

IN THE HIGH COURT OF JUSTICE  
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES  
FINANCIAL LIST (ChD)

Before: Mr Justice Miles  
Date: Wednesday 3<sup>rd</sup> February 2021

Claim No: FL-2020-000023



FL-2020-000023

BETWEEN

- (1) BUSINESS MORTGAGE FINANCE 4 PLC
- (2) BUSINESS MORTGAGE FINANCE 5 PLC
- (3) BUSINESS MORTGAGE FINANCE 6 PLC
- (4) BUSINESS MORTGAGE FINANCE 7 PLC

Claimants

-and-

- (1) RIZWAN HUSSAIN
- (2) ALFRED OLUTAYO OYEKOYA
- (3) RAJNISH KALIA
- (4) ELIZABETH KIRBY
- (5) JAI SINGH
- (6) MOHAMMED OSMAN
- (7) CALLON SHARED EQUITY LIMITED
- (8) CALLON CAPITAL MANAGEMENT LIMITED
- (9) Highbury Investments Limited
- (10) GOVERNOR OF HER MAJESTY'S PRISON WANDSWORTH

Defendants

IN THE HIGH COURT OF JUSTICE  
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES  
FINANCIAL LIST (ChD)

Claim No: CR-2020-003605

Before: Mr Justice Miles  
Date: Wednesday 3<sup>rd</sup> February 2021

IN THE MATTER OF BUSINESS MORTGAGE FINANCE 4 PLC, BUSINESS MORTGAGE FINANCE 5 PLC, BUSINESS MORTGAGE 6 PLC AND BUSINESS MORTGAGE FINANCE 7 PLC AND IN THE MATTER OF THE COMPANIES ACT 2006

BETWEEN

- (1) BMF HOLDINGS LIMITED
- (2) BUSINESS MORTGAGE FINANCE 4 PLC
- (3) BUSINESS MORTGAGE FINANCE 5 PLC
- (4) BUSINESS MORTGAGE FINANCE 6 PLC
- (5) BUSINESS MORTGAGE FINANCE 7 PLC

Claimants

-and-

- (1) RIZWAN HUSSAIN
- (2) ALFRED OLUTAYO OYEKOYA
- (3) RAJNISH KALIA
- (4) ELIZABETH KIRBY
- (5) JAI SINGH
- (6) CALLON SHARED EQUITY LIMITED
- (7) CALLON CAPITAL MANAGEMENT LIMITED
- (8) THE REGISTRAR OF COMPANIES
- (9) GOVERNOR OF HER MAJESTY'S PRISON WANDSWORTH

Defendants



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**ORDER**

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**UPON THE CLAIM** issued under CPR Part 8 in the Financial List (Chancery Division) on 28 August 2020 with Claim No. FL-2020-000023 by Business Mortgage Finance 4 plc ("**BMF4**") (registered under company number 05663653), Business Mortgage Finance 5 plc ("**BMF5**") (registered under company number 05763588), Business Mortgage Finance 6 plc ("**BMF6**") (registered under company number 06137875) and Business Mortgage Finance 7 plc ("**BMF7**") (registered under company number 06252784) (together, the "**Issuers**") against Mr Rizwan Hussain, Mr Alfred Olutayo Oyekoya, Mr Rajnish Kalia, Ms Elizabeth Kirby, Mr Jai Singh, Mr Mohammed Osman, Callon Shared Equity Limited ("**CSEL**"), Callon Capital Management Limited ("**Callon Capital**") and Highbury Investments Limited ("**Highbury**") (together the "**Injunctions Claim Defendants**") (the "**Injunctions Claim**")

**AND UPON THE CLAIM** issued on 28 August 2020 with Claim No. CR-2020-003605 (under CPR Part 8) in the Insolvency and Companies List (Chancery Division) by BMF Holdings Limited ("**BMFH**") and the Issuers against Mr Rizwan Hussain, Mr Rajnish Kalia, Mr Alfred Olutayo Oyekoya, Ms Elizabeth Kirby, Mr Jai Singh, CSEL, Callon Capital (the "**BMFH Claim Defendants**") and the Registrar of Companies, seeking relief under sections 790V and 1096 of the Companies Act 2006 (the "**BMFH Claim**") (together with the Injunctions Claim, the "**Claims**")

