Neutral Citation Number: [2025] EWHC 2208 (Ch)

Case No: CR-2025-007581

**IN THE HIGH COURT OF JUSTICE**
**CHANCERY DIVISION**
**BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES**
**INSOLVENCY AND COMPANIES COURT**

Royal Courts of Justice, Rolls Building
Fetter Lane, London, EC4A 1NL

Date: 27/08/2025

**Before** :

**CHIEF INSOLVENCY AND COMPANIES COURT JUDGE BRIGGS**

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**Between :**

**DG RESOURCES LTD** — **Applicant**

**- and -**

**Respondent**

**THE COMMISSIONERS FOR HIS MAJESTY'S REVENUE AND CUSTOMS**

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**MATTHEW COLLINGS KC AND GARETH DARBYSHIRE** (instructed by **IRWIN MITCHELL LLP**) for the **APPLICANT**
**THOMAS COCKBURN** (instructed by **SOLICITOR TO HM REVENUE AND CUSTOMS**) for the **RESPONDENT**

Hearing date: 31 July 2025

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# Approved Judgment

This judgment was handed down remotely at 10.30am on 27 August 2025 by circulation to the parties or their representatives by e-mail and by release to the National Archives.

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CHIEF INSOLVENCY AND COMPANIES COURT JUDGE BRIGGS

## Chief ICC Judge Briggs:

1. This case concerns two applications made by DG Resources Ltd (the "Company"). The first application is to restrain the Commissioners for His Majesty's Revenue and Customs ("HMRC") from advertising a petition to wind up the Company. The second application, issued the day before the hearing, is to strike out the petition presented by HMRC on 11 December 2024 (the "Petition"). The Petition pleads that the Company is in debt to HMRC for the sum of £1,104,015.14.

2. In addition to the injunction application and the application to strike out, the Company opposes the Petition on two bases. The first is that it incurred a trading loss and is entitled to a tax rebate. The second, that it has acquired a claim by way of an assignment against HMRC. It is argued that the assigned claim for loss exceeds the debt claimed on the face of the Petition.

## Background to the Petition

3. The parties agree on the chronology. They have a different view of the events.

4. In 2023 the Company had failed to pay all the sums owed to HMRC. On 20 May 2024 HMRC wrote to the company to demand payment of £767,589.13. The letter was addressed to its registered office, Blinkbox Business Complex, Kent CT14 6PJ and enclosed a statement of liabilities. The demand letter, signed by Mrs Urben, a debt manager at HMRC, explained the consequences of a failure to make payment in full within 7 days:

> "I'll instruct our Solicitors to present a petition to the High Court to wind up the company. I'll do this without giving you further warning, on the grounds that the company is unable to pay its debts. Once we've filed a petition with the Court, it will be served on the company and then advertised in the London Gazette no less than 7 business days after the petition is served. Once the petition has been advertised, other creditors of the company can ask the Court to add their debts to the petition. Your bank may also decide to freeze your company's bank account."

5. Despite the threat to present a petition, HMRC did not present a petition to wind up the Company following the period of 7 days from the demand.

6. Liberty Rock Limited ("Liberty") is a consultancy business that purports to have expertise in asset protection, tax, and accountancy solutions. The Company engaged Liberty to communicate with, and resolve its tax issues with HMRC. In her witness evidence Mrs Urben states that Liberty telephoned HMRC on 7 June 2024 stating that it had received the demand letter and had been engaged by the Company. It is apparent that Liberty wrote to HMRC sometime in June 2024 (the correspondence is not included in the hearing bundle). Later correspondence reveals that Liberty had written after the telephone call disputing the debt said to be due. The basis of the dispute is not clear. If the Company wished to rely on this correspondence it needed to adduce it in evidence. It has not. In any event the debts claimed by HMRC are founded upon returns provided by the Company.

7. HMRC responded on 2 July 2024 by e-mail asking that Mr Maunick, a director of the Company, provide a disclaimer and authorise HMRC to correspond with Liberty in respect of the Company's tax affairs.

8. By e-mail on 11 July 2024 Liberty returned a completed disclaimer and authorisation asking HMRC to correspond by post.

9. HMRC wrote on 9 October 2024. Mrs Urben says that the file was passed to the in-house legal group. I infer from the background that the letter of 9 October 2024 informed Liberty that the failure to pay the demand had been escalated within HMRC and matters were in the hands of its lawyers.

10. Liberty responded on 17 October 2024 with a letter endorsed "without prejudice, save as to costs":

> "As previously stated the alleged debt is disputed and not a liquidated sum. For tracing purposes, please note that we are informed that payments were made in the form of cheques sent to HM Revenue and Customs, clearing within three days of receipt. Evidence will be provided to you on or before 15 November 2024. Notwithstanding the company' dispute of the alleged debt, we now propose to you the company's offer to pay £767,589.13 on or before 29 November 2024 without waiving any of its claims or rights of set off against HM Revenue and Customs. We therefore ask that you place all action on hold, in order for settlement evidence to be provided and further payment to be effected and confirm the same in writing forthwith. Alternatively, if you intend to instruct the issuing of a winding up petition, please confirm this in writing forthwith, providing at least 14 days notice so we may engage counsel to apply for an injunction against presentation and seek costs on an indemnity basis."

