



Companies and Intellectual
Property Commission
a member of the **dtic** group

CUSTOMER NOTICE 09 OF 2025

ANNUAL RETURN DEREGISTRATION AND FINAL DEREGISTRATION DUE TO NON-COMPLIANCE WITH ANNUAL RETURNS AND BENEFICIAL OWNERSHIP DECLARATIONS

The Companies and Intellectual Property Commission (CIPC) are continuing with the referral of non-compliant companies and close corporations with Annual Returns and Beneficial Ownership filings as communicated during September 2024 and customers must note that this is a continuous automated process.

Further to the above, CIPC initiated a large volume of deregistration (or bulk deregistration) from 2 December to 23 December 2024, with final deregistration occurring at the beginning of February 2025 in order to bring the companies registry up to date as per the CIPC's mandate and to aid South Africa's efforts to exit grey-listing. The relevant notification to this bulk deregistration includes:

- **CIPC Media Release 1 of 2025**
- **Practice Note 1 of 2025**
- **Gazette notice No. 52028 of January 31, 2025**
- **Reminders issued via SMS and e-mail to companies and close corporations in the month that the company or close corporation becomes due for Annual Return filing**
- **Reminders issued via e-mail to non-compliant companies and close corporations during November 2024 that they will be referred for Annual Return Deregistration**
- **Issued legal notifications in the form of CoR40.3 and CoR40.4 to non-compliant companies and close corporations**

How to avoid deregistration:

The high levels of final deregistration for non-compliance with, especially Annual Returns, are due to various factors, most notably the low prioritisation of compliance or timeous compliance with obligations in terms of the Companies Act. Businesses and business owners are once again reminded to prioritise compliance to avoid the consequences of final deregistration and possible re-instatement. Business owners (directors of companies and members of close corporations) must also ensure that CIPC has their correct contact details (cellphone and e-mail address) and not that of their service providers or other people. This will ensure that they receive reminders and legal notification regarding their compliance obligations.

The consequences of deregistration for non-compliant businesses are severe and they include directors being personally liable for the company's debts, bank accounts will be frozen by the relevant banks, service providers may refuse to deliver services and creditors may refuse to pay, as the business does not legally exist.

Businesses are advised to check their company status via [Bizportal](#) or [e-Services](#), if the current business status is AR deregistration process, businesses must submit all outstanding Annual Returns and Beneficial Ownership Declarations urgently to avoid final deregistration and the consequences thereof.

Availability of Annual Return Deregistration Legal Notices (including final deregistration):

CIPC has released a download functionality for legal notifications issued during the Annual Return Deregistration process (or the so-called deregistration letters) via e-Services and BizPortal platforms. Refer to [Notice 60 of 2024](#).

Requirements for re-instatement:

Although businesses can apply for reinstatement after final deregistration, only those that can provide confirmation of economic activity or other economic value at the time of final deregistration will be reinstated. The reinstatement process is cumbersome, requiring evidence of economic activity along with the relevant form. For detailed requirements please refer to [Practice Note 1 of 2022](#) as well as webinars under the CIPC YouTube channel. Additionally, all outstanding annual returns must be paid and submitted once the application has been processed.

Delayed processing on re-instatement applications, and re-instatement and Annual Return enquiries:

Due to the above, CIPC is receiving high incoming volumes of re-instatement applications, and enquiries relating to re-instatements and Annual Returns. Although additional capacity has been created, customers should expect delays in these areas due to these high volumes.

For further assistance, kindly refer to www.cipc.co.za / enquiries for guidance on how to refer your enquiry.

Regards,
Rory Voller



Signed by Rory Voller, RVoller@cipc.co.za

28/02/2025 10:21:36(UTC+02:00)

 SIGNIFLOW

Adv. Rory W Voller

Commissioner: CIPC