IN THE COMPANIES TRIBUNAL OF SOUTH AFRICA

HELD AT PRETORIA

**Case number:** CT02437ADJ2025

**In the matter between:**

| | |
|---|---|
| **ANTHONY LAGUE** | **Applicant** |
| and | |
| **SCOVILLE REPUBLIC (PTY) LTD.** | **First Respondent** |
| **(Registration Number: 2023/803444/07)** | |
| **LEON ROESSTORFF** | **Second Respondent** |

**Tribunal Panel:** D Terblanche (Chairperson),

**Date of Decision**: 31 March 2026

---

**Ruling - Decision and reasons**

---

## THE PARTIES

1. The Applicant is Mr Anthony Lague, an adult male who claims to be a founding director and a 50% shareholder of Scoville Republic (Pty) Ltd (the First Respondent, "the Company").

2. The First Respondent is Scoville Republic (Pty) Ltd, a private company duly incorporated under the laws of South Africa, registration number 2023/803444/07.

3. The Second Respondent is Mr Leon Roesstorff, an adult male. He states that he holds 50% of the shareholding in Exotic Chillies SA (Pty) Ltd, which in turn holds 95% of the issued share capital of the First Respondent. The remaining 50% of Exotic Chillies SA (Pty) Ltd is held by his wife, Mrs Kim Roesstorff, to whom he is married out of community of property.

**BACKGROUND AND PROCEDURAL HISTORY**

4. The Applicant and the Second Respondent entered into a business relationship as co-directors and shareholders of Scoville Republic (Pty) Ltd. The relationship deteriorated, culminating in the Second Respondent convening a shareholders' meeting on 18 September 2025 at which a resolution was passed removing the Applicant as a director of the Company.

5. On 21 October 2025 the Applicant brought an application before the Tribunal seeking reinstatement as a director and an order directing the Companies and Intellectual Property Commission (CIPC) to amend its records to reflect a 50% shareholding in his favour. The application was served on the Respondents on 28 October 2025.

6. On 27 November 2025 the Respondents applied for condonation of the late filing of their answering affidavit. They cited the operational demands placed on the Second Respondent and Mrs Roesstorff following the Applicant's departure from the Company on 28 July 2025, the volume of orders being fulfilled, and the complexity of compiling the documentary evidence. The Applicant did not oppose the condonation application. The answering affidavit was filed on 4 December 2025.

7. In the answering affidavit the Second Respondent deposed on behalf of both Respondents. He asked the Tribunal to:

    7.1. dismiss the application in its entirety as unfounded and unsupported by factual evidence;

7.2. confirm the validity of the Applicant's removal as a director in accordance with section 71 of the Companies Act;

7.3. acknowledge that the shareholders' agreement was validly executed and forms part of the Company's binding governance records;

7.4. record that the Applicant, after his removal, unlawfully retained and used company property and intellectual assets, including proprietary seed stock, digital product photographs, customer and supplier data, and access credentials and files stored on the Company's digital platforms;

7.5. direct the Applicant to cease using such intellectual property, return any physical or digital assets belonging to the Company, and delete any company data in his possession; and

7.6. note that a complaint regarding the retention of Company property was formally reported to the South African Police Service on 25 September 2025, for which a case number was issued.

8. On 4 December 2025 the Applicant filed an application for default judgment. That application was not pursued, and the matter was set down as an opposed application. It was heard on 17 March 2026.

**THE PARTIES' SUBMISSIONS**

9. The positions of the parties were set out in their pleadings and the extensive annexures thereto. Both parties filed written heads of argument and elaborated on their submissions during the hearing of 17 March 2026.

**The Applicant's Submissions in Brief**

10. The Applicant asserts that he is a founding director and holds a 50% shareholding in the Company. He contends that his removal as director was unlawful and procedurally defective. He notes that he is married in community of property and that the shares in question therefore form part of the joint estate with his spouse.

11. He disputes the suggestion that he holds only 5% of the Company's shares, maintaining instead that his shareholding is 50%. He argues that the Second Respondent lacked the authority to convene a shareholders' meeting or to pass a valid resolution for his removal.