11. On 28 November 2024, Companies House sent a notice ("Regulation 6 Notice") to the Company at its registered office, Blinkbox Business Complex, and addressed to Mr Maunick, in the following terms:

> "We have reason to believe DG RESOURCES LTD's registered office address is not an 'appropriate address' as required by section 86 of the Companies Act 2006. This address is also shown for the service address of Mr Ranjeev Maunick as director and PSC of the company (the 'relevant person') and we have reason to believe it does not comply with the requirements of section 1141 (1) and (2) of the Companies Act 2006 (the 'service address requirements'). This notice is given further to an application under regulation 4 of The Registered Office Address (Rectification of Register) Regulations 2024 and regulation 4 of The Service Address (Rectification of Register) Regulations 2024.

> We'll change the address(es) to a default address unless, within 14 days beginning with the day on which this notice is given to the company (or, in the case of the service address, the company and the relevant person):
>
> • the company changes its registered office address/the relevant person's service addresses or
>
> • the company objects to us changing its registered office address /the company or relevant person object to us changing the relevant person's service addresses and provides evidence to the satisfaction of the Registrar of Companies that the current registered office address is an appropriate address/ the current service address complies with the service address requirements.
>
> A registered office address is an 'appropriate address' if, in the ordinary course of events:
>
> (a) a document addressed to the company, and delivered there by hand or by post, would be expected to come to the attention of a person acting on behalf of the company; and (b) the delivery of documents there is capable of being recorded by the obtaining of an acknowledgement of delivery.
>
> To meet the 'service address requirements' a service address must be one at which documents may be effectively served on the relevant person, and the service address must be a place where: (a) the service of documents can be effected by physical delivery; and (b) the delivery of documents is capable of being recorded by the obtaining of an acknowledgment of delivery."

12. The Regulation 6 Notice included: (1) an e-mail address with a reference number to use if the Company wished to object to changing its address, (2) guidance to update an address, and (3) a list of relevant forms to complete if the Company chose to update its address with an "appropriate" address.

13. The Company did not respond to the Regulation 6 Notice. It did not make representations to the satisfaction of Companies House (or at all) that Blinkbox Business Complex met the requirements of section 1141 (1) and (2) of the Companies Act 2006. It did not seek to update to an "appropriate" address. It did not object to the use of the "default" address. Accordingly on 4 December 2024, the Company's registered address was changed to PO Box 4385, 12399995 - Companies House default address, Cardiff, CF14 8LH ("the default address").

14. On 5 December 2024 Liberty wrote informing HMRC that the debt had been settled:

> "Further to our authority on file, please note that our records show that settlement of the Account was made as follows:
>
> £900,000 on 29 November 2024."

15. The Company and Liberty appear to have accepted that the payment said to have been made on 29 November 2024 was not paid. It formed no part of the argument before me that the payment was made. HMRC says no payment was made.

16. On 11 December 2024 Mrs Urben wrote to Liberty in the following terms:

> "Thank you for your letter of 14 November 2024 and enclosure.
>
> Please provide me with a copy of your letter dated 15 October 2024.
>
> The letter requiring payment of the sum of £767,589.13 was issued to the company's Registered Office address of Blinkbox Business Complex, Western Road, Deal Kent CT14 6PJ on 20 May 2024.
>
> The sum of £767,589.13 remains outstanding. However, further arrears have become due and our Solicitor's Office has been instructed to file a petition for the total amount of £1,104,015.14.
>
> The petition was being drafted on 6 December 2024. In the absence of payment in full, proceedings will continue."

17. The letter of 14 November 2024 referred to in the correspondence has not been produced for the court. HMRC did not receive a response to the letter of 11 December 2024.

18. The Petition is signed and dated 11 December 2024, and is supported by a witness statement made by Mr Tebbutt, a civil servant employed by HMRC. Mr Tebbutt stated:

> "The company's centre of main interests is PO Box 4385, 12399995 - COMPANIES HOUSE DEFAULT ADDRESS, Cardiff, CF14 8LH. Accordingly, the EU Regulation on Insolvency Proceedings as it has effect in the law of the United Kingdom will apply and these will be COMI proceedings."

19. The Petition states:

> "6. The Petitioners have made application to the Company for payment of the sum of £767,589.13.
>
> 7. Notwithstanding such application the Company has failed and neglected to pay or satisfy the balance payable or any part thereof.
>
> 8. The Company is further indebted to the Petitioners for interest which has accrued from the date of the application until payment under the relevant statutory provisions and at the statutory rate of interest on overdue tax in force during that period. "

20. The evidence of Mrs Urben is that the Petition was served at the address stated on the Companies House website, the default address, on 20 December 2024. Kyle Foster, a

process server employed by Excel Civil Enforcement Ltd, provided a witness statement dated 6 January 2025:

> "On the 20th day of December 2024 at 15:02 hours, I attended at PO Box 4385, 12399995, Companies House Default Address, Cardiff, CF14 8LH, this being the Registered Office of the above-named Company.
>
> I served the above-named Company, with the sealed Petition by handing it to Hannah, the Receptionist, who acknowledged to me that they were authorised to accept service of documents on behalf of the Company."

