IN THE COMPANIES TRIBUNAL OF SOUTH AFRICA

Case No: CT02475ADJ2025

In the matter between:

ROBERT FELLNER-FELDEGG — Applicant

[Passport No.: C[…]]

And

SUCROVA TRADING PROPRIETARY LIMITED — First Respondent

[Registration No.: 2025/256306/07]

ESTATE LATE ANDRE JACQUES DE BEER — Second Respondent

[ID No.: 69020x xxxxxx 082]

COENRAD BRITZ — Third Respondent

[ID No.: 6[…]5]

Coram: D Terblanche

Decision handed down on 13 May 2026

RULING — DECISION AND REASONS

THE PARTIES

1. The Applicant is ROBERT FELLNER-FELDEGG, a male businessman, with Passport No. C[…], whose address for purposes of this application is U[…]-Str. 9, D-8[…] Landsberg am Lech, Germany.

2. The First Respondent is SUCROVA TRADING PROPRIETARY LIMITED, registration number 2025/256306/07, a private company duly incorporated in accordance with the company laws of the Republic of South Africa ("the Company"). According to the

disclosure document issued by the Companies and Intellectual Property Commission ("CIPC"), the Company's registered address is 11 Ruimsig Manor, 2 Van Dalen Road, Willowbrook, Gauteng.

3. The Second Respondent is the ESTATE OF THE LATE ANDRE JACQUES DE BEER, a male businessman, with Identity Number 69020[…]082. In terms of the Shareholders' Agreement concluded on 31 March 2025 ("the Shareholders' Agreement"), the late Mr de Beer's chosen domicilium citandi et executandi was 11 Ruimsig Manor 2, Willowbrook, Roodepoort, Gauteng, with the email address e[…]@yahoo.co.za. The Second Respondent is deceased. The Applicant avers that, to his knowledge, the Master of the High Court has not appointed an executor or executrix to administer the estate. The late Mr de Beer was a shareholder and the sole director of the Company.

4. The Third Respondent is COENRAD BRITZ, a male businessman, with Identity Number 6[…]5. In terms of the Shareholders' Agreement, his chosen domicilium citandi et executandi is Plot 6, Unit 5, Goedgenoeg, Orkney, North West, with the email address S[…]@polka.co.za. The Third Respondent is a shareholder of the Company.

THE APPLICATION

5. This application was brought on 17 November 2025 in terms of section 61(11) of the Companies Act 71 of 2008 ("the Act") for an administrative order directing that a shareholders' meeting of the Company be convened.

BACKGROUND

6. The Company was incorporated on 27 March 2025 for the purpose of trading in sugar.

7. The late Mr de Beer was the sole director of the Company from the date of its incorporation until his death.

8. The Applicant, the Second Respondent, and the Third Respondent are the founding shareholders of the Company, having become shareholders on 31 March 2025. They hold

45, 35, and 20 ordinary shares respectively. Copies of the relevant share certificates are annexed to the application marked "RFF2.1", "RFF2.2", and "RFF2.3".

9. The late Mr de Beer passed away on 26 October 2025. A copy of his death certificate is annexed to the application. The Applicant avers that the Master of the High Court has not yet appointed an executor or executrix to administer the estate.

10. Upon the death of the Company's sole director, the Company was left without any directors and accordingly without a functioning board.

THE APPLICANT'S SUBMISSIONS

11. The Applicant submits the following in support of the relief sought.

12. Section 61(1) of the Act provides that the board of a company, or any other person specified in the company's Memorandum of Incorporation or rules, may call a shareholders' meeting at any time.

13. Section 68 of the Act regulates the election of directors of profit companies. It provides, among other things, that each director must be elected by persons entitled to exercise voting rights in such an election, and that the election is to be conducted as a series of votes until all vacancies on the board have been filled.

14. In terms of the Act, a director ceases to hold office upon his or her death.

15. Article 4.1 of the Company's Memorandum of Incorporation ("MOI"), annexed to the application marked "RFF3.2", provides that the election of directors shall be conducted in the manner set out in section 68(2) of the Act.

16. Article 3.5 of the MOI reflects the provisions of the Act concerning the convening of shareholders' meetings.

17. The Shareholders' Agreement, annexed to the application marked "RFF4", was concluded on 31 March 2025 between the Applicant and the Respondents. The following provisions of the Shareholders' Agreement are of application:

17.1 Clause 11.4 provides: "the Shareholders may, by giving written notice to the Company, nominate persons for election as Directors as set out below — Fellner (the Applicant) shall be entitled to nominate 1 Director; and De Beer (the Second Respondent) shall be entitled to nominate 1 Director."

17.2 Clause 11.6 provides: "The resolution in terms whereof any such Director is to be elected in terms of clause 11.4, shall include a statement that the relevant person, if so elected as a Director, will for the purposes of the MOI each be regarded as a nominated Director ('Nominated Director') of the relevant Shareholder, for as long as the Nominating Shareholder has not in writing notified the Company, the Board and all other Shareholders that the Director concerned must no longer be regarded as their Nominated Director."

17.3 Clause 29 records the parties' chosen domicilia citandi et executandi, as defined in clause 1 of the Shareholders' Agreement, at which addresses, including email addresses, service of legal process may be effected.

18. Section 61(11) of the Act authorises the Tribunal to issue an administrative order directing that a shareholders' meeting be convened in circumstances where a company has no directors and no person is authorised in the MOI to call such a meeting.

