

22 January 2021

**EZYROL TRADING PTY LTD (IN LIQUIDATION)
ACN 165 223 932 ("COMPANY")**

Circular to Creditors

Notice of meeting

Creditors are advised that a meeting of the creditors of the Company will be held on **Thursday, 11 February 2021 at 11.00 AM AEDT via videoconference (the "Meeting")**. Please find enclosed at **Appendix A** a notice of meeting.

Due to the COVID-19 restrictions, and consistent with government policy on gatherings, a virtual meeting will be held. Creditors attending may only do so virtually by electronic means. No physical place of meeting will be made available.

Attendance at the Meeting is not compulsory and doing so will not affect your rights or claims in any way.

Registering attendance

All creditors wishing to attend the Meeting must complete and submit the **Notice of Attendance - Meeting Registration Form ("Registration Form")** by **12:00 PM AEDT Wednesday, 10 February 2021**, which is enclosed at **Appendix B**.

Details for the virtual meeting will be circulated to the attendees' email as stated on the Registration Form. Please log into the virtual meeting at least 15 minutes before the scheduled commencement time.

The Registration Form, together with any questions you may have are to be submitted via email at **james.mazzone@fticonsulting.com**.

Whilst creditors will also have an opportunity to raise further questions at the meeting, for efficiency the submission of questions prior to the meeting is encouraged. The Chairperson will address all queries in turn at the Meeting.

Proxy form

The Proxy form enclosed at **Appendix C**, need only be completed if:

- the creditor is a company or a firm, the proxy form will be required so that it may nominate an individual to represent it; or
- if an individual creditor, including employee creditors, wishes to appoint another person to attend the meeting on their behalf; or
- a company, firm or individual creditor who wishes to vote at the meeting in advance of, or in the alternative to, attending the Meeting.

FTI Consulting (Australia) Pty Limited

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Individual creditors, including employees, do not need to complete a proxy form if they are virtually attending the Meeting.

The proxy form is required to be submitted via email to james.mazzone@fticonsulting.com by **12:00 PM AEDT Wednesday, 10 February 2021**.

Guidance for completing a proxy form and proof of debt (discussed below) is at **Appendix E**.

Proof of debt

Enclosed at **Appendix D** is a proof of debt or claim form. If you have previously lodged a proof of debt for voting purposes for previous meetings, and you are satisfied with the amount you were admitted for, you are not required to submit a revised proof of debt.

Creditors who have not previously submitted a proof of debt, or would like to revise their previous claim are invited to submit a proof of debt in advance of the meeting.

Employee creditors should be aware that the Australian Taxation Office is required to prove for any amount due in respect of superannuation entitlements.

The proxy form is required to be submitted via email to james.mazzone@fticonsulting.com by **12:00 PM AEDT Wednesday, 10 February 2021**.

Guidance for completing a proof of debt form is at **Appendix E**.

Purpose of the Meeting

The agenda of the Meeting is set out in the notice at **Appendix A**. The intent of the Meeting is to discuss pertinent issues regarding the Company which include, but may not be limited to, the following:

- i. To receive a report by the Liquidators about the business, property, affairs and financial circumstances of the Company;
- ii. To consider and if thought fit approve the Liquidators' remuneration and internal disbursements;
- iii. To consider and if thought fit approve the Liquidators entering into a Deed of Settlement and Release with Victorian Petfood Processors (Vic) Pty Ltd pursuant to Sections 477(2A) and 477(2B) of the Corporations Act; and
- iv. Any other business that may lawfully arise.

Meeting documents

As referred above, the following documents are enclosed:

- Notice of the Meeting – Appendix A;
- Notice of Attendance – Meeting Registration Form – Appendix B;
- Appointment of proxy form – Appendix C;
- Formal proof of debt or claim form – Appendix D; and

- Guidance Notes for completing proxy and proof of debt or claim forms – Appendix E.

Liquidators' report to creditors

A copy of the Liquidators' Report to Creditors, including the Remuneration Approval Report, is available for download from our firm's website <https://www.fticonsulting-asia.com/creditors>.

Creditors who are unable to directly access and download the documents can request that a copy of any of the above documents be mailed to them by emailing **james.mazzone@fticonsulting.com**, or by telephoning this office on (03) 9604 0600.

Should you have any queries in relation to the administration of the Company, please contact Mr James Mazzone of this office at the contact details above.