21. There was no response to the Petition from the Company.

22. On 21 January 2025 Mrs Urben wrote to Liberty:

> "As I received no reply to my letter of 11 December 2024, a Winding-Up Petition for £1,104,015.14 was filed on 11 December 2024. The Petition is due to be heard on 5 February 2025. In the absence of payment in full, HMRC Legal Group will seek a Winding-Up Order."

23. The Company quickly engaged the Ellen Court Partnership Solicitors ("Ellen Court") to act on its behalf and sent a notice of acting to the Enforcement and Insolvency Service at Worthing on 22 January 2025. On the same day Ellen Court wrote asking for a copy of the Petition. Unlike Liberty, Ellen Court were prepared to communicate with HMRC by e-mail and telephone.

24. At 11:03 on 23 January 2025 Mrs Urben responded by e-mail asking for Mr Maunick to provide a signed disclaimer (as it is called) to confirm that Mr Brunning of Ellen Court was an authorised representative of the Company. Mr Maunick provided the signed disclaimer which was returned within the hour. At this time Ellen Court did not raise any argument that the debt had been paid or was disputed.

25. In his fourth witness statement Mr Maunick says:

> "there was no legal basis for a disclaimer to be required. If the Respondent knew [the] advertisement was booked for the 24th January 2025 and knew there was a solicitor acting for the Company they ought to have immediately released the petition. Our agents had been trying constantly in the days before to obtain the petition and the Respondent simply refused to provide it."

26. By the time HMRC knew there was an assertion of a dispute HMRC had sent the notice to the London Gazette which was due for publication on 24 January 2025. The Company made an application for an injunction to restrain advertisement of the Petition on the 23 January, albeit out of hours at 10:47pm. These events are to be seen against the background of Liberty acting as agent for the Company, communicating on behalf of the Company, informing HMRC the debt had been paid when it had not and aware

the Petition was being drafted, the amount of debt and the likelihood of presentation if the debt was not paid.

27. As the Company explained in submissions, the Gazette acted timeously. The advertisement appeared at 00:11am. Although the Company had served a copy of the injunction on HMRC it was not until the following morning at 08:22am that Ellen Court telephoned HMRC to inform it that the advertisement had appeared. HMRC caused a notice of retraction to be published on the same day at 5:20pm.

## The issues

28. There is a preliminary issue that I shall deal with briefly at paragraph 53 below. Other than the preliminary issue, the parties agreed on the following issues which, if the Company is successful on both, will result in a dismissal of the Petition:

    a. Whether the Company had been validly served with the Petition. This requires the court to consider the inter-play between the Companies Act 2006 (the "2006 Act"), the Registered Office Address (Rectification of Register) Regulations 2024 (the "Regulations") and the relevant service provisions within the Insolvency Rules (England and Wales) 2016 (the "Rules"). A sub-category of this issue is an argument that given the presentation of the Petition, if there had been no proper service the Petition should be struck out.

    b. Whether the claimed rebate of tax owing to a trading loss is a genuine and substantial cross-claim.

29. It is also argued, at least on the papers, that there is a genuine and substantial cross-claim that equals or exceeds the debt.

## The 2006 Act, the Regulations and the Rules

i) *The 2006 Act*

30. Prior to 2024 a company was able to use a PO box as its registered office. In October 2023 Parliament introduced the Economic Crime and Corporate Transparency Act 2023 ("ECCT"). Its overriding objective is to tackle economic and financial crime. By the ECCT the Registrar of Companies is given greater powers to take action and scrutinise entries. The ECCT policy paper explains:

> "The Act introduces the biggest changes to Companies House since corporate registrations were established in 1844 and will enable us to play a much stronger role in making the UK a great place to do business."

31. Relevant to this case the policy paper states that one of the objectives is to:

> "improv[e] the accuracy and reliability of registered office addresses by introducing a new definition for an appropriate address (companies are not able to use a Royal Mail PO Box and equivalent services offered by other parties) – we will be able to

> commence strike off measures against companies if they do not provide an appropriate address within a specified period"

32. Section 86 of the 2006 Act was amended by a statutory instrument dated 4 March 2024, the Economic Crime and Corporate Transparency Act 2023 (Commencement No. 2 and Transitional Provision) Regulations 2024 (SI 2024/269).

33. Since the amendment section 86 of the 2006 Act imposes a duty on a company to ensure that its registered address is appropriate:

> "(1) A company must ensure that its registered office is at all times at an appropriate address.
>
> (2) An address is an "appropriate address" if, in the ordinary course of events—
>
> (a) a document addressed to the company, and delivered there by hand or by post, would be expected to come to the attention of a person acting on behalf of the company, and
>
> (b) the delivery of documents there is capable of being recorded by the obtaining of an acknowledgement of delivery.
>
> (3) If a company fails, without reasonable excuse, to comply with this section an offence is committed by—
>
> (a) the company, and
>
> (b) every officer of the company who is in default."

34. It is apparent from the language used that if a company does not have control of its registered office address, it must make secure arrangements to ensure that it receives documents delivered to that address. I understand that the Blinkbox complex is a multi-user premises.

