

**FRESH EARTH GLUTEN FREE BAKE HOUSE (PTY) LTD
(IN LIQUIDATION)
MASTER'S REFERENCE NUMBER T.2802/2019**

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, PRETORIA ON 15 JULY 2022, AT 10H00.

ORDER OF THE COURT AND MEETINGS

Nature of Liquidation	Order in the High Court of South Africa Gauteng Division Pretoria
Date of Liquidation	07 October 2019
Date of Provisional Order	n/a
Date of Final Order	04 August 2020
Provisional Appointees	Anneke Barnard & Gaironesa Davids
Date of 1 st Meeting of Creditors	15 December 2021
Final Appointees	Anneke Barnard & Gaironesa Davids

GENERAL AND STATUTORY INFORMATION

Registrar of Companies

The Company was duly registered with the Registrar of Companies under their reference number 2012/122804/07.

Registered Address

The registered address of the company was at 1261 Justice Mahomed Street, Menlo Park, Pretoria with its principal place of business situated at 14 Mandy Road, Reuven, Johannesburg

Directors

It appears from our investigations that the following person was a director:

- Matthew John Ballenden - Identity Number 720902 5041 080

Auditors

The Auditors at date of liquidation appear to have been Auditing for Entrepreneurs.

Share Capital

We are unable to advise under this heading

Business of the Company

The Company conducted its business as a bake house which specialised in the production of gluten free products.

SECTION 402(A)

Financial Statement of Assets And Liabilities

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

ASSETS		
ENCUMBERED ASSETS		
Office Furniture and Bakery Equipment - Special Notarial Bond by IDC - sold by Public Auction		5,422,250.00
Movable assets - Landlord Hypothec		276,441.94
2016 Renault TEC Trafic FL66HXGP - MFC		143,750.00
2016 Renault TEC Trafic FM69LZGP - Wesbank		69,000.00
Bar Machine		410,000.00
UNENCUMBERED ASSETS		
Movable Assets - Office furniture and Equipment		1,279,465.06
Debtors Collected		1,400,000.00
LIABILITIES		
SECURED CREDITORS		
Landlord- Emerald Fire Investments (Pty) Ltd	276,441.94	
IDC - Special Notarial Covering Bond	16,271,055.78	
Wesbank Limited - Instalment Sale Agreement	182,167.28	
MFC - Instalment Sale Agreement	174,244.46	
Alternative Living & Technical Solutions for Africa (Pty) Ltd	300,000.00	
PREFERENT CREDITORS		
Employees - Preferent Claims	213,527.31	
SARS	173,376.88	
CONCURRENT CREDITORS -		
Claims Received	2,286,977.86	
Sub Total	19,877,791.51	9,000,907.00
Deficit		10,876,884.51
TOTAL	19,877,791.51	19,877,791.51

NOTES:

1. The movable assets were all sold by public auction pursuant to an extension of the powers of the joint provisional liquidators in terms of Section 386 (2A) of the Companies Act.
2. 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.
3. The amounts represent the aggregate of the concurrent claims received by the liquidators to date.
4. The amounts owing to the employees are based on the information received from the company records. A comprehensive schedule will be done, and the claims will be accepted in terms of Section 98A which will be reflected in the Liquidation and Distribution account.
5. The above figures are subject to adjustment and verification.
6. No provision has been made in the statement of assets and liabilities above for the costs of administration
7. The claims submitted for proof by creditors are subject to verification in terms of the provisions of section 45 of the Insolvency Act read with the Companies Act and certain claims may be reduced should the Company's books and records indicate that a claim has been wrongly submitted.

SECTION 402(B)

Causes of The Company's Failure

The company was unable to generate sufficient income from its operations, and was ultimately unable to meet its obligations to its creditors.

SECTION 402(C)

Report Under Section 400(2)

The Director appears to have contravened the following provisions of the Companies' Act.

Section 242

In that I have not been furnished with the Minute Book of the Company and the Director may have failed to maintain same.

Section 414

In that the Director failed to attend the First Meeting of Creditors.

Section 363

In that I have not been furnished with a Statement of Affairs form.

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

At this stage the liquidators do not intend to hold an enquiry at present. Should any creditor wish to proceed with an enquiry in terms of the provisions of Section 415 or 417 of the Act new invite them 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 have been handed to the liquidators.

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 movable assets were all sold by public auction pursuant to an extension of the powers of the joint provisional liquidation in terms of Section 386 (2A) of the Companies Act.

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

The proceeds of the sale of the movable assets, referred to above, are unencumbered and as such available for distribution.

DATED AT ROODEPOORT ON THIS 29TH DAY OF JUNE 2022.



ANNEKE BARNARD

GAIRONESA DAVIDS

SECTION 402(F)

Further Enquiry

At this stage the liquidators do not intend to hold an enquiry at present. Should any creditor wish to proceed with an enquiry in terms of the provisions of Section 415 or 417 of the Act new invite them 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 have been handed to the liquidators.

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 movable assets were all sold by public auction pursuant to an extension of the powers of the joint provisional liquidation in terms of Section 386 (2A) of the Companies Act.

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)

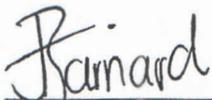
Matters Requiring Further Directions of Creditors and Contributories

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

The proceeds of the sale of the movable assets, referred to above, are unencumbered and as such available for distribution.

DATED AT ROODEPOORT ON THIS 29TH DAY OF JUNE 2022.



ANNEKE BARNARD



GAIRONESA DAVIDS

**FRESH EARTH GLUTEN FREE BAKE HOUSE (PTY) LTD
(IN LIQUIDATION)
MASTER'S REFERENCE NUMBER T.2802/2019**

RESOLUTIONS SUBMITTED AND ADOPTED AT THE SECOND MEETING OF CREDITORS HELD BEFORE THE MASTER OF THE HIGH COURT, PRETORIA, ON 15 JULY 2022 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.

**FRESH EARTH GLUTEN FREE BAKE HOUSE (PTY) LTD
(IN LIQUIDATION)
MASTER'S REFERENCE NUMBER T.2802/2019**

- 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.



**FRESH EARTH GLUTEN FREE BAKE HOUSE (PTY) LTD
(IN LIQUIDATION)
MASTER'S REFERENCE NUMBER T.2802/2019**

- 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