Yours faithfully

Ezyrol Trading Pty Ltd
(In Liquidation)



Ross Blakeley
Liquidator

Appendix A

Corporations Act 2001

NOTICE OF MEETING OF CREDITORS
EZYROL TRADING PTY LTD (IN LIQUIDATION)
ACN 165 223 932 ("COMPANY")

Notice is given that a meeting of the creditors of the Company will be held on **Thursday, 11 February 2021 at 11.00 AM AEDT via videoconference.**

Due to the COVID-19 restrictions, and consistent with government policy on gatherings, a virtual meeting will be held. Creditors attending may only do so virtually by electronic means. No physical place of meeting will be made available.

Attendance at this meeting is not compulsory and not doing so will not affect your rights or claim in any way.

Should you wish to attend the meeting, you must register ahead of the meeting, complete the relevant forms (as necessary) and return same via email by **12:00 PM AEDT Wednesday, 10 February 2021** to **james.mazzone@fticonsulting.com** as detailed in the *Circular to Creditors*. If you fail to complete the appropriate forms but still attend, you may be considered an observer and you will not be able to vote.

AGENDA

- i. To receive a report by the Liquidators about the business, property, affairs and financial circumstances of the Company;
- ii. To consider and if thought fit approve the Liquidators' remuneration and internal disbursements;
- iii. To consider and if thought fit approve the Liquidators entering into a Deed of Settlement and Release with Victorian Petfood Processors (Vic) Pty Ltd pursuant to Sections 477(2A) and 477(2B) of the Corporations Act; and
- iv. Any other business that may lawfully arise.

Creditors wishing to vote at the meeting must complete and return:

- Registration of attendance at the meeting;
- an Appointment of Proxy Form if the creditor is a corporate entity, or will not be attending virtually, or is an individual wishing to nominate another individual to represent them; and
- a Formal Proof of Debt or Claim Form if not already done so;

by no later than **12:00 PM AEDT Wednesday, 10 February 2021**. Documents can be sent via email to **james.mazzone@fticonsulting.com**.

Dated this 22nd day of January 2021

Yours faithfully



Ross Blakeley
Liquidator

NOTE 1: ENTITLEMENT TO VOTE AND COMPLETING PROOFS

IPR (Corp) 75-85 Entitlement to vote at meetings of creditors

- 1) A person other than a creditor (or the creditor's proxy or attorney) is not entitled to vote at a meeting of creditors.
- 2) Subject to subsections (3), (4) and (5), each creditor is entitled to vote and has one vote.
- 3) A person is not entitled to vote as a creditor at a meeting of creditors unless:
 - a) his or her debt or claim has been admitted wholly or in part by the external administrator; or
 - b) he or she has lodged, with the person presiding at the meeting, or with the person named in the notice convening the meeting as the person who may receive particulars of the debt or claim:
 - i) those particulars; or
 - ii) if required—a formal proof of the debt or claim.
- 4) A creditor must not vote in respect of:
 - a) an unliquidated debt; or
 - b) a contingent debt; or
 - c) an unliquidated or a contingent claim; or
 - d) a debt the value of which is not established; unless a just estimate of its value has been made.
- 5) A creditor must not vote in respect of a debt or a claim on or secured by a bill of exchange, a promissory note or any other negotiable instrument or security held by the creditor unless he or she is willing to do the following:
 - a) treat the liability to him or her on the instrument or security of a person covered by subsection (6) as a security in his or her hands;
 - b) estimate its value;
 - c) for the purposes of voting (but not for the purposes of dividend), to deduct it from his or her debt or claim.
- 6) A person is covered by this subsection if:
 - a) the person's liability is a debt or a claim on, or secured by, a bill of exchange, a promissory note or any other negotiable instrument or security held by the creditor; and
 - b) the person is either liable to the company directly, or may be liable to the company on the default of another person with respect to the liability; and
 - c) the person is not an insolvent under administration or a person against whom a winding up order is in force.

IPR (Corp) 75-110 Voting on resolutions

- 7) For the purposes of determining whether a resolution is passed at a meeting of creditors of a company, the value of a creditor of the company who:
 - a) is a related creditor (within the meaning of subsection 75-41(4) of the Insolvency Practice Schedule (Corporations)), for the purposes of the vote, in relation to the company; and
 - b) has been assigned a debt; and
 - c) is present at the meeting personally, by telephone, by proxy or attorney; and
 - d) is voting on the resolution;

is to be worked out by taking the value of the assigned debt to be equal to the value of the consideration that the related creditor gave for the assignment of the debt.

