

**Combined Marketing Services (Pty) Ltd. (in liquidation)****Master's Reference Number G.993/2017**

REPORT SUBMITTED BY THE JOINT LIQUIDATORS IN TERMS OF SECTION 402 OF THE COMPANIES ACT NO 61 OF 1973 AS AMENDED TO BE SUBMITTED AT A SECOND MEETING OF CREDITORS AND CONTRIBUTORIES TO BE HELD BEFORE THE MAGISTRATE, RANDBURG, ON 3 APRIL 2019, AT 09H00.

**ORDER OF THE COURT AND MEETINGS**

Nature of Liquidation	Application High Court of South Africa, Gauteng Local Division JHB
Date of Liquidation	07 September 2017
Date of Provisional Order	N/A
Date of Final Order	26 October 2017
Provisional Appointees	LDR van der Merwe, Joshua Muthanyi & Willie Enrico Prince
Date of 1 <sup>st</sup> Meeting of Creditors	12 December 2018
Final Appointees	LDR van der Merwe, Joshua Muthanyi & Willie Enrico Prince

**GENERAL AND STATUTORY INFORMATION****Registrar of Companies**

The Company was duly registered with the Registrar of Companies under their reference number 2008/015609/07.

**Registered Address**

The registered address of the company was at Unit 5 Surrey Square, 330 Surrey Avenue, Ferndale, Randburg, 2194.

**Directors**

It appears from my investigations the following persons were directors:

- Grant, Lee
- Van der Vyver, Eugene

**Auditors**

The Auditors at date of liquidation would appear to have been BDO South Africa Incorporated.

**Share Capital**

- Authorised share capital of R1 000.00 consisting of 1 000 ordinary shares par value shares of R1.00 each and;
- Issued share capital of R100.00 consisting of 100 ordinary shares par value shares of R1.00 each.

## Business of the Company

The Company carried on the business of merchandising and field marketing solutions.

## SECTION 402(a)

### Financial Statement of Assets and Liabilities

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. According to information available to us the following would appear to represent the financial position of the Company as at the date of liquidation:

ASSETS	Notes		
<u>Encumbered Assets</u>			
<u>Debtors</u> encumbered by way of Cession of Debtors to	1		
The Standard Bank of SA Limited			5 529 142.21
2016 Nissan NV200 1.6 FK15JR GP			152 813.35
<u>Unencumbered Assets</u>			
Office furniture and equipment			12 491.69
<u>LIABILITIES</u>			
<u>Secured Creditors</u>			
The Standard Bank of SA Ltd by way of a Cession of Debtors		4 062 347.12	
The Standard Bank of SA Ltd by way of Instalment Sale Agreement		269,628.96	
<u>Preferent Creditors</u>			
Employees estimated per CM100		11 288 441.49	
SARS		2 855 766.70	
<u>Concurrent Creditors</u>			
Various		8 170 000.00	
<b>Sub Total</b>		26 646 184.27	5 694 447.25
<b>Surplus/Deficit</b>			20 951 737.02
<b>TOTAL</b>		26 646 184.27	26 646 184.27

### NOTES:

1. The debtors are ceded to The Standard Bank of South Africa Limited, in respect of an overdraft facility by way of suretyship. The collection of the amounts owing to the company is an ongoing process and the Liquidators may very well have to embark on legal proceedings to collect the amounts so due to the company.
2. The above figures are subject to adjustment and verification.

## SECTION 402(b)

### Causes of the Company's Failure

The directors were in a deadlocked in the management of the company and the shareholders were unable to break the deadlock. The deadlock resulted in the company being unable to honour its obligations to creditors.

## SECTION 402(c)

### Report under Section 400(2)

At this stage we do not have anything to report under this heading, however, should any contraventions come to our attention, a report will be submitted to the Master of the High Court in regard to such contraventions.

## SECTION 402(d)

### Personal Liabilities of Directors or Officers

At this stage we are unable to comment on 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

As far as we are aware there are no legal proceedings pending by or against the Company, except for normal debt collection.

## SECTION 402(f)

### Further Enquiry

The estate does not have sufficient free residue funds at its disposal to fund any further Enquiry in terms of the provisions of Section 415 or 417 of the Act. Should any creditor wish to wish to furnish us with instructions/directions in this regard, they are invited to indemnify us and proceed in terms of the provision of Section 32(1) of the Insolvency Act should they so wish.

## SECTION 402(g)

### Books and Records

Certain books and records relating to the affairs of the Company have been handed to us.

## SECTION 402(h)

### Progress and Prospects of Liquidation

Upon our appointment as Provisional Liquidators we immediately investigated the affairs of the company and took possession of the assets. The liquidators will continue to collect outstanding debts, and an accounting will be made in our Liquidation Account to be submitted to the Master of the High Court in due course.

SECTION 402(i)Matters Requiring Further Directions of Creditors and Contributories

Such directions as we desire, and sanction of the actions taken by the Provisional Liquidators and Liquidators to date, are contained in the Resolutions to be submitted for consideration and adoption, are attached hereto.

GENERAL

At this stage it appears that no dividends will accrue to concurrent creditors. Only the secured creditor will receive a dividend.

DATED AT ROODEPOORT ON THIS 27<sup>TH</sup> DAY OF MARCH 2019

  
LDR VAN DER MERWE  
JOSHUA MUTHANYI  
WILLIE ENRICO PRINCE



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**RESOLUTIONS SUBMITTED AND ADOPTED AT THE SECOND MEETING OF CREDITORS  
HELD BEFORE THE MAGISTRATE, RANDBURG, ON 3 APRIL 2019, 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 hereto before 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.
- 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.
  - 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.





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q.q. CREDITORS

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q.q. DIRECTORS /  
SHAREHOLDERS

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PRESIDING OFFICER