



**IN THE COMPANIES TRIBUNAL OF THE REPUBLIC OF SOUTH AFRICA
("THE TRIBUNAL")**

CASE NO: CT02934/ADJ/2026

Ex Parte Application

Taquanta Investment Holdings (Pty) Limited

Applicant

Tribunal Member: H K Dlepu

Date of Decision: 19 September 2026

Decision and Reasons

1. INTRODUCTION

- 1.1. The Applicant is Taquanta Investment Holding (Pty) Limited, a company registered in terms of the laws of South Africa with Registration No. 2002/031452/07 and having its registered address at 5th Floor, Draper on Main, 47Main Road, Claremont, 7708 Western Cape, South Africa.

- 1.2. The Affidavit is deposed by Justin Kretzschmar a Director and Chairperson of the Applicant who has been duly authorized to act on behalf of the company.
- 1.3. This is an application in terms of section 72(5)(b) of the Companies Act seeking an exemption from the requirement to appoint a social and ethics committee.

2. BACKGROUND

- 2.1. The Applicant is a private company, with a PI score of more than 500 in the preceding years. The last exemption was granted in 2021 under the Companies Tribunal case number CT00791ADJ2021, and the deponent submits that the situation of the company has not changed since the last exemption was granted.
- 2.2. The Applicant was incorporated in 2002, and it falls under a category of companies that are required in terms of section 72(5) of the Company's Act. The Company has six (6) Directors and in terms of the business of the applicant the company is an investment holding company and the sole limited partner of the Gallium Fund en commandite partnership.
- 2.3. The Company has no employees and does not engage in advertising or similar interactions with the public. The principal activities are stockbroking and asset management. The applicant further submitted that it has an Audit and Risk Committee which substantially performs the functions of a social and Ethics which ensures compliance with the relevant functions for which the Social and Ethics Committee would be responsible for oversight and performs the similar functions of the Social and Ethics committee.

3. APPLICABLE LAW

- 3.1. Section 72(4) of the Companies Act provides for the Minister to prescribe, by way of regulation, those companies which shall be required to appoint a social and ethics committee.
- 3.2. Section 72(5) provides that notwithstanding a requirement to appoint a social and ethics committee, a company may apply to the Tribunal in the prescribed manner and form for exemption from that requirement, and the Tribunal may grant such an exemption if it is satisfied that:
- (a) *the company is required in terms of some other legislation to have and does have, some form of formal mechanism within its structures that substantially performs the function that would otherwise be performed by the social and ethics committee; or*
 - (b) *it is not reasonably necessary in the public interest to require the company to have a social and ethics committee, having regard to the nature and extent of the activities of the company.*
- 3.3. Regulation 43(1)(c) of the Act requires that any other company that has in any two of the previous five years scored above 500 points in terms of Regulation 26 (2) is required to appoint a social and ethics committee.
- 3.4. Regulation 43 (2)(a) of the Act requires that a company to which this regulation applies must appoint a social and ethics committee unless:
- (a) *it is a subsidiary of another company that has a social and ethics committee, and the social and ethics committee of that company will perform the functions required by this regulation on behalf of that subsidiary company; or*

(b) *it has been exempted by the Tribunal in accordance with section 72(5) and (6).*

3.5. Regulation 26(2) sets out the methodology that is used in calculating its “public interest score”.

3.6. Section 72(4) stipulates that the:

(a) categories of the companies that must each have a social and ethics committee, if is desirable in public interest, having regard to:

(i) *annual turnover.*

(ii) *workforce size; or*

(iii) *the nature and extent of the activities of such companies.*

(b) *the functions to be performed by the social and ethics committees.*

required by this subsection; and

(c) *the rules governing the composition and conduct of social and ethics committees.*

3.7. Regulation 43(1) provides that a social and ethics committee must be appointed by:

(d) *Any company with a public interest score above 500 in any two of the previous five (financial) years.*

3.8. The public interest score is calculated in terms of regulation 26(2) as follows:

(a) *a number of points equal to the average number of employees of the company during the financial year (“employee has the meaning set out in the Labour Relations Act 66 of 1995.*

(b) *one point for every 1 million Rand (or portion thereof in third party liability of the company held by creditors at the financial year end;*

(c) *one point for every 1 million Rand (or portion thereof) in turnover during the financial year; and*

(d) *one point for every individual who at the end of the financial year, is known by the company: -*

- (i) *in the case of the profit company, to directly or indirectly have a beneficial interest in any of the company's issued securities, or*
- (ii) *in the case of non-profit company, to be a member of a company, or a member of an associate that is a member of the company.*

4. ISSUES

- 4.1. The issue to be decided is whether the Applicant has made out a proper case for an exemption in accordance with regulation 43(2)(b) and section 72(5) and (6).

5. EVALUATION

- 5.1. The Applicant has been granted similar exemptions before 2016, and 2021 and that the objectives of the company remain the same with the objectives of the company being stockbroking with no employees.
- 5.2. It is evident that the Applicant operates in a highly regulated industry and has an Audit and Risk committee which performs an additional oversight in a form of a social and ethics committee or similar body within the Applicants corporate structure does not only result in unnecessary duplication. The reports and advice received from the Audit and Risk Committee and performs the similar functions of the social and ethics committee in issues relating to compliance.

6. ANALYSIS OF THE FACTS

- 6.1. A company that has over 500 Public Interest scores is required to have a social and ethics committee unless exempted to do in terms of the Companies Act.
- 6.2. The two conditions of exemption stated in the Act are -
 - 6.2.1. *if the company is already required by another law to have an existing structure in place that actually performs the functions prescribed by the Act to the social and ethics committee; or*

6.2.2. if the nature and extent of the company's activities are such that it does not have any significant impact on the public interest.

7. MY ASSESSMENT OF THE APPLICANT'S SUPPORTING AFFIDAVIT

I am satisfied that the applicant has made out a proper case that it is not reasonably necessary to require the Applicant to appoint a Social and Ethics committee.

8. ORDER

In the above circumstances I make the following order: -

- 8.1. The Applicant is exempted for a period of five (5) years from appointing a social and ethics committee and;
- 8.2. A copy of this order must be served on the Applicant and the Commissioner of the Companies and Intellectual Property Commission (CIPC).

HLALELENI KATHLEEN DLEPU
MEMBER OF THE COMPANIES TRIBUNAL