

IN THE COMPANIES TRIBUNAL OF SOUTH AFRICA

Case no.: **CT01812ADJ2024**

In the *ex parte* application of:

THE METROPOLITAN TRADING COMPANY (PTY) LTD

Applicant

Presiding member: Richard Bradstreet

Date of decision: 24 June 2024

DECISION (Reasons and Order)

1. The Applicant is the Metropolitan Trading Company (Pty) Ltd, a private company duly incorporated in terms of the laws of the Republic of South Africa with registration number 1999[...], and registered address at 33 Hoofd Street, Braamfontein, Johannesburg, 2001.
2. This application seeks an order granting a time extension to convene the Applicant's Annual General Meeting (**AGM**) by no later than 31 July 2024.
3. The reason given is that the City of Johannesburg (which is the Applicant's principal shareholder) is in the process of recruiting non-executive directors and Independent Audit Committee members, which process will take approximately eight weeks to conclude.
4. The Applicant is one of thirteen Municipal Entities of the City of Johannesburg, and this Tribunal has already decided a number of applications brought by some of these entities, all of which seek an extension for holding their AGM.
5. The founding affidavit is deposed to by the Group Head: Group Governance Department of the City of Johannesburg, who is also responsible for the appointment

process referred to above, as well as hosting the AGM of the Applicant.

6. This application is identical to that brought in the case of *Ex Parte Joburg Market SOC* (case no: CT01803ADJ2024), and the outcome of the present case is based on the same reasoning, which will be described here only in summary.

7. Certain difficulties with the CTR14 and averments in the founding affidavit aside, the central question for consideration by the tribunal is whether the Applicant has shown good cause for an extension to be granted by giving a “*reasonable, satisfactory and acceptable explanation*” for the necessity thereof.

8. The Applicant contends that the extension is necessary because of certain delays in the City of Johannesburg’s process of recruiting non-executive directors and Independent Audit Committee members. Although no further detail is given in relation to the reasons for the delay, other relevant factors for a determination of the present application include (according *Madinda v Minister of Safety and Security* 2008 (4) SA 312 (SCA) at para 10):

8.1. the *bona fides* of the Applicant, which in the present case there is no reason to question; and

8.2. any contribution by other persons or parties to the delay and the Applicant’s responsibility therefor – the City of Johannesburg appearing to be responsible for the delay, rather than the Applicant itself.

9. The City of Johannesburg being the sole shareholder of the Applicant, there will be no prejudice suffered by the Applicant’s shareholders if the extension is granted.

10. Given that the COJ is engaged in a recruitment process (expected to take approximately eight weeks), it seems reasonable to allow for the Applicant an extension in view of there having been delays in this process (whatever the reasons for such delay may be).

ORDER

11. The application is accordingly granted, and the Applicant is required to hold its AGM by no later than 31 July 2024.

Richard Bradstreet

Member of the Companies Tribunal 24 June 2024