35. The section 86 duty is relaxed during any period that the registered office is the default address:

> "(5) Subsection (1) does not apply in relation to a company during any period for which the address of its registered office is a default address nominated by virtue of section 1097A(3)(h)."

36. The reference to section 1097A(3)(h) is to a power provided to the Secretary of State to make regulations for the purpose of ensuring that a company registered in England and Wales has an appropriate address. The power specifically authorises or requires the registrar to change the address of a company's registered office if satisfied that it is not an appropriate address.

37. Given the purpose of the duty imposed on every company in England and Wales or its officers to ensure it has a designated physical location where official communications, including legal documents, can be reliably delivered, section 1139 of the 2006 Act provides (where relevant):

(1) A document may be served on a company registered under this Act by leaving it at, or sending it by post to, the company's registered office.

(3) For the purposes of this section a person's "registered address" means any address for the time being shown as a current address in relation to that person in the part of the register available for public inspection.

*ii) the Regulations*

38. The Regulations were made by statutory instrument on 29 February 2024 and came into force on 4 March 2024 implementing powers under section 105 of the ECCT. The regulations empower the Registrar of Companies to rectify the register where the company's registered office address is not "appropriate" within the meaning of the 2006 Act.

39. By Regulation 4, any person may apply to the registrar to change a company's registered office address. The application must include:

i) The name and number of the company.

ii) The current registered office address.

iii) The grounds for believing the address is not appropriate.

And the registrar may request further information or evidence before proceeding.

40. Where the registrar is satisfied that the address of a company's registered office is not appropriate, an obligation is imposed on the registrar by Regulation 6 to send a notice to the Company.

41. By Regulation 7 the registrar may change a company's registered office either on their own initiative or following an application made under regulation 4. I make two observations about this Regulation. First, the change is treated as if the company had filed a notice under section 87 of the 2006 Act. Secondly, the onus is on the company to respond. If the registered address is "appropriate" the registrar may expect that the company received the Regulation 6 Notice. The onus placed on the company who receives a Regulation 6 Notice is evident from Regulation 7(2) which provides:

> "The fact that a company failed, within the specified period, to object to the change of the address may be taken by the registrar as sufficient evidence of the fact that its registered office address is not an appropriate address (without further ado)."

42. Where the registrar changes a company's registered address, the new address is a "default address" nominated under regulation 3. This is typically a PO Box or an address where the registrar carries out his functions. The default address serves as a placeholder until the company provides an appropriate registered office.

43. Regulation 15 provides:

> "Where the registrar changes the address of a company's registered office to a default address under these Regulations

> (including where the registrar changes the address from one default address to another default address), a person may validly serve any document on the company at the old address during the period of 14 days beginning with the day on which it was changed."

44. The company can still receive statutory correspondence at the default address and arrange to collect it. However, the registrar is under no obligation to notify the company or open any delivered mail.

45. When the company changes its registered office from the default address to an appropriate address, the registrar is under no obligation to forward any retained mail delivered to the default address. Again the onus is on the company.

46. In circumstances where the registrar changes a company's registered office address under regulation 7, the registrar must facilitate the collection by the company of any documents delivered to the company at that address: Regulation 18. However the registrar has the power to destroy documents if they are not collected by the company within the period of 6 months beginning with the day on which they are delivered or the company is struck off. This power appears to support the broader policy of improving register accuracy and reducing opportunities for abuse.

*iii) the Rules on serving a winding up petition*

47. The Insolvency (England and Wales) Rules 2016 (the "Rules") provides permitted methods for the service of a winding up petition: Paragraph 2 of Schedule 4. Paragraph 2 incorporates a waterfall of service options. The premier method is to hand a petition to a director at the company's registered address:

> "(1) A winding-up petition must be served at a company's registered office by handing it to a person at that address who—
>
> (a)at the time of service acknowledges being a director, other officer or employee of the company;
>
> (b)is, to the best of the knowledge and belief of the person serving the petition, a director, other officer or employee of the company; or
>
> (c)acknowledges being authorised to accept service of documents on the company's behalf.
>
> (2) However if there is no one of the kind mentioned in sub-paragraph (1) at the registered office, the petition may be served by depositing it at or about the registered office in such a way that it is likely to come to the notice of a person attending the office.
>
> (3) Sub-paragraph (4) applies if—

> (a)for any reason it is not practicable to serve a petition at a company's registered office;
>
> (b)the company has no registered office; or
>
> (c)the company is an unregistered company.
>
> (4) Where this paragraph applies the petition may be served—
>
> (a)by leaving it at the company's last known principal place of business in England and Wales in such a way that it is likely to come to the attention of a person attending there; or
>
> (b)on the secretary or a director, manager or principal officer of the company, wherever that person may be found."

48. French, Applications to Wind Up Companies (fourth edition) sums up the Rule (3.11-3.12):

> "If service of a petition to wind up a registered company is not to be on the company's solicitor, the petition must be served at the company's registered office, if it has one…Other methods of service at the registered office are not permitted, for example, service by post or by handing the petition to an individual at the registered office who is not a director, officer or employee of the company and is not authorized to accept service."

