

**COMPANIES TRIBUNAL
REPUBLIC OF SOUTH AFRICA**

CASE NUMBER: CT02820/ADJ/2026

IN THE MATTER BETWEEN:

BONGANI MANJANJA

APPLICANT

And

GIFTED JACK MHLAMBI

FIRST RESPONDENT

COMPANIES AND INTELLECTUAL

PROPERTY COMMISSION (CIPC)

SECOND RESPONDENT

DECISION AND REASONS

THE PARTIES

1. The Applicant is Bongani Manjanja, an adult male businessperson, identity number 7[...], and sole director of NuMedia Direct Marketing (Pty) Ltd (Registration No. 2016/379363/07).
 2. The First Respondent is Mr Gifted Jack Mhlambi (ID 8[...]), the founder, a director, and majority shareholder (51%) of Giftedjack (Pty) Ltd.
 3. The Second Respondent is the Companies and Intellectual Property Commission ("CIPC"), a statutory body established in terms of section 189 of the Companies Act 71 of 2008 ("the Act"), responsible for maintaining the companies register in South Africa.
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THE APPLICATION

4. This is an application brought by the Applicant in terms of sections 180 to 184 of the Act and Regulation 145 of the Companies Regulations, 2011 ("the Regulations").
5. The Applicant seeks relief concerning the disputed removal, resignation and/or amendment of his directorship in Giftedjack (Pty) Ltd ("the Company"), registration number 2012/051888/07.
6. The application was lodged on 25 June 2026. The Applicant served the stamped CTR142 application on the Respondents on 1 July 2026. Service was confirmed on 8 July 2026, with the Respondents afforded 20 business days from service to deliver a sworn Answer in terms of Regulation 143.
7. As at the date of this Decision, no Answer or opposing affidavit has been delivered by either Respondent. The Respondents are accordingly in default, and the matter falls to be determined on the papers filed.
8. The Applicant seeks the following relief:
 - 8.1 A declaration that the disputed removal, resignation and/or amendment of the Applicant's directorship was not knowingly, voluntarily or lawfully authorised by him, and is invalid and/or irregular;
 - 8.2 An order restoring the Applicant's director status and correcting the CIPC record accordingly;
 - 8.3 An order that CIPC preserve and provide the audit trail relating to the disputed amendment, including OTP logs, contact-change logs, login history, IP/device records, and the complete record under reference 734245;
 - 8.4 An order that CIPC cooperate with lawful requests for information from SAPS, the Hawks/DPCI, the NPA, the Public Protector and the Information Regulator, to the extent CIPC is already obliged to do so under applicable law;

- 8.5 An order that the First Respondent cooperate with implementation and provide documents or signatures reasonably required;
 - 8.6 An order that the Registrar transmit the final order to CIPC for implementation;
 - 8.7 Authority for the Applicant to present the order to FNB for the purpose of regularising the company and banking mandate records;
 - 8.8 Further or alternative relief.
9. The Applicant reserves all rights concerning recovery of money, contractual damages, delictual claims, and criminal or regulatory proceedings against any person or institution.

BACKGROUND

- 10. The Applicant was appointed a director of Giftedjack (Pty) Ltd on or about 5 February 2024, pursuant to a signed Board Resolution (Exhibit BM15), and the appointment was recorded on the CIPC register on 6 February 2024 (Exhibit BM1).
- 11. The appointment formed part of a broader commercial arrangement between NuMedia Direct Marketing (Pty) Ltd and Giftedjack (Pty) Ltd, recorded in a Joint Venture/Service Provider Support Agreement dated 14 February 2024 (Exhibit BM14), a Deed of Suretyship, an Acknowledgement of Debt, and a Cession of Proceeds. The Applicant contributed capital of R80,858.01 towards fulfilment of purchase orders for municipal clients, evidenced by payment confirmations, delivery notes, and invoices (Exhibit BM16).
- 12. The First Respondent signed the Board Resolution appointing the Applicant (Exhibit BM15), witnessed by Ms Nompumelelo Phiri (director, 49% shareholder), and digitally signed the Joint Venture Agreement and related documents via Zoho Sign. The Zoho Sign Certificate (Exhibit BM13) records that the documents were emailed to m[...]@giftedjack.co.za on 10 February 2024, viewed on 13 February 2024, and signed on 14 February 2024 at 08:39 SAST from IP address 41.13.14.219 on a mobile device, using OTP-based email authentication.

