



Neutral Citation Number: [2020] EWHC 2192 (Ch)

Claim No: BL-2020-000547

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND & WALES
BUSINESS LIST

The Rolls Building
7 Rolls Buildings
Fetter Lane
London EC4A 1NL

Date: 10 August 2020

Before:

MR ROBIN VOS
(SITTING AS A JUDGE OF THE CHANCERY DIVISION)

Between:

(1) MR GANI ABAIDILDINOV
(2) LONDON INFRASTRUCTURE LIMITED
- and -
MR AFZAL AMIN

**Applicants/
Claimants**

**Respondent/
Defendant**

**EDWARD DAVIES QC and ANNA SCHARNETZKY (instructed by Eldwick
Law) appeared for the Claimants**

**JAMES STUART (instructed by Fishman Brand Stone) appeared for the
Defendant**

Hearing date: 28 July 2020

Approved Judgment

I direct that pursuant to CPR PD 39A para 6.1 no official shorthand note shall be taken of this Judgment and that copies of this version as handed down may be treated as authentic.

This judgment was handed down by the Judge remotely by circulation to the parties' representatives by email and release to BAILII. The date and time for hand-down is deemed to be 10 August 2020 at 10.30am.

MR ROBIN VOS

DEPUTY JUDGE ROBIN VOS:

Background

1. This hearing had originally been arranged as the return date following the making by Mr Justice Nugee of interim injunctions against the defendant on a without notice basis on 19 March 2020 (the return date having been deferred by consent on two occasions).
2. The Claimants have however made an application on 10 July 2020 for summary judgment in respect of part of their claim for certain declarations and injunctions. The application does not cover all of the relief sought in their particulars of claim as, due to subsequent events, they no longer pursue some elements of that relief. The claimants say that the purpose of making the application for summary judgement is to finally dispose of the proceedings given the defendant's acceptance of various matters. In the alternative, the claimants seek a continuation of the injunctions granted by Mr Justice Nugee on 19 March 2020.
3. The second claimant, London Infrastructure Limited is an English company which provides export finance consultancy services in relation to exports to Kazakhstan as well as carrying out mining exploration activities in Kazakhstan. It has three subsidiaries in Kazakhstan.
4. The first claimant, Mr Abaidildinov is a director of London Infrastructure and the holder of 42% of the shares of London Infrastructure.
5. The defendant, Mr Amin was, prior to the events in dispute, also a director of London Infrastructure and is the holder of 42% of the shares of London Infrastructure.
6. The third director of London Infrastructure is Mr Khafizov. He holds 13% of the shares. The remaining 3% of the shares in London Infrastructure are held by various other individuals.
7. On 3 March 2020, Mr Abaidildinov, Mr Amin and Mr Khafizov held a meeting by Skype. Mr Khafizov and Mr Amin were in the company's office in Kazakhstan. Mr Abaidildinov was in London. Although no notice had been given, Mr Abaidildinov

and Mr Khafizov requested that the discussions should be treated as a formal board meeting. Mr Amin did not specifically consent to this. However, the meeting continued.

8. At that meeting, Mr Abaidildinov and Mr Khafizov purported to propose and pass a board resolution removing Mr Amin as CEO of London Infrastructure and as director of London Infrastructure and its subsidiaries. The claimants accept that the board had no power to remove Mr Amin as a director but contend that the resolution was effective to remove Mr Amin as CEO.
9. Following the meeting on 3 March 2020, Mr Amin took various actions including:
 - 9.1 Writing to Mr Abaidildinov purporting to remove him as a director of London Infrastructure and asserting that he did not hold any shares in the company.
 - 9.2 Filing documents with Companies House reflecting the fact that Mr Abaidildinov was no longer a director and that Mr Amin was now the holder of the shares previously held by Mr Abaidildinov.
 - 9.3 Instructing all employees not to communicate with Mr Abaidildinov.
 - 9.4 Dismissing the company secretary, Mr Makhanov.
 - 9.5 Removing property from the company's offices.
 - 9.6 Instructing the building manager of the company's offices not to allow access to Mr Abaidildinov or Mr Makhanov.
 - 9.7 Suspending Mr Abaidildinov's and Mr Makhanov's company email accounts.
10. Mr Abaidildinov also asserts that Mr Amin wrongfully tried to withdraw funds from the bank accounts in Kazakhstan of one of London Infrastructure's subsidiaries although this is denied by Mr Amin.
11. As a result of these actions, Mr Abaidildinov and London Infrastructure commenced the present proceedings on 18 March 2020 seeking declarations that Mr Amin had been removed as CEO by the purported board resolution on 3 March 2020 and that Mr Abaidildinov remained a 42% shareholder and a director of London Infrastructure.

The claim is also for injunctions restraining Mr Amin from acting as CEO of London Infrastructure and to return to the company any property which he had taken.