12. He claims that his removal was oppressive and orchestrated through improperly executed corporate documents, in contravention of the Companies Act and his rights as a founding shareholder. In support of his alleged 50% shareholding, he primarily relies on a Nedbank banking mandate dated 18 March 2024.

13. He challenges the Respondents' assertion that Exotic Chillies SA (Pty) Ltd holds 95% of the shares. He points to the absence of proper notice for any change in shareholding, the lack of his signature on the schedule attached to the shareholders' agreement, and alleged discrepancies concerning a key witness, Charlize Maloney. He suggests that Maloney only joined the Company in November 2024, not April 2024, implying that the shareholders' agreement may have been backdated. He also submits that his spouse's consent was required given his marriage in community of property, and that such consent was never obtained.

14. On these grounds the Applicant seeks:

14.1. reinstatement as a director of the Company;
14.2. a declaration that his removal resolution is invalid;
14.3. confirmation of a 50/50 shareholding split;
14.4. an independent audit of the Company;
14.5. restoration of his access to company systems;
14.6. assistance with dissolving the Company and equally dividing its assets; and
14.7. an order for costs against the Respondents.

**The Second Respondent's Submissions in Brief**

15. The Second Respondent denies the central allegations and advances a counter-case supported by what he describes as documented misconduct by the Applicant.

16. He emphasises that Scoville Republic is a private company incorporated under the Companies Act, not a partnership. The statutory records – including the CIPC register, the share register and the beneficial ownership filings – consistently show the Applicant holding only a 5% share, with the remaining 95% held by Exotic Chillies SA (Pty) Ltd. He dismisses the Nedbank banking resolution as irrelevant, pointing out that it authorises banking access only and does not confer shareholding rights.

17. Regarding the shareholders' agreement, which the Applicant alleged was unsigned or fabricated, the Second Respondent presents a detailed digital chain of custody. Metadata and email records show that the agreement was created in October 2024, printed in early April 2025, signed by both directors on or about 10 April 2025, scanned and immediately emailed to the Applicant's personal Gmail address. Although the original hard copy went missing from the Company's governance file after the Applicant left the premises, the Second Respondent contends that the intact, timestamped digital record confirms the agreement's authenticity.

18. As to the share certificates, which the Applicant claimed were fraudulently drawn, the Second Respondent states they were generated through InfoDocs, a CIPC-compliant platform. He notes that under the Companies Act, legal proof of ownership resides in the share register, not in the physical certificate. CIPC accepted the share register and beneficial ownership filings when processing the director removal – a fact he submits as evidence of their validity.

19. On the removal itself, the Second Respondent states that the shareholders' meeting of 18 September 2025 was duly convened. Notice was sent to the Applicant's email address on 28 August 2025 – the same address used throughout his directorship. The Applicant did not attend and subsequently refused to accept service of the resolutions. The majority shareholder's resolution removing him was filed with CIPC, which issued an updated CoR39 confirming the removal.

20. The Second Respondent also particularises a pattern of conduct he characterises as sustained disengagement, obstruction and misconduct:

20.1. On 28 July 2025 the Applicant abandoned the company premises without any handover. On the same day he transferred product photographs, customer lists and sales reports from the Company's Google Drive to his personal email account. Shortly afterwards, those assets appeared on a competing website he established.

20.2. On 10 September 2025 he unilaterally instructed Nedbank to freeze the Company's bank account, causing immediate operational harm. The bank reversed the freeze after its legal department found the instruction improper.

20.3. He sent an unauthorised communication to nursery clients instructing them to halt orders.

20.4. He left the Company's management WhatsApp group.

20.5. Discrepancies in seed stock were noted, and a complaint was lodged with the SAPS on 25 September 2025, for which a case number was issued.

21. On these grounds the Second Respondent seeks dismissal of the application in its entirety. He additionally asks the Tribunal to confirm the validity of the Applicant's removal and the binding nature of the shareholders' agreement, to record that the Applicant unlawfully retained company property, and to direct the Applicant to cease using that property, return all physical and digital assets, and delete any company data in his possession.

