IN THE COMPANIES TRIBUNAL OF SOUTH AFRICA

CASE NO: CT02750ADJ2026

In the matter between:

HEROLD PITSO BOSOGA Applicant

and

TUMELO SAMBO Respondent

Date of Decision: 1st August 2026

DECISION

INTRODUCTION

1. The Applicant is HEROLD PITSO BOSOGA (ID Number 8[…]) a director of BOSAPHARMACY AND CLINIC (PTY) LTD (Registration 2025/546239/07).

2. The Respondent is TUMELO SAMBO (ID Number 9[…]) a director of BOSAPHARMACY AND CLINIC (PTY) LTD (Registration2025/546239/07).

3. This is an application in terms of sections 71(8)(b) of the Companies Act No. 71 of 2008 (''the Act'') for an Administrative Order determining the removal of the Third Respondent as a director.

APPLICANT'S SUBMISSIONS

4. This is an application wherein The Applicant is requesting the Tribunal to make an order for the Respondent to be removed as director.

5. The Applicant served all documents to Mr. Sambo on 20 May 2026 via registered mail to his email address: (which he uses for all company communications).. Mr. Sambo chose not to respond to the case. He has not communicated with the Applicant since 20 May 2026, except on 24 June 2026, when he unilaterally added another director. Mr. Sambo had 20 working days to respond, which ended on 18 June 2026.

6. Due to his disregard for the law and procedure, The Applicant requested a default judgment removing him as a director with effect from 19 June 2026, for the following reasons:

7. Conflict of Interest Mr. Sambo is an employee of SANULAC and works Monday to Friday. He is also a dedicated church member who never misses a Sunday service, making him available only on some Saturdays. He rarely assists at the pharmacy and always has an excuse. The pharmacy opened on 1 February 2026 and is operating at a loss, requiring full support. The Applicant offered to buy him out, but he refused. The company's MOI (Clause 3) states that shareholders have pre-emptive rights to be offered additional shares. Mr. Sambo claims he is selling his shares to his uncle,

which breaches the MOI. The Applicant advised him to follow proper procedure (business evaluation, share valuation, and sale agreement), but he refused, stating his uncle will buy regardless of value. His uncle is opening a medical center and pharmacy nearby and already has a pharmacist ready. The uncle has already received confidential business information (Annexure A). In terms of GRN 553 of April 2003 (Regulations relating to the ownership and licensing of Pharmacies), Chapter 1, Regulation 4, an authorized prescriber cannot own a pharmacy. Mr. Sambo's uncle, Dr. Manganyi, is an authorized prescriber. Mr. Sambo's close relationship with his uncle (who paid his final year fees, Annexure I) further indicates he prioritizes his uncle's interests over the business.

8. Sabotage of the Business · Responsible Pharmacist (RP): Our RP, Mr. Khotle, resigned on 21 February 2026. We operated with a locum. Mr. Sambo promised to find a new RP (Mr. Keke) but withdrew the offer just before a scheduled inspection on 30 March 2026. This put the pharmacy at risk of fines or license revocation. Fortunately the inspection did not occur, and The Applicant later found an RP. (Annexure C).

9. Unauthorized Access to Suppliers: On 19 February 2026, The Applicant gave Mr. Sambo login credentials to audit accounts, with the verbal agreement that he would not place personal orders. On 20 February 2026, he placed a personal order from his laptop. The Applicant cancelled it and he claimed it was a test. He later requested the same items be ordered for him from the pharmacy.

10. Illegal Medication Order: On 13 March 2026,tThe Applicant notified Mr. Sambo the pharmacy would be closed on 14 March 2026. On Sunday, 15 March, he placed an order for Microcidal 500MG (a scheduled medication requiring a prescription), which is illegal under the Medicines and Related Substances Act (Act 101 of 1965), Section 22A.

11. Disruption of Supply: Because he placed an unpaid order on Sunday, the supplier prioritized his order, delaying our pharmacy’s urgent client orders. The Applicant cancelled his order to prioritize pharmacy clients The Applicant then deactivated his remote access to protect the business. The Applicant have consistently advised him to use the systems at the pharmacy during working hours.