**AND UPON THE APPLICATIONS** issued on 28 August 2020 (the "**Applications**"):

- (1) by the Claimants to the BMFH Claim, seeking: (i) the transfer of the BMFH Claim to the Financial List; (ii) directions in relation to the joint case management of the two Claims; (iii) an order for an expedited single trial of the two Claims; and (iv) alternative service orders under CPR 6.15 and CPR 6.27 in respect of Ms Kirby; and
- (2) by the Claimants to the Injunctions Claim seeking: (i) directions in relation to the joint case management of the two Claims; (ii) an order for an expedited single trial of the two Claims; and (iii) alternative service orders under CPR 6.15 and CPR 6.27 in respect of Ms Kirby and Mr Osman

**AND UPON THE COURT** having granted orders and directions on 14 October 2020 (the "**14 October Order**"), to the effect that (in summary and without prejudice to the details of those orders and directions):

- (1) the BMFH Claim be transferred to the Financial List;
- (2) the Claimants be permitted to serve the two Claim Forms (and any other documents requiring to be served in the context of the Claims) on Ms Kirby by an alternative method, specifically by email at

elizabeth.kirby@clifden.group;

- (3) the Claimants be permitted to serve the Claim Form in the Injunctions Claim (and any other documents requiring to be served in the context of that Claim) on Mr Osman by an alternative method, specifically by email at elizabeth.kirby@clifden.group;
- (4) the Injunctions Claim and the BMFH Claim be jointly case managed; and
- (5) the Injunctions Claim and the BMFH Claim be heard together at a single trial (the “**Trial**”), on an expedited basis, with directions having been given in relation to the steps needing to be completing prior to the Trial

**AND UPON THE COURT** having granted an order on the papers, on 23 October 2020, joining the Governor of Her Majesty’s Prison Wandsworth and granting the requested relief (the “**23 October Order**”)

**AND UPON THE COURT** having, on 10 December 2020: (i) granted an order adjourning the Trial of the Claims and granting various other relief (the “**10 December Order**”); and (ii) issued a request to the Governor of Her Majesty’s Prison Hollesley Bay in relation to the First Defendant to the Claims (the “**10 December Request**”)

**AND UPON** no acknowledgements of service to the Claims, or evidence in response to the Claims, having been filed or served by any of the Defendants to the Claims

**AND UPON** the Government Legal Department having served on the Claimants a “brief statement” on 31 December 2020, in accordance with the 10 December Request

**AND UPON** reading the evidence

**AND UPON** hearing Counsel Alex Riddiford for the Issuers and BMFH, and (for part of the hearing) the First Defendant in person

**AND UPON** the other Defendants to the Claims not attending or being represented

**AND UPON** the Court having handed down judgment on the Claims on 3<sup>rd</sup> February 2021, at a non-attendance hand-down hearing

**AND UPON** the Court recognising that the relief sought by the Claimants to the BMFH Claim under the Companies Act 2006 is especially urgent, noting (in particular) the forthcoming filing deadlines of 9<sup>th</sup> February 2021 in relation to BMF4

**AND UPON** the Court indicating that a consequential hearing shall be listed in due course to consider the

matters referred to at paragraphs 3 and 4 below, but that it is appropriate in the circumstances for the Court to grant the final relief set out at paragraphs 1 and 2 below immediately

**AND UPON** the Court noting that Mr Hussain, the First Defendant to the Claims, has made a Unit Application dated 23 January 2021 to the Governor of Her Majesty's Prison Hollesley Bay, recording that he does not wish to attend "*the hand-down hearing or consequential*", such that no provision for Mr Hussain's attendance at the consequential hearing referred to above needs to be made

