



IN THE COMPANIES TRIBUNAL OF SOUTH AFRICA

CASE NO: CT02771/ADJ2026

In the matter between:

Rohi Quest (Pty) Limited

Applicant

And

Sindisiwe Hlatshwayo

Respondent

Presiding Member of the Companies Tribunal: Hlaleleni Kathleen Dlepu

Date of Decision: 15 July 2026

DECISION

1. INTRODUCTION

- 1.1. The applicant is Rohi Quest (Pty) Limited a private company duly incorporated in accordance with the company law of the Republic of South Africa, with registration number 2019/453057/07 with its registered business at The Whisken, Whisken Avenue, Kyalami 1682 Gauteng. The Applicant is duly represented by Carrol Xoliswa Lukhalo, a Director of the Applicant
- 1.2. The respondent is Sindisiwe Hlatshwayo, an adult female Co-Director of Rohi Quest (Pty) Limited with registration number 2019/453057/07 residing at no 13 Namaqua Dove, Glen Eagle, Gauteng 1619
- 1.3. This application is brought in terms of section 71(8) read with section 69 of the Companies Act 71 of 2008, to remove a director from office.
- 1.4. Companies with less than 3 (three) directors may apply for the tribunal for the removal of a director by completing form CTR 142 and supporting affidavit.

2. THE APPLICANT'S SUBMISSIONS

- 2.1. The Applicant submits in her motion application that she complied with the procedural requirements in terms of CTR 145, and she is requesting that judgement be granted by default in terms of Regulation 153 of the Company's 2008. She further submits that she served the respondent in accordance with CTR 142 and the supporting affidavit on the respondent on the 2 June 2026 and that the respondent was expected to respond within 20 business days which lapsed on the 1 July 2026.
- 2.2. The Applicant is requesting that the Tribunal grant an order by default due to the fact that the respondent failed to oppose or neglected to file her opposition within the time stipulated in the practice guidelines of the Companies Tribunal.
- 2.3. According to the CIPC documents attached to the application, the deponent Carrol Xoliswa Lukhalo and Sindisiwe Hlatshwayo are the two directors of Rohi Quest (Pty) Ltd a private company.

2.4. The Applicant submits in her affidavit attached to form CTR 145 that the company seeks the following relief:

2.4.1. That Sindisiwe Hlatshwayo be removed as a director in terms of Section 71(8) of the Companies Act 2008 due to the following reasons:

2.4.1.1. That the Respondent neglect/or is derelict in the performance of the director's duties.

2.4.1.2. That the Respondent the Respondent has failed to act in good faith and neglects her duties as a director and she has abandoned her operational duties towards the company since March 2026,

2.4.1.3. That the Respondent, Sindisiwe Hlatshwayo has been technically sabotaging the company's infrastructure failed to act in the best interest of the Company.

2.4.1.4. That the Respondent's digitally locked out the CEO out of the primary performance and her conduct amount to dereliction of duties, and has resulted in the company being left in a state of severe operational and administrative deadlock and that the company cannot perform its executive mandatory functions, including SARS tax compliance, required filings and the authorization essential financial obligations, thus necessitating the urgent intervention of the Company Tribunal to restore corporate governance.

2.4.1.5. That formal meetings and the discussions which were meant to be held with the Respondent to resolve the impasse failed to yield any tangible results in that the Respondent also failed in her fiduciary duties to the Company to contribute financially to the operations of the business. as agreed amongst the Directors.

- 2.4.1.6. That the Respondent's behavior, despite the Applicant numerous attempts to address the issues with the Respondent, has resulted in a paralysis in the company operations.
- 2.4.1.7. The Respondent has failed to adhere to the business code of conduct and the respondent resorted to disregard all the efforts made by the Applicant to build a solid ,ethical and compliant company not fulfilling her duties as a Director, The Respondent has no business acumen and her continued participation in the Company is already affecting negatively the growth of the company.
- 2.4.1.8. The Respondent continued to misappropriate leads which could attract business to the company, which resulted in breach of loyalty to the company, and she continuously diverts company of business opportunities.
- 2.4.1.9. The continued presence of the Respondent as a director of the Applicant is not in the best interest of the company and will result in the company being unable to proceed with its business activities.