19. The Company currently has no directors and therefore no functioning board.

20. Following the death of the Company's sole director, the convening of a shareholders' meeting is necessary in order to appoint a director or directors to the board.

21. The Applicant accordingly requests the Tribunal to issue an administrative order directing that a shareholders' meeting be convened in terms of section 61(11) of the Act for the purpose of appointing a director to the board of the Company.

22. Upon the convening of the shareholders' meeting, the Applicant intends to exercise his right under clause 11.4, read with clause 11.6, of the Shareholders' Agreement to nominate a director. A copy of the draft resolution proposed to be adopted at the meeting, and a copy of the draft notice of the general meeting, are annexed to the application marked "RFF5". The draft notice may be supplemented with the relevant dates as directed by the Tribunal in the event that the administrative order is granted.

23. Regarding service, the Applicant submitted as follows.

24. The Company was served on 17 November 2025 at its chosen domicilium, being the email address e[…]@yahoo.com. A copy of the correspondence dated 17 November 2025 and its accompanying delivery receipt, evidencing service upon the Company, is annexed to the application marked "RFF2".

25. The Second Respondent shares the same domicilium as the Company, being the email address enviromgt69@yahoo.com, and was accordingly served on 17 November 2025.

26. The Third Respondent was served on 17 November 2025 at his chosen domicilium, being the email address s[…]@polka.co.za. A copy of the correspondence dated 17 November 2025 and its accompanying delivery receipt is annexed to the application marked "RFF3".

27. Despite service of the application upon the Respondents, no respondent has filed a notice of opposition as contemplated by Regulation 143 of the Companies Regulations, 2011 ("the Regulations").

APPLICABLE LAW

28. The Applicant brought this application for a default order on the basis that none of the Respondents opposed the application.

29. Regulation 153 empowers the Tribunal to issue a default order after hearing any required evidence in relation to the application, provided the Tribunal is satisfied that the application was adequately served on the respondents.

30. Regulation 142(2) requires the applicant to serve the application and supporting affidavit on each respondent named in the application within five business days of filing the application. The manner of service is regulated by Table CR3 of the Regulations, which prescribes the methods and times for delivery of documents. Of relevance to this application are the methods of delivery prescribed for "any person" and for "a company or similar body corporate" respectively: service upon any person may be effected by fax, email, registered post, or any means authorised by the High Court; service upon a company must be effected at its registered address in the manner set out in Table CR3.

31. Section 61(11) of the Act provides as follows:

> *"If a company is unable to convene a meeting as required in terms of this section because it has no directors, or because all of its directors are incapacitated —*
>
> *(a) another person authorised by the company's Memorandum of Incorporation may convene the meeting; or*
>
> *(b if no person has been authorised as contemplated in paragraph (a), the Companies Tribunal, on a request by any shareholder, may issue an administrative order for a shareholders meeting to be convened on a date, and subject to any terms, that the Tribunal considers appropriate in the circumstances."*

ANALYSIS AND EVALUATION

32. I turn first to evaluate whether the service of the application on the Respondents meets the requirements of the Act and the Regulations.

33. The Applicant served the application and supporting affidavit on all three Respondents by email, using email addresses that appear in the Shareholders' Agreement.

34. The service of an application upon a company is governed by Table CR3 of the Regulations under the category "A Company or Similar Body Corporate." That Table prescribes a hierarchical process: first, personal delivery of a certified copy of the application to a responsible employee at the company's registered office; and second, in

the absence of any employee willing to accept service, affixing the document to the main entrance of that office or place of business.

35. According to the CIPC disclosure document, the First and Second Respondents share a registered address at 11 Ruimsig Manor, 2 Van Dalen Road, Willowbrook, Gauteng. No attempt was made to effect service at that address.

36. Instead, the Applicant dispatched the application by email to an address that, even if contractually agreed upon for the purposes of inter partes shareholder notices, does not constitute a legally recognised mode of service upon a company for the purposes of proceedings before the Tribunal. The purported service upon the First Respondent is accordingly a nullity.

37. The position in respect of the Second Respondent is even more problematic. A deceased estate is not a legal persona capable of receiving service in its own right. Service upon a deceased estate must be effected upon the executor or executrix duly appointed by the Master of the High Court in terms of the Administration of Estates Act 66 of 1965. The Applicant himself acknowledges that no such appointment has been made. Service of the application at the late Mr de Beer's personal Yahoo email address cannot, in law, constitute valid service upon his estate or upon any legal representative thereof.

38. Only the Third Respondent, Mr Britz, as a natural person, may arguably have been validly served by email. Table CR3 permits email service upon "Any Person," which includes a natural person, provided the recipient has agreed to accept legal documents at the relevant address. Even in Mr Britz's case, however, the efficacy of such service is not beyond doubt, given the Tribunal's insistence on strict compliance with its service rules.

FINDINGS

37. The Applicant has not satisfied the Tribunal that the application and supporting affidavit were validly served upon the First Respondent or the Second Respondent in accordance with the requirements of the Act and the Regulations.

38. Neither the First Respondent nor the Second Respondent can therefore be held to be in default. Accordingly, the application for an unopposed administrative order under section 61(11) of the Act cannot succeed on the papers as they currently stand.

ORDER

39. In the result the following order is made:

    39.1 The application for an administrative order in terms of section 61(11) of the Companies Act 71 of 2008 is not granted.

Signed at Pretoria on this 13th day of May 2026.

D Terblanche

Presiding Member Companies Tribunal