49. McPherson and Keay's Law of Company Liquidation (fifth edition) (3-056) explains:

> "While a company may not be aware that a petition is to be presented, it should be aware that notice of one is to be given. Notice of a petition is to be given, where the petitioner is not the company itself, not less than seven days after the service of the petition on the company, nor less than seven days before the date appointed for the hearing. This gives the company time in which to take legal advice and to make an application for an injunction to restrain the giving of notice of the petition."

50. The Company says there is a tension between the default Regulations and the Rules, but the Rules prevail.

**A preliminary issue**

51. In his first witness statement Mr Maunick states that HMRC engaged in "deliberate" and "improper conduct". Two grounds appear to have been advanced to support the "improper conduct". First, Mr Maunick says of HMRC:

> "It is therefore obvious why HMRC have refused for days to provide a copy of the petition, refused to confirm if had purportedly been served and refused to confirm the date of intended advertisement or the hearing. They refused to do this

> deliberately so that we would be denied the opportunity to apply to court for this injunction. This is, I believe, a serious and deliberate abuse of process."

52. Secondly, his evidence is:

> "the petition was not properly served and HMRC knew that it had not been properly served and had not come to my attention."

53. Self-supporting evidence for the second ground of alleged misconduct is given by Mr Maunick:

> "I believe HMRC made an incorrect report to Companies House stating that our post was not being delivered to our proper registered office which is located at Blinkbox Business Complex, Western Road, Deal, Kent, CT14 6PJ. It was improper for HMRC to make the report I believe they made. That was always our proper address, we receive post there and have the right to use the address as our registered office."

54. In his second witness statement, Mr Maunick says that the Company has a set off by reason of a claimed rebate. As evidence of the rebate he exhibits a CT600:

> "The CT600 shows that we are entitled to a rebate from HMRC in a sum which exceeds the petition debt."

55. In addition he claimed that the Company had acquired, by way of an assignment, causes of action against HMRC for "misappropriation of assets" and explained:

> "I am in the process of preparing further evidence which provides detailed material concerning the causes of action we have."

56. Mr Maunick explains that the Company obtained a copy of the Petition from the Court, and tempers the allegation made of "improper conduct" by referring to the alleged facts as an abuse of process, in his third witness statement:

> "That abuse of process is largely based on the conduct of HMRC, the Respondent, in failing to serve the petition within the rules, depositing it at the Companies House default address that the Respondent knew would not come to our attention and then refusing to provide the company, its agents or its solicitors with a copy of that petition in a deliberate attempt to avoid the company being able to make an application for an injunction to restrain advertisement."

57. Mr Maunick repeats the allegations in his fourth and last witness statement:

> "the Respondent conducted itself as it did to avoid us actually receiving the petition before advertisement and to avoid an injunction being obtained… the Respondent seems to have a

> great deal of knowledge of the Companies House position and the change of address. It seems obvious that they have been involved in this as nobody else has been… the Respondent could have sent to multiple addresses. They were specifically informed we did not have the petition and given multiple ways to send it. They failed to do so.

58. Mrs Urben for HMRC denies the allegations in her witness statement of fact dated 6 March 2025 where she says :

> "[18] The Respondent did not and has never colluded with Companies House to prevent the Applicant from receiving the Petition.
>
> [19] The Respondent did not make an incorrect "report" to Companies House.
>
> [54] The Applicant is mistaken, the Respondent did not make a "report" to Companies House and the Applicant has provided no evidence to support this assertion.
>
> [58] The Respondent did not unjustifiably refuse to send a copy of the Petition. It is policy to request acceptance of the email disclaimer advising of the possible risks of email communication, this is so companies can make an educated and informed decision in relation to email communication with HMRC. The Respondent acted in accordance with its policy to safeguard the customer and through the issue of the email disclaimer, to ensure they were educated in the possible risks associated with email communication. An e-mail request for a copy of the Petition was received from ECP on 22 January 2025. A blank e-mail disclaimer form was sent to ECP on 23 January 2025.
>
> [60] The Applicant had already received a copy of the petition, which was correctly served on them."

59. To sustain the claim that HMRC made an application pursuant to Regulation 4 of the Regulations or otherwise reported that the Company's registered address did not satisfy section 86 of the 2006 Act, one of two things will be required. First, an admission of the allegation. Alternatively the Company will need to demonstrate to the satisfaction of the court that the allegation is true. To prove the allegation is true the Company would need to cross-examine HMRC. Cross-examination is unsuitable for the Companies Court when it hears a winding up petition. The Burden Group Limited [2017] BPIR 554 and Long v Farrer & Co [2004] BPIR 1218 are authorities for the proposition that there are only limited exceptions when a Court should go behind statements of fact without cross-examination.

60. HMRC deny they had submitted a Regulation 4 application. The Company and Mr Maunick have provided no evidence to support the allegation made. There has been no cross-examination. I have no hesitation is dismissing the allegation.

61. For the same reasons, the allegation that HMRC deliberately withheld the Petition with the intent of denying the Company the opportunity to obtain an injunction is also dismissed. The allegation defies the chronology and in particular the engagement of and involvement of the Company's agent.

