

Devland Meat Production (Pty) Ltd. (in liquidation)**Master's Reference Number G.190/2018**

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 MASTER OF THE HIGH COURT, JOHANNESBURG ON 18 MARCH 2019, AT 10H00.

ORDER OF THE COURT AND MEETINGS

Nature of Liquidation	Application High Court of South Africa Gauteng Local Division
Date of Liquidation	8 January 2018
Date of Provisional Order	13 February 2018
Date of Final Order	17 April 2018
Provisional Appointees	Liebenberg Dawid Ryk van der Merwe
Date of 1 st Meeting of Creditors	20 August 2018
Final Appointees	Liebenberg Dawid Ryk van der Merwe

GENERAL AND STATUTORY INFORMATION**Registrar of Companies**

The Company was duly registered with the Registrar of Companies under their reference number 2015/292917/07.

Registered Address

The registered address of the company was at the 2nd Floor, The Chambers, 266 Louis Botha Avenue, Orange Grove, 2192.

Directors

It appears from my investigations the following persons were directors:

1. Borolo, Elias Likobo; and
2. Molefe, Popo Simon

Auditors

No Auditor details are available.

Share Capital

I have been unable to ascertain the shareholding or the authorised share capital of the Company.

Business of the Company

The Company operated as a meat and butchery wholesale retailer, supplier and distributor of meat and related products.

SECTION 402(a)

Financial Statement of Assets and Liabilities

I have not 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 me, the following would appear to represent the financial position of the Company as at the date of liquidation:

ASSETS	Notes		
<u>Encumbered Assets</u>			
Motor Vehicle - Isuzu KB 250C	1		151 500.00
Movable Assets - Machinery, equipment and office furniture	2		1 814 811.88
<u>Unencumbered Assets</u>			
None			
<u>LIABILITIES</u>			
<u>Secured Creditors</u>			
ABSA Bank Limited by way of Instalment Sale Agreement - over motor vehicle	1	188 585.92	
ABSA Bank Limited by way of Special Notarial Bond over movable assets	2	8 000 995.47 7 709 356.01 7 606 677.22	
<u>Preferent Creditors</u>			
Employees SARS	3	133 121.49 Unknown	
<u>Concurrent Creditors</u>			
Other Trade Creditors	3	97 340.26	
Sub Total		23 736 076.37	1 966 311.88
Surplus/Deficit			21 769 764.49
TOTAL		23 736 076.37	23 736 076.37

NOTES:

1. The secured creditor disposed of the asset in terms of Section 83 of the Insolvency Act.
2. The movable assets were all sold by Public Auction pursuant to an extension of the powers of the Provisional Liquidator in terms of Section 386 (2A) of the Companies Act.
3. The amount represent the aggregate of the claims received by the Liquidator to date.
4. I have not received a claim from the Receiver of Revenue at the time when this report was compiled.
5. These figures do not take into account any costs of administration and are subject to change and/or verification.

SECTION 402(b)

Causes of the Company's Failure

The company was placed into Business Rescue on 29 August 2017, and Advocate Charl Kriek was appointed as Business Rescue Practitioner. Advocate Charl Kriek in his capacity as Business Rescue concluded that there was reasonable prospect of rescuing the company and consequently applied for the liquidation as the company as is required in terms of the provisions of Chapter 6 of the Act.

SECTION 402(c)

Report under Section 400(2)

The Directors appear to have contravened the following provisions of the Companies' Act:

- In that I have not been furnished with the Share Register of the Company and the Director may have failed to maintain same.
- In that I have not been furnished with the Minute Book of the Company and the Director may have failed to maintain same.
- In that I have not been furnished with a CM100 form

SECTION 402(d)

Personal Liabilities of Directors or Officers

At this stage I am 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 I am 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 and accordingly it is not my intention to hold a further Enquiry into the formation, promotion and/or failure of the company. However, Creditors are invited to furnish me with instructions in this regard and are invited to indemnify us and proceed with an Enquiry should they so wish.

SECTION 402(g)

Books and Records

Certain books and records were collected by the Liquidator.

SECTION 402(h)

Progress and Prospects of Liquidation

Upon my appointment as Provisional Liquidator I immediately investigated the affairs of the Company and took possession of the assets. The movable assets were sold by Public Auction pursuant to an extension of the powers of the Provisional Liquidator in terms of Section 386 (2A) of the Companies Act.

SECTION 402(i)Matters requiring further directions of Creditors and Contributories

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

GENERAL

It appears at present that only the Secured Creditor will receive a dividend. The Liquidator will advise Concurrent Creditors if the prospect of a dividend herein arises.

DATED AT ROODEPOORT ON THIS 12TH DAY OF MARCH 2019.



LDR VAN DER MERWE

Devland Meat Production (Pty) Ltd. (in liquidation)**Master's Reference Number G.190/2018**

RESOLUTIONS SUBMITTED AND ADOPTED AT THE SECOND MEETING OF CREDITORS HELD BEFORE THE MASTER OF THE HIGH COURT, JOHANNESBURG ON 18 MARCH 2019 AT 10H00.

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.

q.q. CREDITORS

q.q. DIRECTORS /
SHAREHOLDERS

PRESIDING OFFICER