

UPBEATPROPS 21 PROPRIETARY LIMITED (IN LIQUIDATION)
("the Company")

MASTER'S REFERENCE NUMBER : G.987/13

**REPORT OF THE JOINT LIQUIDATORS LIEBENBERG DAWID RYK VAN DER MERWE AND
SHIRISHKUMAR JIVAN KALIANJEE, IN TERMS OF SECTION 402 OF THE COMPANIES ACT NO 61 OF
1973 AS AMENDED TO BE SUBMITTED AT A SECOND MEETING OF CREDITORS, MEMBERS &
CONTRIBUTORIES TO BE HELD BEFORE THE MAGISTRATE RANDBURG ON WEDNESDAY
13 AUGUST 2014 AT 09H00**

ORDER OF THE COURT AND MEETINGS

| | |
|--|----------------------------------|
| Nature of Liquidation | SPECIAL RESOLUTION |
| Date of liquidation | 12 December 2012 |
| Date of provisional Order | N/A |
| Date of Final Order | 12 December 2012 |
| Provisional appointees | LDR VAN DER MERWE & SJ KALIANJEE |
| Date of 1 st meeting of creditors | 12 MARCH 2014 |
| Final appointees | LDR VAN DER MERWE & SJ KALIANJEE |

GENERAL AND STATUTORY INFORMATION

Registrar of Companies

According to the Registrar of Companies the company was incorporated under registration number 1998/015591/07.

Registered Address

The registered address of the company is 27 Impala Road, Chislehurst, Sandton, 2196.

Directors

It appears from my investigations the following persons consented to serve as directors:-

- GD Kennealy

Share Capital

The authorised share capital of the company is R1000 divided into 1000 ordinary shares par value shares of R1 each. The issued share capital of the company is 100 ordinary par value shares of R1 each.

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It appears from information on hand that the shareholding as at the date of liquidation was as follows:-

- 100% - GD Kennealy.

Auditors

The auditors of the company are KPMG Inc.

STATEMENT OF AFFAIRS

We have been placed in possession of a Statement of Affairs as required in terms of Section 363 of the Companies Act No 61 of 1973 as amended.

SECTION 402(a)

FINANCIAL STATEMENT OF ASSETS AND LIABILITIES

The following represents the assets and liabilities of the company at date of liquidation. Unless otherwise stated, these figures only represent estimates of the assets and liabilities and will change depending on the amounts of realisation of unsold assets and claims submitted for proof.

ASSETS

| IMMOVABLE PROPERTY | NOTES | AMOUNT | AMOUNT |
|------------------------------------|--------------|---------------|---------------|
| NONE | | | 0-00 |
| MOVABLE ASSETS | | | |
| NONE | | | 0-00 |
| TOTAL ASSETS | | | NIL |
| LIABILITIES | | | |
| <u>Secured</u> | | | |
| NONE | | 0-00 | |
| <u>Preferent Creditors</u> | | | |
| Receiver of Revenue & Salaries | | 0-00 | |
| <u>Concurrent Creditors</u> | | | |
| Trade Creditors | | 200-00 | |
| TOTAL LIABILITIES | | 200-00 | |
| DEFICIT | | | 200-00 |

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SECTION 402 (b)

CAUSES OF THE COMPANY'S FAILURE

The Company ceased trading.

SECTION 402(c)

REPORT TO THE MASTER IN TERMS OF SECTION 400(2) OF THE COMPANIES ACT

It is not our intention at this stage to submit a report to the Master of the High Court. However, we are still investigating this aspect and if necessary, a detailed report will be submitted to the Master in due course.

SECTION 402(d)

PERSONAL LIABILITIES OF DIRECTORS OR OFFICERS

At this stage it is not known whether the former director or officer of the company can be held personally liable for the debts of the company. A report will be submitted, should it become necessary.

SECTION 402 (e)

LEGAL PROCEEDINGS

We have no knowledge of any legal proceedings pending by or against the company.

SECTION 402(f)

ENQUIRY

The liquidators do not intend to hold an enquiry at present. Creditors will be informed if the liquidators decide to proceed with an enquiry into the affairs of the company.

SECTION 402(g)


BOOKS AND RECORDS

We have taken control of the books and records found at the offices of the auditors of the company.

SECTION 402 (h)

PROGRESS AND PROSPECTS OF WINDING UP

The second meeting of creditors to be held and the lodging of the First and Final Liquidation Account.



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ESTIMATED DIVIDEND

There is danger of a contribution.

SECTION 402(i)

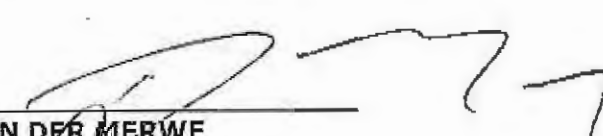
MATTERS REQUIRING THE FURTHER DIRECTIONS OF CREDITORS

Such directions as required of creditors are contained in the draft resolutions numbers 1 – 13 which is submitted for consideration and adoption by the creditors at the second meeting of creditors in conjunction with this report. Creditors are requested to adopt these resolutions to enable the administration of the company in liquidation to continue.