62. To elaborate, the Company knew that HMRC were threatening to present a Petition unless the debt was paid. HMRC wrote to the Company in May 2024 informing it that solicitors would be instructed to present a petition to wind up the Company if the debt was not paid and enclosing a statement of liabilities. Later, Liberty wrote to HMRC saying that cheques had been sent to HMRC in respect of the debt. On 17 October 2024 Liberty informed HMRC that the Company would pay the debt notwithstanding a dispute, and on 5 December that the Company had paid £900,000, which it had not. HMRC wrote to Liberty on 11 December 2024 informing it, and it follows informing the Company, that the Petition was drafted on 6 December 2024, and the total debt stood at £1,104,015.14. The Company knew how the debt was made up through its appointed agent, Liberty. It knew that the Petition had been presented when HMRC wrote to Liberty on 21 January 2025 to confirm that the Petition had been issued on the same day that HMRC wrote to Liberty: 11 December 2024. Even if it is correct that Mr Maunick had not seen the Petition by early January 2025 he and the Company knew about the debt, knew a petition had been threatened, knew that the Petition had been drafted and presented, and that HMRC were about to give notice of the Petition.

63. These facts were sufficient to inform the Court that the Company was under serious threat making it entirely possible for the Company to obtain an interim injunction restraining advertisement even if it did not have a copy of the Petition. It appears the Company failed to provide the Judge who made the interim injunction the chronology set out in paragraph 62.

**Issue 1 (a) a question of valid service of the Petition on the Company**

64. The Company argues that there is a tension between the Regulations and paragraph 2 of Schedule 4 of the Rules. The essence of the argument advanced at the hearing is that no director, officer or employee was served with the Petition at Companies House. The submission is factually accurate. Accordingly Paragraph 2 (1) (a) and (b) of Schedule 4 to the Rules was not satisfied. Paragraph 2(4) did not apply as the Company had a registered office and is not an unregistered company: paragraph 2(3).

65. Having established that a director, officer or employee was not served, and HMRC had no reasonable belief that there was service on one of those identified persons, the Company submits that service could only be effected under sub-paragraph (4) of the Schedule. That is by leaving the Petition at the last known principal place of business of the Company (in England and Wales) so that it would come to the attention of "a person attending there". It is argued that the term "person" should be read *legere in contextu* so as to mean a director, officer or employee of the Company. Attributing this meaning of a "person" gains strength from the alternative in sub-paragraph (4):

> "Or on the secretary or a director, manager or principal officer of the company, wherever that person may be found."

66. I do not agree that a "person" is limited to the category of persons set out in paragraph 2 (1) (a) or (4). Paragraph 2(1) (c) envisages a "person" who does not fit the description

of a director, other officer or employee or secretary, manager or principal officer of the company. Paragraph 2(1)(c) allows service on a person who is not associated with a company: a person who acknowledges being authorised to accept service of documents on the company's behalf. Similarly, sub-paragraph (2) does not fit well with an interpretation that a "person" must be of a kind mentioned in sub-paragraph (1)(a), (1)(b) or (4)(b). The language used at the beginning of sub-paragraph (2) positively distinguishes between such persons and a person attending the office:

> "However if there is no one of the kind mentioned in sub-paragraph (1) at the registered office"

67. The facts of this case demonstrate the accuracy of this interpretation. Mr Maunick explains in his third witness statement:

> "[36] Blinkbox is the location of the company's physical offices and the address also provide registered office services for the company by a managed reception that receives and handles mail.
>
> [47] Companies House advised that its procedure to verify this was to send a number of letters to the registered office. They duly sent various letters, we received them."

68. On his own evidence, Mr Maunick accepts that a person who is not associated with the Company received the correspondence at the Company's registered address. There is no evidence that the Company provided a single individual at the reception with actual authority to accept service of documents. It is likely that the individuals who work at the managed reception change from time to time. There is no evidence that the Company gave the managed reception actual authority, if it is possible to give an entity actual authority at all.

69. The answer is likely to lie in an implied authority given to any individual who worked at the managed reception of the Company's registered office. It is not argued that such authority could not extend to an individual working at a managed reception once the registered office had changed.

70. The logic of the argument advanced by the Company is articulated by Mr Maunick in his third witness statement:

> "[49] Therefore, they must have been aware that the default address had been applied by Companies House but still purported to serve on that default address knowing the petition would not actually come to the company's attention."

71. It is important to state that it is no part of the test for service of a petition that the serving party will know that it will come to the attention of the company. If it were the test knowledge would have to be tested by cross-examination on every occasion a lack of knowledge is raised. The test, even if objectively measured, would create a high hurdle for a petitioner who, ordinarily, would have no knowledge of a respondent company's operations. The purpose of section 86 of the 2006 Act is to provide certainty for serving parties.

72. The argument raised by Mr Maunick is said to be bolstered by reason of the failure of HMRC to obtain an order for alternative service. I confess I do not see the relevance of the alternative service provisions other than it was open to HMRC to seek an order for alternative service if compliance with sub-paragraphs (1)–(4) was not available.

73. It is argued that the Company did not know that its registered office had been changed to the default address.

74. If a Company officer, including Mr Maunick to whom the Regulation 6 Notice was addressed, read the Regulation 6 Notice posted to the Company's registered address, it would have had actual knowledge that a lack of response would mean the registered office of the Company would change.