APPENDIX B

NOTICE OF ATTENDANCE – MEETING REGISTRATION FORM

NOTICE OF MEETING OF CREDITORS OF COMPANY UNDER LIQUIDATION

**EZYROL TRADING PTY LTD (IN LIQUIDATION)
ACN 165 223 932 (“COMPANY”)**

Attendance

Attendance at this meeting is not compulsory.

Should you wish to attend the meeting and you would like to vote, you **must** complete the following registration details and return to our office by **12:00 PM AEDT Wednesday, 10 February 2020** to **james.mazzone@fticonsulting.com**.

Name of Creditor:	
Contact Name:	
Position:	
Email Address:	
Contact Number:	

Once you have returned this completed form, you will be provided by email with instructions and a link to the meeting.

Please also ensure you have lodged a proof of debt form and proxy form (if applicable), otherwise you may only be an observer at the meeting and you will be unable to vote.

APPENDIX C

APPOINTMENT OF PROXY

**EZYROL TRADING PTY LTD (IN LIQUIDATION)
ACN 165 223 932 ("COMPANY")**

*I/*We _____ (name of signatory) of _____ (creditor name)

a creditor of **Ezyrol Trading Pty Ltd (In Liquidation) ACN 165 223 932** appoint _____
_____ (name of proxy)

of _____ (address of proxy)

or in his or her absence _____ (details of alternate proxy)

as my/our proxy to vote at the meeting of creditors to be held on Thursday, 11 February 2021 at 11.00 AM AEDT or
at any adjournment of that meeting.

Please tick one (1) box only

Option 1 – If appointed as general proxy, as he/she determines on my behalf

☐

OR

Option 2 – If appointed as a special proxy for some or all resolutions, specifically in the manner set out
below (please tick)

☐

Resolutions		To Vote		
		For	Against	Abstain
Remuneration for which approval is sought				
(1)	That the remuneration of the Liquidators of Ezyrol Trading Pty Ltd (In Liquidation) ACN 165 223 932 and their staff for the period 12 January 2021 to 15 January 2021 (inclusive) is approved for payment in the sum of \$8,794.70 plus GST and that the Liquidators can draw the remuneration immediately or as required. Remuneration is calculated in accordance with the hourly rates applicable to the grades or classifications set out in the FTI Consulting Schedule of Standard Rates dated 1 April 2020.	☐	☐	☐
(2)	That the interim future remuneration of the Liquidators of Ezyrol Trading Pty Ltd (In Liquidation) ACN 165 223 932 and their staff for the period from 16 January 2021 to 30 June 2021 (inclusive) of the liquidation (subject to any further approval) is approved at an initial sum equal to the cost of time spent in accordance with the hourly rates applicable to the grades or classifications set out in the FTI Consulting Schedule of Standard Rates dated 1 April 2020, up to \$75,000.00 plus GST and that the Liquidators can draw the remuneration as required.	☐	☐	☐

(3)	The cost of the internal disbursements of the Liquidators of Ezyrol Trading Pty Ltd (In Liquidation) ACN 165 223 932 for the period 7 August 2019 to 19 November 2020 (inclusive) be calculated at the rates set out in the Schedule of FTI Consulting Internal Disbursement Rates and is determined and approved for payment in the amount of \$20,358.61 plus GST and the Liquidators can draw the cost of those internal disbursements.	☐	☐	☐
(4)	The cost of the internal disbursements of the Liquidators of Ezyrol Trading Pty Ltd (In Liquidation) ACN 165 223 932 for the period 20 November 2019 to 30 June 2021 (inclusive) be calculated at the rates set out in the Schedule of FTI Consulting Internal Disbursement Rates and is determined and approved for payment in the amount of \$30,000.00 plus GST and the Liquidators can draw the cost of those internal disbursements.	☐	☐	☐
(5)	That pursuant to Sections 477(2A) and 477(2B) of the Corporations Act 2001 the creditors ratify and approve the Liquidators entering into a Deed of Settlement and Release with Victorian Petfood Processors (Vic) Pty Ltd with respect to an outstanding debtor claim.	☐	☐	☐

Dated this _____ day of _____ 2021

Signature _____ Name (please print) _____

CERTIFICATE OF WITNESS – only complete if the person given the proxy is blind or incapable of writing.

