



IN THE COMPANIES TRIBUNAL OF SOUTH AFRICA

Case no.: **CT02565/ADJ/2026**

In the matter between:

CMG Pepper LLC

Applicant

and

Chipotle Mexican Grill Restuarent (PTY) LTD

First Respondent

(Registration number: 2024/708390/07)

**COMMISSIONER OF THE COMPANIES AND
INTELLECTUAL PROPERTY COMMISSION**

Second Respondent

Presiding member: Nomagcisa Cawe

Date of decision: 24 June 2026

DECISION (Reasons and Order)

1. The Applicant is CMG PEPPER, LLC, a Colorado limited liability company duly and having its registered place of business recorded as 610 Newport Center Drive, Suite 1300, Newport Beach, Carlifornia, 92660, United States of America. There are more than 3 700 Chipotle restaurant locations worldwide.

2. The first respondent is Chipotle Mexican Grill Restaurant (Pty) Ltd, a South African company with registration number 2024/708390/07 and having its registered address at Cnr. Attebury Road and Lois Avenue, Menlyn Park, Pretoria, Gauteng, 002.
3. The second respondent is the Commissioner of the Companies and Intellectual Property Commission (CIPC) appointed in terms of section 189 of the Companies Act 71 of 2008 ("**Companies Act**"). Applicant does not seek any relief from the second respondent unless it opposes this application.
4. This application is twofold:
 - 4.1. in terms of section 160(1) of the Companies Act, applicant seeks a determination and an order that the first respondent's name does not satisfy the requirements of section 11 of the Act, and that the first respondent should be directed to change its name to one that is not confusingly similar to applicant's.
 - 4.2. in terms of regulation 153 of the Companies Regulations, to be determined by default, the first respondent not having filed a response within the prescribed period.

BACKGROUND

5. The applicant became aware of the registration of the first respondent during 2025. Upon doing so, it addressed correspondence to the first respondent asserting its rights in the Chipotle Mexican Grill trade mark, and calling upon the first respondent to change its name voluntarily to one that is not confusingly similar to applicant's.

6. Applicant's attorneys communicated with the sole director, of the first respondent, Ms. Gifford Addo, telephonically. Thereafter the applicant's attorneys communicated by email with the first respondent, setting out the reasons for applicant's objection to first respondent's name. First respondent did not respond to the emails and did not change its name.
7. The applicant subsequently lodged the present application for relief with the Companies Tribunal ("the Tribunal"). The application, together with the founding affidavit, were served on the first respondent in accordance with the Regulations.
8. The first respondent was afforded the prescribed period within which to file an answering affidavit. That period has lapsed and no response has been filed to date. The applicant has accordingly applied for a default order. The procedural requirements for such an order have been satisfied.

RELEVANT LAW

8. Section 160(1) permits any person with an interest in the name of a company to apply to the Tribunal for a determination whether the name satisfies the requirements of the Act.
9. The Companies Act requires that a company's name must:
 - 9.1. "not be the same as . . . the name of another company . . . [or] a registered trade mark belonging to a person other than the company, or a mark in respect of which an application has been filed in the Republic for registration as a trade mark or a well-known trade mark as contemplated in section 34 of the Trade Marks Act, 1993 (Act 194 of 1993), unless the registered owner of that mark has consented in

writing to the use of the mark as the name of the company” (section 11(2)(a)(i) and (iii));

9.2. “not be confusingly similar to a name, trade mark, mark, word or expression contemplated in paragraph (a) [above] unless –

9.2.1. in the case of names referred to in paragraph (a) (i), each company bearing any such similar name is a member of the same group of companies; [or]

9.2.2. in the case of a name similar to a trade mark or mark referred to in paragraph (a) (iii), the company is the registered owner of the business name, trade mark, or mark, or is authorised by the registered owner to use it” (section 11(2)(b));

9.3. “not falsely imply or suggest, or be such as would reasonably mislead a person to believe incorrectly, that the company . . . is part of, or associated with, any other person or entity” (section 11(2)(c)).

10. “Similar” in section 11(2)(b) means “having a marked resemblance or likeness”, and that the offending name should immediately bring to mind the well-known trade mark or other name (*Bata Ltd v Face Fashions CC* 2001 (1) SA 844 (SCA)).

11. The meaning of “confusingly similar” must be determined with reference to the test used for passing-off – namely: “... a reasonable likelihood that ordinary members of the public, or a substantial section thereof, may be confused or deceived into believing that the goods or merchandise of the former are the goods or merchandise of the latter or are connected therewith. Whether there is such a reasonable likelihood of confusion or deception is a question of fact

to be determined in light of the particular circumstances of the case” (*Adidas AG & another v Pepkor Retail Limited* (187/12) [2013] ZASCA 3 (28 February 2013) para 28; *Capital Estate and General Agencies (Pty) Ltd and Others v Holiday Inns Inc. and Others* 1977 (2) SA 916 (A) at 929).

12. The similarity in this regard must be such that it would confuse the “ordinary reasonable careful man, i.e. not the very careful man nor the very careless man”

(*Link Estates (Pty) Ltd v Rink Estates (Pty) Ltd* 1979 (2) SA 276 (E) at 280).

Moreover, “the class of persons who are likely to be the purchasers of the goods in question must be taken into account in determining whether there is a likelihood of confusion or deception” (*Reckitt & Colman SA (Pty) Ltd v SC Johnson & Son SA (Pty) Ltd* 1993 (2) SA 307 (A) at 315F-G).