75. Mr Maunick claims not to have received the Regulation 6 Notice is either unfortunate or inaccurate. As Mrs Urben points out in her evidence, the Regulation 6 Notice was exhibited to one of Mr Maunick's witness statements. Mr Maunick does not explain how or when he obtained the Regulation 6 Notice.

76. Mr Maunick states in his first witness statement that the Company has been in correspondence with Companies House to regularise its registered address. The process included Companies House sending correspondence by post and Mr Maunick scanning them into an e-mail to Companies House to demonstrate that the Company had received the correspondence.

77. It is startling that Mr Maunick does not provide the Court with any of the correspondence between Companies House and the Company where an explanation is likely to have been provided by the Company as to why the Regulation 6 Notice was not acted upon. I observe that there is no evidence that a request was made by the Company in January 2025 that Companies House re-send the Regulation 6 Notice to Blinkbox Business Complex.

78. In my judgment there is no tension as suggested between the Regulations and paragraph 2 of Schedule 4.

79. The effect of the Regulations is as follows. Where a Regulation 6 Notice has been served on a company and Companies House reverts the registered address to the default address, a winding up petition cannot be served on a director, officer or employee of that company at the default address. In other words a petitioner's options for the service of a petition are reduced where a default address takes effect.

80. The imposition of a default address leaves open, for a petitioner, the option to serve a winding up petition in compliance with sub-paragraph (2) or (4)(b). A petitioner is not bound to serve on a director, secretary or other officer wherever they may be found. It may choose not to. One reason for choosing not to serve one of the named persons is that finding a director, secretary of other officer may cause a petitioner to incur unnecessary costs.

81. The Regulations coupled with Schedule 4 to the Insolvency Act 1986 permits a petitioner to serve the Company at the default address pursuant to sub-paragraph 2 (1) (c) of Schedule 4: section 86 of the 2006 Act

82. In this case, the Petition, as a matter of fact, was served at a Company's registered office by handing it to a person who informed the process server that she was authorised to accept service of documents on the Company's behalf. The evidence is consistent with the purpose of the default address.

83. Other than HMRC properly serving the Petition in accordance with Paragraph (1)(c) of Schedule 4, it is reasonable, in my judgment, for HMRC to infer that the default address was the proper service address for the Company. It was the registered office. HMRC properly satisfied itself that a person was authorised to accept service on behalf of the Company namely, Hannah. I reject the submission that Hannah had to be given actual authority by the Company or a director of the Company. The service rules provided by Schedule 4 to the Rules do not make it a requirement that a person has actual authority. Further there is no necessity to read the legislation by implying actual authority in order for the service provision to work satisfactorily. A purposive reading of the provision requires no implication because its meaning is unambiguous and clear.

84. It was reasonable for HMRC to infer that the Company, if it was still operating, would take steps to collect its postal correspondence, and given the threats to wind up the Company, it was alert to the strong likelihood that a petition would be presented and served on or soon after 11 December 2024 if the debt was not paid. The Company will have known that it had not paid the debt.

85. I conclude that the Petition was served in accordance with paragraph 2(1)(c) of Schedule 4 and service took place more than seven clear days before the fated advertisement on the morning of 24 January 2025.

86. In my judgment service was made at the Company's registered office identified on the register at Companies House: section 1139 of the 2006 Act.

87. If Hannah had not informed the process server that she was authorised to accept service on behalf of the Company, compliance with sub-paragraph (2) will still have been achieved. Hannah was a person attending the office and was handed the petition. She was a person within the meaning of sub-paragraph (2).

88. It was argued before me that the term "person" should be read restrictively in the sense that a "person" must be a director, other officer or employee of the company being served. The submission is not persuasive. There are two reasons. First, sub-paragraph (2) expressly operates in circumstances where "no one of the kind mentioned in sub-paragraph (1)" is at the registered office. Secondly, if Parliament intended that only a director, other officer or employee could accept service of a petition at a registered office it would not have used the language in sub-paragraph (2) namely, "a person attending the office". The language and context of sub-paragraph (2) permits good service if a petition is deposited in such a way that it comes to the attention of a person who is not a director, other officer or employee but is attending the office.

**Issue 1(b) What if there had not been proper service**

89. Part and parcel of the argument advanced that there had been no proper service of the Petition is the consequence of not serving a petition in accordance with the Rules meant that the Company did not have time to apply for a negative injunction. The springboard

for the argument is Re Signland Ltd [1982] 2 All ER 609. As the argument was made I shall deal with it.

90. The Company relied on McPherson and Keay's Law of Company Liquidation (fifth edition) (3-132-133):

> "The danger for a petitioner in acting improperly in giving notice of the petition is that not only might a court dismiss the petition but the court might also restrain the presentation of another petition based on the same debt. As indicated above, if the giving of notice does not take place in accordance with the Rules then that is a ground on which the court may dismiss the petition. The general practice of the court, since Re Signland Ltd, has been to dismiss petitions where the provisions as to time have not been followed, unless the company does not object to the failure to adhere to the time requirements. However, in Re Roselmar Properties Ltd, the court did not dismiss a petition that had been advertised only four days after service. The reason for this was that as the company was not able to pay the debt, was already in voluntary liquidation, and notice of the company's liquidation had been advertised previously, there was likely to be no or little damage to the company. In a similar vein in Dikwa Holdings Pty Ltd v Oakbury Pty Ltd, the court ordered a winding up even though the advertising of the petition to wind up had occurred before the service of the petition, as the debt founding the petition was not disputed and the non-compliance with the rules had caused no prejudice to the company. The courts have not penalised petitioners where the reason for the non-compliance with the Rules was not their fault, but that of their solicitors."