**ANALYSIS AND FINDINGS**

22. The threshold issue in this matter is one of jurisdiction. The Companies Tribunal is a creature of statute whose powers derive exclusively from the Companies Act 71 of 2008 (the Act) and its Regulations. The Tribunal has no inherent jurisdiction; every application must fall within the express competence conferred by the Act. For clarity, section 71 of the Act governs director removal, while section 163 provides for remedies in cases of oppressive or prejudicial conduct, but such remedies are available exclusively through the High Court, as established in *Grancy Property Ltd v Manala* 2014 (3) SA 337 (SCA).

23. The relief sought by the Applicant and the counter-relief sought by the Second Respondent each raise the same fundamental question: what may the Tribunal lawfully decide?

**Reinstatement of a Director**

24. The ordinary wording[1] of section 71(8), read with section 71(3) of the act is very clear, it empowers the Tribunal to determine whether a director should be removed in certain circumstances. However, these provisions do not authorise the Tribunal to reverse a removal that has already taken place. Statutory bodies may exercise only the powers expressly given to them. Section 71 deals only with removal, not reinstatement. The determination the Tribunal is empowered to make is for the removal of a director whom it finds to be ineligible, disqualified, incapacitated, or negligent, not a determination for reinstatement which might very well involve different considerations. Notably, section 163 of the Act provides for remedies in cases of oppressive conduct, but only the High Court may grant such relief (*Grancy Property Ltd v Manala* 2014 (3) SA 337 (SCA)).

25. The Tribunal therefore has no jurisdiction to reinstate a director who has been removed, whether by board decision or by shareholders' resolution. Section 71(9) of the Act reinforces this limitation by preserving a removed director's right to approach the High Court. Reinstatement, if available, is a remedy for the High Court under section 163 or through common-law review – not for the Tribunal.

26. It follows that the Tribunal cannot grant the reinstatement sought by the Applicant. For the same reason, the Tribunal cannot "confirm" a removal in the sense of issuing a declaratory order on the validity of a removal. The relief sought by the Second Respondent in this regard also falls outside the Tribunal's powers.

**Shareholding Disputes**

---

1 See Natal Joint Municipal Pension Fund v Endumeni Municipality 2012 (4) SA 593 (SCA) paragraph 18, regarding the standard for interpretation.

27. The Tribunal does not have the power to adjudicate shareholding disputes between shareholders or to declare a person a shareholder. Such disputes involve private contractual and property rights and fall within the exclusive jurisdiction of the High Court. Section 163 of the Companies Act provides for remedies in cases of oppressive conduct, which are exclusively available through the High Court, as established in *Grancy Property Ltd v Manala* 2014 (3) SA 337 (SCA). In a 2025 decision, this Tribunal expressly held: "There is no provision in the Companies Act that provides the Tribunal with jurisdiction to make an order declaring a person to be a shareholder."

**Amendment of CIPC Records**

28. The relief seeking an order directing CIPC to alter the shareholding records fails on two independent grounds.

    28.1. First, CIPC has not been joined as a party. The Tribunal cannot make a binding order against a statutory body that is not before it.

    28.2. Second, the power to rectify a company's securities register vests in the High Court under section 56(3) of the Act; the Tribunal has no equivalent power. While the Tribunal may review certain administrative decisions of CIPC, it cannot order CIPC to amend shareholding records arising from a shareholder dispute.

**Ancillary Relief**

29. The remaining relief sought by both parties – including an independent audit, restoration of access to company systems, dissolution of the Company, and directives concerning the return of assets – either depends on a finding of shareholding or director status that the Tribunal is not empowered to make, or falls outside the Tribunal's statutory remit altogether.

**FINDING**

30. The jurisdictional defects identified above are fatal to the relief sought. The Tribunal lacks authority to reinstate a director, to determine shareholding disputes, or to direct amendments to CIPC records based on such disputes. These are matters for the High Court.

**ORDER**

31. Accordingly, the Tribunal makes the following order:

31.1. The application is dismissed.

31.2. The Applicant is directed to pay the Respondents' costs.

DATED AT JOHANNESBURG ON THIS 31st DAY OF MARCH 2026.

Signed

____________________________

D Terblanche
Member: Companies Tribunal
Companies Tribunal