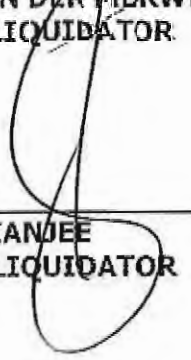
LEASES

It appears that various lease agreements were entered into. All these lease agreements have been cancelled

SIGNED at ROODEPOORT on this _____ day of JULY 2014



LDR VAN DER MERWE
JOINT LIQUIDATOR



SJ KALLIANJEE
JOINT LIQUIDATOR

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**RESOLUTIONS SUBMITTED AND ADOPTED AT THE SECOND MEETING OF CREDITORS
 HELD BEFORE MAGISTRATE RANDBURG, ON WEDNESDAY, 13 AUGUST 2014 AT 09H00**

RESOLVED THAT:

- 1 The report of Liquidator or Joint Liquidators, as the case may be, hereinafter referred to as (the Liquidator"), as submitted be received and adopted and all his actions referred to therein be and are hereby confirmed, ratified and approved.
- 2 All actions of whatsoever nature heretobefore taken by the Provisional Liquidator and/or Liquidator be and are hereby confirmed, ratified and approved.
- 3 The Liquidator be granted the authority and is vested with all the powers mentioned in Section 386(4)(a) – (i) of the Companies Act No 61 of 1973, as amended, such powers to be exercised at his sole and absolute discretion.
- 4 The Liquidator be and is hereby authorised in his sole and absolute discretion to:
 - 4.1 Take legal advice on any question of law affecting the administration and distribution of the company;
 - 4.2 Institute or defend on behalf of the company any action or other legal proceedings of a civil nature for the recovery of monies due to the company or otherwise and subject to the provisions of any law relating to criminal procedure, institute any criminal proceedings;
 - 4.3 Hold any enquiry into the affairs of the company and/or any matter relating thereto;
 - 4.4 Investigate and institute legal proceedings for the recovery of any voidable or undue preferences, voidable dispositions of property or any other impeachable transactions of whatsoever nature and to abandon same at any time;
 - 4.5 Write up the books of the company as may be required, and if necessary, to produce a balance sheet, audited or not, as at the date of liquidation, either for the purpose of investigating the affairs of the company, establishing the claims of creditors, or any other purpose.

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- 5 The Liquidator be and is hereby authorised in his sole and absolute discretion to employ and engage the services of attorneys and/or counsel (senior and/or junior) and/or accountants and/or bookkeepers and/or any employee of the insolvent and/or recording agents and/or any other person who in the sole discretion of the Liquidator may be of assistance in the winding-up of the company in relation to any matter referred to in 4 above and further to pay all the costs thereof of whatsoever nature out of the estate as costs incurred in the liquidation.

- 6 The Liquidator be and is hereby authorised to collection any debts due to the company and for the purpose thereof to sell or compound or compromise any of these debts for such sum and upon such terms and conditions as he in his sole discretion may deem fit, and to accept any part of the debt in settlement thereof, and to grant an extension of time for the payment of any such debt, and to abandon any debt which he in his sole discretion may deem to be irrecoverable.

- 7 The Liquidator be and is hereby authorised to dispose of any movable and immovable property of the company, whether in his possession or under his control now or to come into his possession or under his control in the future by public auction, private treaty or public tender upon such terms and conditions as he in his sole and absolute discretion shall determine and to abandon any such assets for which he can find no purchaser or abandon them to a secured creditor at the value placed thereon by such creditor or at such value as is agreed upon by the Liquidator and the creditor if such creditor's claim is secured by such assets and to sign all such documents as may be necessary to give effect to such disposition.

- 8 The Liquidator be and is hereby authorised and empowered in his sole discretion to compromise and admit any claim against the company of whatsoever nature and howsoever arising and whether disputed or not and whether actual, contingent, prospective, conditional, unconditional, assessed, unassessed, liquidated or unliquidated as a liquidated claim in terms of Section 78(3) of the Insolvency Act No 24 of 1936 as amended, read with Section 339 of the Companies Act No 61 of 1973, as amended, at such amount as may be agreed upon by the Liquidator, provided that proof thereof has been tendered at a meeting of creditors.

- 9 The Liquidator be and is hereby authorised to make application for the destruction of books and records of the estate six months after the confirmation of the Final Liquidation and Distribution Account.

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- 10 The Liquidator be and is hereby authorised to perform any act or exercise any power for which he is not expressly required by the Companies Act No 61 of 1973, as amended, to obtain the leave of the Court.
- 11 The Liquidator be and is hereby authorised to submit to the determination of arbitrators any dispute concerning the company or any claim or demand by or upon the company.
- 12 The Liquidator be and is hereby authorised to carry on or discontinue any part of the business of the company insofar as may be necessary for the beneficial winding-up thereof.
- 13 The Liquidator be and is hereby authorised to exercise *mutatis mutandis* the powers conferred upon a Liquidator by Section 35 (uncompleted acquisition of immovable property before liquidation) and 37 (effect of liquidation upon a lease) of the Insolvency Act No 24 of 1936, as amended, read with Section 339 of the Companies Act No 61 of 1973, as amended.
- 14 The further administration of the affairs of the company be left entirely in the hands and at the discretion of the Liquidator.

q.q. CREDITORS

PRESIDING OFFICER