13. Any person with an interest in the name of a company is, in terms of section 160(1) of the Act, entitled to bring an application to the Companies Tribunal, in the prescribed manner, for determination of whether the name satisfies the requirements of section 11 of the Companies Act.

14. Such application may be made “on good cause shown at any time after the date of the reservation or registration of the name that is the subject of the application” (section 160(2)).

15. The Companies Tribunal, after considering such application, “and any submissions by the applicant and any other person with an interest in the proposed name that is the subject of the application”:

- 15.1. “must make a determination whether that name, or the reservation, registration or use of the name, or the transfer of the reservation or

registration of the name, satisfies the requirements of [the] Act” (section 160(3)(a)), and

15.2. “may make an administrative order directing . . . a company to choose a new name, and to file a notice of an amendment to its Memorandum of Incorporation, within a period and on any conditions that the Tribunal considers just, equitable and expedient in the circumstances” (section 160(3)(b)(ii)).

16. In relation to default applications,

16.1. “[i]f a person served with an initiating document has not filed a response within the prescribed period, the initiating party may apply to have the

order, as applied for, issued against that person by the Tribunal”
(regulation 153(1)), and

16.2. on such application, “the Tribunal may make an appropriate order – (a) after it has heard any required evidence concerning the motion; and (b) if it is satisfied that the notice or application was adequately served”
(regulation 153(2)).

ISSUES FOR DETERMINATION

17. The issues for determination are:

17.1. whether the applicant has established standing and good cause to bring the application in terms of section 160 of the Act;

17.2. whether the name Chipotle Mexican Grill Restaurant satisfies the requirements of section 11 of the Act; and

17.3. if not, what relief is appropriate under section 160(3).

Standing and Good Cause

18. The applicant has placed extensive evidence before the Tribunal demonstrating the longstanding and substantial reputation attaching to the “Chipotle Mexican Grill ” trade mark, both internationally and in South Africa.
19. The applicant, therefore, has a direct and substantial interest in the name of the first respondent for purposes of section 160(1).
20. The applicant has further explained the steps taken to resolve the matter without recourse to litigation and the absence of any response from the first respondent. In these circumstances, the requirement of good cause has been satisfied.

Confusing Similarity / Misleading Association

22. Phonetically, visually, and conceptually, “Chipotle Mexican Grill ” bears a strong resemblance to applicant’s name. The similarity is accentuated by the fact that the applicant operates in the restaurant sector, which is precisely the field that first respondent operates in. The addition of “Restaurent” to first respondent’s name does not adequately distinguish it from the well-known trade mark of the applicant.
23. The applicant’s evidence establishes that Chipotle Mexican Grill is a highly distinctive and well-known trade mark. Where a mark has acquired such a

reputation, a lesser degree of similarity would be required to give rise to confusion or deception.

24. Wallis JA has helpfully described the value judgement involved in determining the likelihood of deception or confusion in the Supreme Court of Appeal's decision in *Yuppiechef Holdings (Pty) Ltd v Yuppie Gadgets Holdings (Pty) Ltd* 2016 BIP 269 (SCA) at para 26:

“What is required is a value judgment on the question of the likelihood of deception or confusion based on a global appreciation of the two marks and the overall impression that they leave in the context of the underlying purpose of a trademark, which is that it is a badge of origin. The value judgment is largely a matter of first impression and there should not be undue peering at the two marks to find similarities and differences. It is nonetheless not sufficient for judges merely to say that their impression is that the alleged infringing mark is, or is not, likely to deceive or cause confusion. There is an obligation to explain why the judge holds that view.”

25. When the first respondent's name is considered as a whole, the similarity between the words “Chipotle Mexican Grill” and the applicant's trade mark is immediately apparent. The addition of the word “Restaurent” does not detract from the high degree of similarity in this regard.
26. In the absence of any explanation from the first respondent, there is no basis to conclude that the adoption of the name was coincidental or that it would not give rise to a likelihood of confusion.
27. In my view, and bearing in mind the established approach reflected in all the cases referred to above, members of the public encountering the name “Chipotle Mexican Grill Restaurent” (Pty) Ltd are likely to assume that the company is connected with, endorsed by, or otherwise associated with the applicant. The name therefore contravenes section 11(2)(b) and (c) of the Act.

Default Relief

28. The first respondent has elected not to oppose the application and has not placed any facts before the Tribunal that might justify a different conclusion.
29. Applicant has established its entitlement to the relief sought on a balance of probabilities. It is therefore appropriate to grant a default order in terms of regulation 153.

ORDER

30. In the result, the following order is made:
 - (a) The name Chipotle Mexican Grill Restaurant (Pty) Ltd does not satisfy the requirements of section 11 of the Companies Act 71 of 2008.
 - (b) The first respondent is directed to change its name to one which does not incorporate the words “Chipotle Mexican Grill” and which is not confusingly similar to the applicant’s “Chipotle Mexican Grill LLC” trade mark, within one (1) month from the date of this decision.
 - (c) In the event that the first respondent fails to comply with paragraph (b), the second respondent is directed to record its registration number (2024/708390/07) followed by (Pty) Ltd, as the first respondent interim name on the companies register.
 - (d) The Tribunal’s Recording Officer (Registrar) is directed to serve this order on both parties.

Nomagcisa Cawe: Member of the Companies Tribunal