12. Disruption of Utility Infrastructure The pharmacy relies on Wi-FI for its operating system (Allegra), medical aid claims, and pricing. On the week of 19 February, The Applicant asked Mr. Sambo to buy a Wi-FI router on a month-to-month contract, billing the pharmacy. Instead, he took a 24-month contract under his name and personal bank account and requested monthly reimbursements. On 20 April 2026, after a dispute with staff over free hypertension medication, he threatened to take the router away, saying we must "make a plan." The Applicant subsequently purchased a router from MTN on a month-to-month contract using the company's registration letter, ID, and proof of residence—documents Mr. Sambo had on hand in February but chose not to use

13. Sharing Information with the Competition. Since his remote access was disabled, Mr. Sambo has repeatedly shared the pharmacy's financials, partnership agreements, and operational matters with his uncle, who is opening a competing medical centre nearby. Under pharmacy regulations, a new pharmacy cannot be located within 500 meters of an existing community pharmacy. His uncle’s property is within this radius. The Applicant believe Mr. Sambo is colluding to sabotage our pharmacy to allow his uncle’s business to succeed.

14. Breach of Director Duties and Unilateral Actions · Staff Issues: Mr. Sambo disputes existing agreements with staff (Zanele Nkosi and the Applicants wife, Abigail Bosoga) despite their involvement preceding the pharmacy’s opening. He refused to draft employment contracts but later demanded they be done. He told staff they were fired and had to vacate.

15. Financial Burden: Mr. Sambo refuses to contribute financially, while The Applicant funds all salaries, rent, stock, and maintenance.

16. Clinic Non-Operation: He refuses to draft a lease contract for the clinic, leaving it non-operational despite daily client demand. This denies the pharmacy additional revenue.

17. Computer Equipment: He bought three used computers; one for the clinic was faulty and remains unrepaired despite my reminders.

18. Default and Unilateral Director Appointment The Applicant has continuously explained that he has access to suppliers only at the pharmacy, which he refuses to accept. Since 20 May 2026, he has been unresponsive. On 24 June 2026 (three days after his response deadline), Mr. Sambo informed the Applicant via WhatsApp that he had appointed a new director and sold his shares. A few minutes later, The Applicant received a CIPC email confirming the appointment of Mr. Mmatlala Phyllix Sekalo as a new director.

19. The Applicant did not consent to this. No meeting was held, no agreement made, and the Applicant has never met this new director. The Applicant received no SMS or email OTP for this change, which suggests Mr. Sambo fraudulently altered the details with CIPC.

20. As of this date, no records of the share sales, financial settlement, or SARS declarations exist. This exposes the company to lawsuits, potential money laundering investigations, and tax evasion claims.

21. Prayer for Relief The Applicant request that if a default judgment is granted in his favor: All actions by Mr. Sambo after 18 June 2026 be declared unlawful. Both Mr. Tumelo Sambo and the newly appointed director, Mr. Sekalo Mmatlala Phyllix, be removed as directors of BOSAPHARMACY AND CLINIC (PTY) LTD.

APPLICABLE LAW

22. Section 71 (removal of directors) is the applicable section of the Act. 71 of the Act provides as follows:*Removal of directors*