#### **A. THE BMFH CLAIM**

##### **IT IS ORDERED THAT:**

1. Pursuant to s.1096 of the Companies Act 2006, the Registrar of Companies (the "**Registrar**") shall remove from the register the following material which was all filed without the authority of the Issuers and was false and inaccurate:
  - (1) the change of registered office to 71-75 Shelton Street, Covent Garden, London WC2H 9JQ, as registered on 15 July 2020 for each of the Issuers (and in respect of BMF7, as re-registered on 13 August 2020);
  - (2) the termination of appointment of Sanne Group Secretaries (UK) Limited as a secretary, as registered on 15 July 2020 (in respect of BMF6) and 21 July 2020 (in respect of BMF4, BMF5 and BMF7);
  - (3) the appointment of Callon Capital as a secretary, as registered on 15 July 2020 (in respect of BMF6) and 21 July 2020 (in respect of BMF4, BMF5 and BMF7);
  - (4) the termination of appointment of Ms Coral Bidel as a director, as registered on 15 July 2020 (in respect of BMF6) and 21 July 2020 (in respect of BMF4, BMF5 and BMF7);
  - (5) the termination of appointment of Mr Beejadhursingh Surnam as a director, as registered on 15 July 2020 (in respect of BMF6) and 21 July 2020 (in respect of BMF4, BMF5 and BMF7);
  - (6) the termination of appointment of Mr Marc Speight as a director, as registered on 15 July 2020 (in respect of BMF6) and 21 July 2020 (in respect of BMF4, BMF5 and BMF7);
  - (7) the appointment of Mr Rizwan Hussain as a director of each of the Issuers, as registered on 21 July 2020;

- (8) the appointment of Mr Rajnish Kalia as a director of each of the Issuers, as registered on 21 July 2020;
  - (9) the appointment of Mr Jai Singh as a director of each of the Issuers, as registered on 21 July 2020;
  - (10) the appointment of Mr Alfred Olutayo Oyekoya as a director of BMF4, BMF5 and BMF7, as registered on 21 July 2020;
  - (11) the appointment of Ms Elizabeth Kirby as a director of BMF6, as registered on 21 July 2020;
  - (12) the appointment of CSEL as a director, as registered on 15 July 2020 (in respect of BMF6) and 21 July 2020 (in respect of BMF4, BMF5 and BMF7);
  - (13) the appointment of Portfolio Logistics Limited (“**PLL**”) as a director of BMF4, BMF5 and BMF7, as registered on 21 July 2020;
  - (14) the termination of appointment of Mr Oyekoya as a director of BMF4, BMF5 and BMF7, as registered on 21 July 2020;
  - (15) the termination of appointment of PLL as a director of BMF4, BMF5 and BMF7, as registered on 21 July 2020;
  - (16) the termination of appointment of Ms Kirby as a director of BMF6, as registered on 21 July 2020;
  - (17) the resolutions in respect of BMF6, as registered on 3 August 2020.
2. Pursuant to s.790V of the Companies Act 2006, the Registrar shall rectify the PSC register of each of the Issuers to reflect that:
- (1) BMFH has not ceased being a PSC of any of the Issuers and should be entered as the only PSC of each of the Issuers; and
  - (2) Highbury is not, and never has been, a PSC of any of the Issuers and should be omitted as such.
3. The question of the costs of the BMFH Claim be stood over to a consequential hearing before Mr Justice Miles, the precise details of which shall be confirmed by the Court in due course, so that the Court can consider such matters in light of further written and oral submissions.

**B. THE INJUNCTIONS CLAIM**

4. The question of the precise declaratory, injunctive and other relief (including in relation to costs) to be granted in the context of the Injunctions Claim also be stood over to a consequential hearing before Mr Justice Miles, the precise details of which shall be confirmed by the Court in due course, so that the Court can consider these matters in light of further written and oral submissions.

**Service of this Order**

The court has provided a sealed copy of this Order to the serving party:  
Simmons & Simmons LLP, City Point, One Ropemaker Street, London EC2Y 9SS