91. Unfortunately the case of Dikwa Holdings Pty Ltd was not before the court during argument. The judgment of Slade J in Re Signland Ltd is short. A petition was presented on 5 January 1982 and the petition was opposed. Slade J referred to the Winding-up Rules of 1949 noting that they:

> "provide that, unless the court otherwise directs, every petition shall be advertised once in the London Gazette not less than seven clear days after it has been served on the company and not less than seven clear days before the day fixed for the hearing."

92. He explained the purpose of the Rule is:

> "to give a company served with a winding-up petition the opportunity to discharge the debt in question, if it is undisputed, before advertisement takes place, with all the necessarily potentially damaging consequences to the company, and (2) to enable the company, if it wishes to dispute the debt, to apply to the court to restrain advertisement. As a matter of indulgence, however, it has been my practice during this term to accept premature advertisement where it has taken place less than seven

> clear days after service on the company and the company has not appeared to take the point".

93. On the facts of Signland Ltd there was a failure to comply with the 1949 rules as the advertisement took place before the petition was served. Slade J said that in these circumstances he would ordinarily strike out the petition as:

> "To advertise before service of the petition appears to me not only an infringement of the rules but a serious abuse of the whole process of advertisement."

94. Interestingly the petition was not struck out and HMRC were substituted. I infer that Slade J was seeking to show displeasure at the misstep of the petitioner since the purpose of substitution is to permit the class action to continue in circumstances where the substituted party is bound to rely on the same ground as the original petitioner. It follows that Slade J was threatening to exercise his case management powers against the petitioner and when making his decision had an eye on the class nature of the action.

95. In this case, I have found the Petition was properly served in accordance with the Rules. That is not the only distinction. Other distinctions include:

a. The Company does not dispute the Petition debt;

b. HMRC gave the Company notice of the debt due to HMRC several times before the petition was presented;

c. It informed the Company's agent on 11 December 2024 that a petition was being presented;

d. At the same time HMRC informed the Company's appointed agent of the sums due;

e. The Company's agent at one point represented that the debt had been paid when it had not;

f. HMRC had written to Liberty on 21 January 2025 notifying it that the petition had been presented, and notifying the agent of the date of the hearing;

g. Ultimately it was a failure of the Company to respond to the Regulation 6 Notice followed by a failure of the Company to collect correspondence from Companies House that impeded any response to the Petition;

h. The Company had sufficient notice of the Petition and made an application for an injunction.

96. Given the circumstances of this case I have described, I would not exercise my case management powers as Slade J threatened in Signland Ltd.

**Issue (ii) the rebate**

97. This can be dealt with shortly. The Company has provided no evidence of assigned claims that equal or exceed the debt on the Petition. There is no genuine and substantial cross-claim.

98. The purported rebate appears to result from losses sustained in the financial year 2023/2024. Mr Maunick says that a tax return was filed recording losses of £7m. The Company has failed to provide any evidence of the claimed losses, how they were calculated or sustained. As HMRC submitted, evidence of profits previously earned against which the losses may be deducted pursuant to section 37 of the Corporation Tax Act 2010 are not in evidence.

99. Neither is evidence of corporation tax previously paid in respect of which a rebate may become due as a result of those deductions.

100. The admission of a tax return into evidence is insufficient to establish a substantial cross-claim. In any event, the CT600 is far from complete. It states that accounts and computations are attached to the return. They are not. The Company provides sparse information about its income, chargeable gains, profits before deductions, deductions and reliefs or a calculation of tax said to be outstanding or overpaid. There is no tax reconciliation, although box 780 states that the company had losses of trades of £7,022,856. No documents are provided to support the assertion. No other evidence is given to support a rebate. The available evidence neither explains the origin of the losses nor substantiates the claimed amount.

101. The evidence is unsatisfactory and fails the requisite test for raising a cross-claim in these proceedings.

102. I find that there is no genuine and substantial cross-claim.

## Conclusions

103. On issue i) I find that the Company was properly served at the registered office appearing on the Company House Register.

104. On issue ii) I find that there is no genuine and substantial cross-claim.

105. The injunction restraining advertisement made on 23 January 2025 shall be discharged.

106. HMRC raised an issue about the failure of the Company to provide full and frank disclosure at the hearing of the injunction in January 2025. Although the chronology of the HMRC debt, the engagement of the Company's agent, and the correspondence between HMRC and Liberty does not appear to have been before the Judge at the hearing in January 2025, as a result of the findings on issue i) and issue ii) it is unnecessary to make the findings I have been asked to make.

107. HMRC had served the Petition on the Company more than 7 clear days before it sent a notice to the London Gazette advertising the Petition.

108. HMRC did not deliberately breach the injunction restraining advertisement.

109. This judgment will be handed down remotely in the usual way. I invite the parties to agree an order.