13. In correspondence dated 10 May 2024 (Exhibit BM6), the First Respondent stated: *"I HAVE NOTHING TO LOSE I WILL START FROM SCRATCH AND HAVE STARTED ALREADY. THIS COMPANY IS CLOSING AS OF TODAY, THIS MAIL SERVE TO INFORM YOU THAT I AM DEREGISTERING IT."*
14. In a recorded meeting on 27 May 2024 (Exhibit BM17), the First Respondent denied signing any agreement with the Applicant, while separately acknowledging that he had seen the signed documents, that he had shared the personal information used on them, and that the Applicant was listed as a director at CIPC.
15. The CIPC Enterprise History (Exhibit BM1) reflects the following sequence:
 - 15.1 2024/02/06 Director BONGANI MANJANJA, NEW APPOINTMENT
 - 15.2 2024/02/19 Director BONGANI MANJANJA CHANGES - STATUS ACTIVE TO RESIGNED – cell phone and email changed without consent
 - 15.3 2024/05/10 DIRECTOR BONGANI MANJANJA, NEW APPOINTMENT (reinstated by Applicant)
 - 15.4 2024/06/19 CIPC INTERNAL DATA MAINTENANCE: REVERSE CHANGES MADE: REINSTATE NOMPUMELELO PHIRI AND REMOVE BONGANI MANJANJA: ORDER FROM GOVERNANCE, RISK AND COMPLIANCE (REF NO: 542223)
16. As at 25 June 2026, the CIPC register reflects only Nompumelelo Phiri and Gifted Jack Mhlambi as directors.
17. The Applicant lodged a complaint with CIPC under reference 734245 (Exhibit BM3), which CIPC's Fraud and Risk Management Unit acknowledged as under investigation. The Applicant has not, to date, received a final report, the audit trail, OTP logs, contact-change logs, IP/device records, or a full explanation of how the disputed amendment was processed.
18. The Applicant has lodged related complaints with SAPS (CAS 301/2/2024) (Exhibit BM2), the Hawks/DPCI (Exhibit BM7), the NPA (Exhibit BM8), the Public Protector

(Exhibit BM9), and the Information Regulator (CI 129-24) (Exhibit BM4), concerning the handling of his personal information.

19. FNB placed a precautionary hold on the Company's account (No. 62924471569) pending resolution of the dispute (Exhibit BM5). As at 5 March 2025, the account remained held and inactive save for monthly fees, which continue to erode the preserved balance.

APPLICABLE LAW AND LEGAL PROVISIONS

20. The Companies Tribunal is established under section 193 of the Act. As a statutory body, it derives its authority from the Act and does not have the inherent jurisdiction of a superior court. Its powers must be exercised within the authority conferred by the Act.
21. The Tribunal's jurisdiction in this matter is engaged on the following bases:

21.1 Section 195(7) – Review of CIPC Decisions: Section 195(7) grants the Tribunal explicit authority to review decisions, notices or orders issued by CIPC. Any decision by the Tribunal in relation to a CIPC decision, notice or order is binding on CIPC unless reviewed or appealed by a competent court. The Applicant seeks review of CIPC's removal of his directorship on 19 June 2024, and of CIPC's failure to finalise his complaint under reference 734245.

21.2 Section 195(1)(a) – Adjudicative Functions: Section 195(1)(a) provides that the Tribunal may "adjudicate in relation to any application that may be made to it in terms of this Act, and make any order provided for in this Act in respect of such an application". This application is brought in those terms.

21.3 Section 180 – Applications to the Tribunal: Section 180 provides that a person may apply to the Tribunal for an order in respect of any matter contemplated in the Act. The Applicant is a person affected by the disputed director amendment and seeks relief within the scope of the Act.

23. **Regulation 143** provides that a respondent wishing to oppose must deliver an Answer within 20 business days of service.

24. **Regulation 145** provides that applications are made on Form CTR142, served within 5 business days of filing; each respondent may Answer within 20 business days; absent an Answer, the Tribunal may determine the application on the papers filed.
25. **Regulation 153(1)** allows the initiating party to request a default order where no opposition is filed. **Regulation 153(2)(b)** provides that the Tribunal may grant a default order where satisfied that service was properly effected.

EVALUATION

28. The Applicant brought the application in terms of sections 180 to 184 of the Companies Act and Regulation 145 of the Companies Regulations. Regulation 145 relates to applications to the Tribunal and provides that if a respondent fails to file an Answer, the Tribunal may determine the application on the papers filed.
29. The Tribunal considered this application in terms of section 195(7) of the Act read with Regulation 145 of the Regulations. Section 195(7) provides that a decision of the Companies Tribunal with respect to a decision of, or a notice or order issued by, CIPC is binding on CIPC.
30. The Tribunal has previously exercised jurisdiction over disputed director appointments and removals. In *Mdletshe v Companies and Intellectual Property Commission* (CT00873ADJ2021) [2022] COMPTRI 41 (26 January 2022), the Applicant alleged he was fraudulently removed as director and replaced without his knowledge or consent. CIPC declined to investigate. The Tribunal held that it has jurisdiction to review CIPC's decision not to investigate a complaint of fraudulent director removal, and that CIPC's duty to maintain accurate records is not discharged by a "flippant" response. CIPC is required to conduct a thorough investigation into allegations of unlawful director removal.
31. In *Molele v Limelight Academy Institutions (Pty) Limited* (CT02243/ADJ/2025) [2025] COMPTRI 13 (27 August 2025), the Tribunal reviewed the removal by CIPC of a

director and directed CIPC to correct the company record. The Tribunal held that the removal of a director must comply with the procedural requirements of the Companies Act, including Sections 68(1), 70(3), and 71(1)-(3), which govern appointments, board resolutions, and the removal process. Failure to follow these procedures renders the removal unlawful, and the Tribunal can order CIPC to correct the record.

