile	(07) 571 6281
Email	denise.cooper@bdo.co.nz http://www.bdo.co.nz/

Dated this 18 August 2021



Paul Thomas Manning
Joint Liquidator