3. COMPLIANCE WITH PROCEDURAL REQUIREMENTS

- 3.1. In terms of the Act the applicant must serve the respondent within 5 (five) days and provide proof of service to the Tribunal. If the respondent wishes to oppose the application, he or she must within 20 (twenty) business days after being served a copy of an answering affidavit to the applicant and file the answer attaching proof of service on the respondent with the Tribunal.
- 3.2. After receiving the answer from the respondent, the applicant may reply within 15 (fifteen) business days, such response must be in an affidavit format in terms of regulation 144. The applicant must serve the replying affidavit on the respondent and file proof of service with the tribunal.

- 3.3. Upon completion of the exchange of documents, the Tribunal will set the matter down for hearing and inform the parties about the date, time, and place of hearing.
- 3.4. A director may be removed from office on grounds of ineligibility, incapacity, neglect or derelict.
- 3.5. It appears from the papers before me that the application was served on the respondent in the following manners: -
- 3.5.1. By means of an email transmission dated the 2 June 2026 addressed to the Respondent at sindisiweh@gmail.com and sindi@skyquest.africa with the following message “Please find attached date -stamped Form CTR 142 and the accompanying application pack was also lodged with the Companies Tribunal of South Africa under case reference number CT02771ADJ/2026” .
- 3.5.2. The proof of transmission dated the 2 June 2026 was attached to the application.
- 3.5.3. I am therefore satisfied that the application in this matter was properly served on the respondent. The manner used by the applicant to effect service of the application on the respondent is acceptable and sufficient for purposes of my determination.

4. APPLICABLE LAW

- 4.1. Section 71 regarding the removal of directors is the applicable section of the Act. Section 71 of the Act provides as follows:
- “71. Removal of directors.**
- (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) the director 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) has neglected, 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
- (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.

5. EVALUATION

- 5.1. The main issue is whether the respondent has neglected or been derelict in the performance of his functions as a director and whether procedural requirements in terms of Section 71(8) where the Company has fewer than three directors.
- 5.2. According to the Applicant's representative submissions, a formal Section 71 Shareholders meeting notice was issued on the 16 April 2026 to the Respondent dealing with clear grounds and intention to propose a resolution for the Respondent's removal as a director of the Applicant.
- 5.3. A shareholders meeting was subsequently convened on the 04 May 2026 chaired by a neutral party to ensure procedural fairness. Despite receiving timeous notice, the Respondent failed to attend nor submit a written representation and elected not to attend nor to engage with the process in any manner.

5.4. Subsequently a resolution was passed lawfully by the shareholders to remove the Respondent as a director on the 04 May 2026. The grounds of removal are stated in summary as follows:

- (a) Breach of fiduciary duties ;
- (b) Dereliction of duties and operational abandonment of her duties :
- (c) Gross misconduct and calculated operational sabotage;
- (d) Urgent, financial prejudice to the company and regulatory risk;
- (e) Breach of corporate governance and regulatory compliance.

5.5. Having considered the provisions of section 71 of the Act I am of the considered view that the Respondent has neglected his functions as a director of the company. The respondent's removal as s director and the removal was valid and lawful in terms of Section 71(2) and 71(8) of the Companies Act 2008.

5.6. It is evident from the Applicants submissions that the respondent is in breach of her fiduciary duties as required in terms of Companies Act.

6. ORDER

I therefore make the following order:

- i. The order by default sought by the Applicant is hereby granted;
- ii. The respondent is removed as a director in terms of section 71(8) of the Act.
- iii. The Companies and Intellectual Property Commission is hereby ordered to deregister Sindisiwe Hlatshwayo (the respondent) as director Rohi Quest

(Pty) Ltd registration no 2019/453057/07 within a period of 10 (ten) days from date of receipt of this order.

- iv. 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 the date of handing down this order.

HLALELENI KATHLEEN DLEPU