32. *In Du Toit v Companies and Intellectual Property Commission* (CT02283/ADJ/2025) [2025] COMPTRI (10 October 2025), the Applicant sought to register a company. Despite complying with CIPC's requirements, CIPC rejected the application. CIPC did not file an Answer. The Tribunal held that Regulation 153 permits a default order where no opposition is filed and service was properly effected. Under Section 13(4) of the Act, CIPC may reject a Notice of Incorporation only if the documentation is incomplete or improperly completed. Section 195(7) provides that any decision by the Tribunal in relation to a CIPC decision is binding on CIPC.
33. The Tribunal is satisfied that it has jurisdiction to determine the present application.
34. The evidence supporting the Applicant's appointment is consistent and mutually corroborative. It includes the Board Resolution (Exhibit BM15), the Applicant's written consent, the Company's statutory records, the Joint Venture Agreement (Exhibit BM14), and CIPC's own recording of the appointment (Exhibit BM1). In the absence of answering evidence, these documents support a finding that the appointment was lawful.
35. The First Respondent's later denial that he signed any agreement is difficult to reconcile with his recorded admissions on 27 May 2024 (Exhibit BM17) and with the Zoho Sign certificate (Exhibit BM13), which records the device and IP address used at the time of signature. Under the Electronic Communications and Transactions Act 25 of 2002, digital signatures carry the same evidentiary weight as handwritten signatures.
36. On the present record, the Applicant did not provide an OTP, consent, mandate, or signed resignation authorising the amendment. He also did not receive prior notice of

the change. The contact-detail amendment made on the same day as the status change explains how the amendment proceeded without his knowledge.

37. The First Respondent's conduct – including the threat to deregister the Company (Exhibit BM6), inconsistent denials and admissions (Exhibit BM17), and acknowledgement that the Applicant was listed as a director – is inconsistent with a genuine, voluntary resignation. This conclusion rests on the Applicant's evidence being unopposed.
38. CIPC has acknowledged the complaint (Exhibit BM3) but has not produced the audit trail. Its Governance, Risk and Compliance unit also reversed the Applicant's reinstatement on 19 June 2024 without prior notice or a hearing (Exhibit BM1). The absence of an opportunity for the affected party to be heard is difficult to reconcile with ordinary principles of fair administrative process.
39. The disputed amendment has left the Applicant's director status impaired, contributed to the FNB hold on the Company's account (Exhibit BM5), and exposed the Company to governance uncertainty, with monthly account fees continuing to erode the preserved balance.
40. The Respondents were properly served with the application (Exhibit BM12) and given the prescribed opportunity to respond. They have not filed any Answer or opposing affidavit. Regulation 153(1) allows the initiating party to request a default order where no opposition is filed. Under Regulation 153(2)(b), the Tribunal may grant a default order if satisfied that the application was adequately served on the Respondent. The Tribunal is satisfied that service was properly effected and that the Respondents are in default.
41. The Applicant does not ask the Tribunal to determine ownership of funds, award damages, or order FNB to release money. Those issues are expressly reserved. The relief sought is confined to director status and company-record correction against CIPC and the First Respondent, which falls within the Tribunal's statutory powers under sections 180 to 184 and section 195(7) of the Act.

FINDINGS

42. The Tribunal concludes that the Applicant was lawfully appointed as a director of Giftedjack (Pty) Ltd on 6 February 2024.
43. The Applicant's removal as director on 19 February 2024 and again on 19 June 2024 was not knowingly, voluntarily or lawfully authorised by him.
44. The disputed director amendment was invalid and irregular.
45. CIPC has failed to provide the complete technical and administrative record of the disputed transaction, and its internal order removing the Applicant was made without due process.
46. The Respondents are in default, having filed no Answer or opposing affidavit.
47. The relief sought is within the Tribunal's statutory powers and is appropriate in the circumstances.

ORDER

48. CIPC is directed to correct its records to reflect the Applicant, Bongani Manjanja (ID No. 7[...]), as a director of Giftedjack (Pty) Ltd (Registration No. 2012/051888/07), within **14 business days** of receipt of this order.
49. The Applicant's director status is accordingly reinstated.

D Terblanche

MEMBER OF THE COMPANIES TRIBUNAL

Date: ____24/8/2026____