

In the ex-parte application of

Sepflour Limited

Applicant

Coram: Kganyago M.F

Decision handed down on the 22nd March 2016

DECISION

- [1] The applicant has brought an ex-parte application, seeking an order for condonation for late filing of its annual financial statements for year ending 30 June 2015, and condonation for late holding of its annual general meeting of shareholders for the year 2015.
- [2] The applicants grounds for their application are that there are certain matters pertaining to the annual financial statement that are ongoing. That in turn renders the Company unable to issue its annual financial statements for the relevant period. In the light of that, they are unable to lay before its shareholders financial statements and also to convene the annual general meeting.
- [3] Based on the reasons submitted, the applicant is applying for condonation for late filing of its financial statements and also for an extension within which to hold the annual general meeting. However, the applicant does not state the time period, but left it to the discretion of the Tribunal.
- [4] In terms of section 61(7)(b) of the Companies Act 71 of 2008, a public company must convene an AGM of its shareholders no more than 15 months after the date of the previous general meeting, or within an extended time allowed by the Companies Tribunal on good cause shown. The applicant is a public company, and it is therefore compelled to convene its AGM of shareholders no more than

15 months after the date of the previous AGM. It is clear that the applicant will not be in a position to convene its AGM within the stipulated 15 months, hence they are applying for an extension.

[5] The applicant has also failed to file its annual financial statements, which in turn is contributing to them been unable to convene the AGM.

[6] I am satisfied with the reasons submitted by the applicant. In my view the said reasons constitute good cause to condone the late filing of the annual financial statements, and also to grant an extension of time to convene the AGM of shareholders. Since the applicant did not stipulate the time period within which they will be in a position to convene their AGM, in my view six months from the date of this order will be appropriate.

[7] In the result I make the following order:-

7.1. The applicant's condonation application for late filing of its annual financial statements is granted.

7.2. The applicant's application for an extension of time within which to convene its AGM later than the stipulated 15 months is granted.

7.3. The applicant to convene its AGM of shareholders within 6 (six) months from the date of this order

M.F KGANYAGO

MEMBER OF THE COMPANIES TRIBUNAL