



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

CUSTOMER NOTICE 36 OF 2025

COMPLAINTS RELATING TO COMPANIES AND CLOSE CORPORATION CONDUCTING BUSINESS WHILE UNDER FINAL AR DEREGISTRATION

It has come to the attention of the Companies and Intellectual Property Commission (CIPC) that a number of complaints have been lodged against entities that have been placed under Final AR Deregistration.

In terms of section 82 (3) of the Act, read together with regulation 40 of the Companies Regulation, the CIPC may de-register a company that failed to file its annual returns and remove such a company from the Companies Registers. A company may also be placed under Final Deregistration upon filing a voluntary deregistration application with the CIPC.

Once a company is placed under Final AR Deregistration for failure to file annual returns, the legal consequences are that the company loses its juristic/legal personality, in that, it ceases to exist as a legal entity. The directors/shareholders of such a company may be held personally liable for any liabilities incurred during such a period.

It is important to point out that section 82(4) of the Act, read together with regulation 40(6) of the Companies Regulations does allow/permit for a company that has been placed under final AR deregistration for failure to file annual returns to be reinstated, if is able to provide sufficient information that at the time it was deregistered the company was in business or it has immovable property, and that all outstanding annual returns are filed. Furthermore, any affected party may apply to court for an order to reinstate a deregistered company in terms of section 83(4) of the Act and upon receipt of such an order, file same with the CIPC for implementation.

Unless a company has been reinstated, any person that enters into business with a company that has been deregistered may suffer financial losses in that such a company can no longer litigate or be litigated against. Customers are urged to check the status of the entity on the CIPC's BizPortal

the dtic Campus (Block F - Entfufukweni), 77 Meintjies Street, Sunnyside, Pretoria | P O Box 429, Pretoria, 0001

Call Centre: 086 100 2472

Website: www.cipc.co.za

system to verify if that company is still in business or not before entering into contracts/transactions with any company.

In addition to the above, the CIPC further urges all companies that are under Final AR deregistration to apply for reinstatement if they still wish to continue conducting business. Moreover, please be informed that the CIPC has now introduced the automation of the Application for Re-instatement of Deregistered Company (Form CoR40.5), on 11 August 2025. Therefore, applications to re-instate a company or close corporation must be submitted electronically via the e-Services, BizPortal and/or Self-Service Terminal platforms.

Kindly take note that the previously used dedicated email for re-instatement application is no longer operational. Reinstatement applications shall be processed through the automated system alluded to above.

Yours sincerely

Rory Voller

Signed by: Rory Voller, RVoller@cipc.co.za
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Adv Rory Voller
Commissioner
Companies and Intellectual Property Commission
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