12. On 18 March 2020, the claimants applied without notice for interim injunctions restraining Mr Amin from acting as CEO, dealing with the company's bank accounts, attending the company's offices or representing that Mr Abaidildinov or Mr Khafizov were no longer directors of London Infrastructure.
13. At a hearing on 19 March 2020, Mr Justice Nugee granted the injunctions. The order was sealed on 20 March 2020 and emailed to Mr Amin on the evening of 22 March 2020.
14. In the meantime, on 20 March 2020, Mr Amin had reversed the purported removal of Mr Abaidildinov as a director and the transfer of the shares held by Mr Abaidildinov to himself. He filed new forms with Companies House and says that he confirmed to the employees and contractors of London Infrastructure that Mr Abaidildinov was a director of the company.
15. On the evening of 22 March, Mr Amin withdrew £11,000 from London Infrastructure's bank account. The withdrawal was timed as being 5 minutes after the email sending Mr Amin the order which had been made by Mr Justice Nugee. Mr Amin says that he was not aware of the order at the time the withdrawal was made. He returned the funds the following day.
16. On 30 March 2020, a further board meeting of London Infrastructure took place. This meeting was called on proper notice and confirmed Mr Amin's removal as CEO. Although, in his pleadings and his witness statements, Mr Amin questions the validity of the resolutions passed at the 30 March board meeting, he now accepts that he was removed as CEO on 30 March 2020.
17. On 7 April 2020, the claimants filed their particulars of claim. The relief sought in the particulars of claim relies, in the alternative, on Mr Amin's removal as CEO as a result of the 30 March board meeting as well as on his purported removal on 3 March 2020.

18. At the board meeting on 30 March 2020, it was also resolved to call a shareholders meeting at which a resolution removing Mr Amin as a director of London Infrastructure would be proposed. This meeting took place on 28 April 2020 and the resolution was passed. Mr Amin accepts that he has been removed as a director of London Infrastructure. The relief claimed by Mr Abaidildinov and by London Infrastructure does not however relate to Mr Amin's position as director of London Infrastructure.
19. Given the events which have taken place since the interim injunctions were granted by Mr Justice Nugee, the reality is that there is no longer any substantive dispute between the parties in relation to the issues in respect of which the relief is claimed. This is on the basis that:
 - 19.1 The claimants are content for relief to be granted on the basis that Mr Amin was removed as CEO on 30 March 2020 if his purported removal on 3 March 2020 was ineffective.
 - 19.2 Mr Amin accepts that he was removed as CEO on 30 March 2020, that Mr Abaidildinov and Mr Khafizov remain directors of the company and that Mr Abaidildinov remains the holder of 42% of the shares in the company.
20. It is for this reason that the claimants have applied for summary judgment in order to bring an end to the proceedings rather than seeking a continuation of the interim injunctions granted on 19 March by Mr Justice Nugee.

Amendment to Claim Form

21. The first question is whether the claimants are entitled to relief based on Mr Amin's removal as CEO at the meeting on 30 March 2020 rather than on 3 March 2020. The 30 March meeting had not of course taken place when the proceedings were commenced on 18 March 2020 and the claim form refers specifically to Mr Amin's removal at a board meeting on 3 March 2020. The claimants did not, prior to the hearing before me, make any application to amend their claim form.
22. A claimant may only amend a claim form after it has been served with the consent of the defendant or with the permission of the court. It is clear that the court is able to

give permission to amend a claim form to include a claim based on facts which have occurred after the claim form was issued (see *Maridive & Oil Services (SAE) v. CNA Insurance Company (Europe) Limited* [2002] EWCA Civ 369 [at 19-24] and *British Credit Trust Holdings v. UK Insurance Limited* [2003] EWHC 2404 (Comm)).

23. In this case, there is no prejudice to Mr Amin in allowing the claimants to amend their claim form to refer to Mr Amin's removal as CEO on 30 March 2020 rather than 3 March 2020. This has specifically been pleaded as an alternative in the particulars of claim and so Mr Amin has been aware of the claimants' position since then. He has responded to this aspect of the particulars of claim in his own pleadings and has accepted that he was indeed removed as CEO at the 30 March 2020 board meeting. It is therefore, in my view, in accordance with the overriding objective to allow the claimants to amend their claim form, despite the failure to make a formal application to do so and I gave the claimants permission to do so at the hearing. I also waived any procedural irregularities arising from the failure to make a formal application.

Summary Judgement

24. The next question I need to address is whether the claimants are entitled to summary judgment in respect of the parts of their claim which they have identified in their application for summary judgement.
25. The principles to be applied in deciding whether summary judgment should be given are well known and were summarised by Mr Justice Lewison in *Easyair Limited v Opal Telecom Limited* [2009] EWHC 339 (Ch) [at 15]. The main points are as follows:
- 25.1 The court must consider whether the defendant has a realistic as opposed to a fanciful prospect of successfully defending the claim or issue.
- 25.2 A realistic prospect of success is one which carries some degree of conviction. The defence must be more than merely arguable.
- 25.3 The court should not conduct a mini trial.
- 25.4 This does not mean that the court must take at face value and without analysis the defendant's evidence.