71. (1) Despite anything to the contrary in a company's Memorandum of Incorporation or rules, or any agreement between a company and a director, or between any shareholders and a director, a director may be removed by an ordinary resolution adopted at a shareholders meeting by the persons entitled to exercise voting rights in an election of that director, subject to subsection (2). (2) Before the shareholders of a company may consider a resolution contemplated in subsection (1)— (a) the director concerned must be given notice of the meeting and the resolution, at least equivalent to that which a shareholder is entitled to receive, irrespective of whether or not the director is a shareholder of the company; and (b) thedirector must be afforded a reasonable opportunity to make a presentation, in person or through a representative, to the meeting, before the resolution is put to a vote. (3) If a company has more than two directors, and a shareholder or director has alleged that a director of the company— (a) has become— (i) ineligible or disqualified in terms of section 69, other than on the grounds contemplated in section 69(8)(a);or (ii) incapacitated to the extent that the director is unable to perform the functions of a director, and is unlikely to regain that capacity within a reasonable time; or (b) hasneglected, or been derelict in the performance of, the functions of director, the board, other than the director concerned, must determine the matter by resolution, and may remove a director *whom it has determined to be ineligible or disqualified, incapacitated, or negligent or derelict, as the case may be. (4) Before the board of a company may consider a resolution contemplated in subsection (3), the director concerned must be given— (a) notice of the meeting, including a copy of the proposed resolution and a statement setting out reasons for the resolution, with sufficient specificity to reasonably permit the director to prepare and present a response; and (b) a reasonable opportunity to make a presentation, in person or through a representative, to the meeting before the resolution is put to a vote. (5) If, in terms of subsection (3), the board of a company has determined that a director is ineligible or disqualified, incapacitated, or has been negligent or derelict, as the case may be, the director concerned, or a person who appointed that director as contemplated in section 66(4)(a)(i), if applicable, may apply within 20 business days to a court to review the determination of the board. (6) If, in terms of subsection (3), the board of a company has determined that a director is not ineligible or disqualified, incapacitated, or has not been negligent or derelict, as the case may be— (a) any director who voted otherwise on the resolution, or any holder of voting rights entitled to be exercised in the election of that director, may apply to a court to review the determination of the board; and (b) the court, on application in terms of paragraph (a), may— (i) confirm the determination of the board; or (ii) remove the director from office, if the court is satisfied that the director is ineligible or disqualified, incapacitated, or has been negligent or derelict. (7) An applicant in terms of subsection (6) must compensate* *the company, and any other party, for costs incurred in relation to the application, unless the court reverses the decision of the board. (8) If a company has fewer than three directors— (a) subsection (3) does not apply to the company; (b) in any circumstances contemplated in subsection (3), any director or shareholder of the company may apply to the Companies Tribunal, to make a determination contemplated in that subsection; and 5 10 15 20 25 30 35 40 45 50 55142 (c) subsections (4), (5) and (6), each read with the changes required by the context, apply to the determination of the matter by the Companies Tribunal. (9) Nothing in this section deprives a person removed from office as a director in terms of this section of any right that person may have at common law or otherwise to apply to a court for damages or other compensation for— (a) loss of office as a director; or (b) loss of any other office as a consequence of being removed as a director. (10) This section is in addition to the right of a person, in terms of section 162, to apply to a court for an order declaring a director delinquent, or placing a director on probation*

EVALUATION AND FINDINGS

23. The main issue is whether the Respondent has been negligent or derelict in her duties as director.

24. Having considered the provisions of section 71 I am convinced that the Respondent has acted negligently. The Respondent has acted in his personal interest at the expense of the company. The Respondent had made

personal medication orders using the companies account. This put the company at risk as some of the medication needed a prescription. He put customers orders at risk The Respondent took away a router that was needed by the company. The Respondent appointed a director without consultation with the Applicant.

25. The Tribunal finds that it is thus in the best interest of the company for the Respondent to be removed as director.

26. I however cannot make an order for the removal of Mr. Sekalo Mmatlala Phyllix as director as he is not a party to this dispute. Neither can I make an order declaring all the Respondents actions as invalid as my jurisdiction is limiting to removing the Respondent as a director.

ORDER

27. The relief sought by The Applicantis granted.

a. The Respondent is removed as a director of BOSAPHARMACY AND CLINIC (PTY) LTD (Registration 2025/546239/07) in terms of Section 71(8) of the Act.
b. The Companies and Intellectual Property Commission is hereby ordered to deregister TUMELO SAMBO (ID Number 9[…]) as a director of BOSAPHARMACY AND CLINIC (PTY) LTD (Registration 2025/546239/07) within a period of 10 (ten) days from receipt of this order.

c. The Registrar of the Tribunal is hereby directed to deliver a copy of this order to the Commissioner of Companies and Intellectual Property Commission within 5 (five) days from date of this order.

MOHAMED ALLTHE APPLICANTCHICKTAY
MEMBER OF THE COMPANIES TRIBUNAL