I, _____ of _____

certify that the above instrument appointing a proxy was completed by me in the presence of and at the request of the person appointing the proxy and read to him/her before he/she attached his/her signature or mark to the instrument.

Dated this _____ day of _____ 2021

Signature of witness _____

Description _____

Place of residence _____

Appendix D

FORM 535 - FORMAL PROOF OF DEBT OR CLAIM (GENERAL FORM)

Subregulation 5.6.49(2)

Corporations Act 2001

EZYROL TRADING PTY LTD (IN LIQUIDATION) ACN 165 223 932 (THE 'COMPANY')

To the Liquidators of Ezyrol Trading Pty Ltd

1. This is to state that the Company was on 28 November 2018, and still is, justly and truly indebted to:

Name of Creditor: _____

Address of Creditor: _____

Debt Owed: \$ _____ and _____ *cents*

Particulars of the debt are:

Date	Consideration <i>(state how the debt arose)</i>	Amount <i>(incl. GST)</i> \$ c	GST \$ c	Remarks <i>(include details of voucher substantiating payment)</i>
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2. To my knowledge or belief the creditor has not, nor has any person by the creditor's order, had or received any satisfaction or security for the sum or any part of it except for the following: *(insert particulars of all securities held. If the securities are on the property of the company, assess the value of those securities. If any bills or other negotiable securities are held, show them in a schedule in the following form.)*

Date	Drawer	Acceptor	Amount	Due Date
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3. * I am the creditor personally OR

3. * I am employed by the creditor and authorised in writing by the creditor to make this statement OR

3. * I am the creditor's agent authorised in writing to make this statement in writing.

** Omit if inapplicable*

I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied.

Dated: _____

Name of authorised Person

Signature of Authorised person

Occupation

Address

Email

Telephone

- ☐ I/we nominate to receive electronic notification of notices or documents by email at the following address:

Email address: _____

Appendix E

GUIDANCE NOTES FOR COMPLETING PROXY AND PROOF OF DEBT OR CLAIM FORMS

APPOINTMENT OF PROXY FORM

A person can appoint another person to attend the meeting on their behalf by completing the appointment of proxy form.

If the creditor is a company or a firm, a person needs to be appointed to represent the company.

This representative needs to be appointed by completing the Form of Proxy in accordance with section 127 of the *Corporations Act 2001* ("Act"). Alternatively, the appointed person must be authorised to act as a representative for the company per section 250D of the Act.

The proxy form is valid only for the meeting indicated (or any adjournment).

You may appoint either a general proxy (a person who may vote at their discretion on motions at the meeting) or a special proxy (who must vote according to your directions). If you appoint a special proxy, you should indicate on the form what directions you have given. In many instances, there will be a box or section on the proxy form where you can mark how you want your proxy to vote for you.

If you are unable to attend the meeting and you do not have a representative who can attend on your behalf, you may if you wish appoint the Chairperson of the Meeting as your proxy. The Chairperson can be appointed as a general proxy or a special proxy. This is entirely your choice.

FORMAL PROOF OF DEBT OR CLAIM FORM

There is no need to resubmit this form if you have already previously done so however, please contact this office if you are unsure of this.

The proof of debt submitted during a liquidation is used for voting purposes at any meetings of creditors and also to help establish the overall level of creditor claims in the liquidation.

Employees should be aware that the Australian Taxation Office is required to prove for your superannuation entitlements on your behalf.

Admission of your proof for voting purposes does not mean that the liquidator has agreed with your proof for the purpose of making a dividend distribution.

You should include a description of how your debt/claim arose, whether you are claiming a security interest in property and if you have any guarantees and indemnities for the debt. If you need more space, you can attach any additional details you wish to include – just make sure that you mention this on the Form so we know what you've attached and how many pages.

You should provide supporting documents that substantiate what you are owed by the Company. This may include things like account statements, unpaid invoices and their corresponding purchase orders, PPSR registration, agreements/terms of trade, contracts, lease or hire agreements, court order or judgment, guarantee or loan document, emails/other correspondence with the Company.

If you need help in completing the forms or if you are uncertain what information you should attach, please email or telephone the nominated FTI Consulting contact person.