- 25.5 The court should take into account not only the evidence actually placed before it but also any evidence that could reasonably be expected to be available at trial.
- 25.6 The court should hesitate about making a final decision without a trial, even where there is no obvious conflict of fact at the time of the application, where reasonable grounds exist for believing that a fuller investigation into the facts of the case would add to or alter the evidence available to a trial judge and so affect the outcome of the case.
- 25.7 Disputed facts must generally be assumed in the respondent's favour.
- 25.8 Where an application gives rise to a short point of law or construction and the court is satisfied that it has before it all of the evidence necessary to decide that question, it should do so.
26. Given the points which have been accepted by Mr Amin, the real issue in this case is whether the declarations and injunctions sought by the claimants are necessary to do justice between the parties and/or will serve any useful purpose.

Declarations

27. The declarations sought by the claimants in their draft order are as follows:
- 27.1 On 3 March 2020, alternatively on 30 March 2020, Mr Afzal Amin ceased to be the CEO of London Infrastructure Ltd and the delegation of any powers of the board of directors to him in that capacity was revoked.
- 27.2 The resolutions passed at the meeting of London Infrastructure Ltd's board of directors on 3 March 2020, or alternatively on 30 March 2020, were valid and effective to revoke any further delegations by the board of directors of any of its management responsibilities, executive functions or other powers to Mr Afzal Amin.
- 27.3 Each of Mr Gani Abaidildinov and Mr Yermek Khafizov presently remain directors of London Infrastructure Ltd.

- 27.4 Mr Gani Abaidildinov presently remains the holder of 42,000 ordinary shares of £0.1 each in London Infrastructure Ltd.
28. The court has always been cautious about making declarations where there has not been a full trial. After examining the authorities, Stephen Smith QC suggested the following principles in *Hayim v. Couch* [2009] EWHC 1040 (Ch) [at 17]:
- “(1) That the rule that a court should not grant a declaration except after a trial was only ever a rule of practice.
 - (2) That the rule should not be followed if following it would deny the claimant the fullest justice to which he is entitled.
 - (3) That the rule is less strong since the coming into force of the Civil Procedure Rules than it was when the rules of the Supreme Court held sway.”
29. The judge also warned [at 18] of the need to consider whether the grant of the declarations would have any adverse repercussions for third parties.
30. There was a disagreement between Mr Davies and Mr Stuart as to the approach which the court should take in deciding whether to grant summary judgment where the relief sought took the form of a declaration. This concerns the question as to what it is the claimant must show that the defendant has no real prospect of successfully defending.
31. Mr Davies submits that this relates only to the underlying facts or matters which are the subject of the declaration and that, once it is shown that the defendant has no real prospect of showing that those facts or matters are wrong, the Court should approach the exercise of its discretion as to whether or not to make the declaration in the normal way.
32. Applying this to the current proceedings, Mr Davies says that, as Mr Amin has accepted that he has been removed as CEO of London Infrastructure, that Mr Abaidildinov and Mr Khafizof remain directors of London Infrastructure and that Mr Abaidildinov is the holder of 42% of the shares in the company, he clearly has no prospect of putting forward a successful defence in respect of these issues (and indeed has no intention of doing so) and that this is enough for the court to give summary judgment. The only remaining requirement is for the court to exercise its discretion

(in the normal way) as to whether or not to make the declarations which the claimants seek.

33. Mr Stuart, on the other hand, suggests that the summary judgement test should be applied in a rather different way. In determining whether the defendant has no real prospect of successfully defending the claim or issue, he submits that it is not only the underlying subject matter of the declaration which is relevant but also the question as to whether or not the defendant has a real prospect of persuading a court after a full trial that it would be wrong to exercise its discretion to make the declarations.
34. Both parties referred to the decision of Neuberger J (as he then was) in *Financial Services Authority v Rourke (t/a JE Rourke & Co)* [2001] EWHC 704 (Ch). In that case, Mr Rourke was alleged to have been carrying on an unregulated business of borrowing and lending contrary to certain provisions of the Banking Act 1987. The Financial Services Authority made an application for (amongst other things) summary judgment in respect of various declarations sought by them relating to Mr Rourke's alleged breaches of the Banking Act.
35. Neuberger J referred to the wide power to make declarations contained in CPR Rule 40.20 but went on to say that:-

“The Court should not, however, grant any declarations merely because the rights, facts or principles have been established and one party asks for a declaration. The Court has to consider whether, in all the circumstances, it is appropriate to make such an order.”
36. The Judge went on to summarise briefly the principles which the court should apply:

“It seems to me that, when considering whether to grant a declaration or not, the court should take into account justice to the claimant, justice to the defendant, whether the declaration would serve a useful purpose and whether there are any other special reasons why or why not the court should grant the declaration.”
37. Counsel for the defendant in that case put forward an argument as to why the factual basis for the declarations was not made out. Having recorded this submission, Neuberger J noted that:-

“At this stage I am, of course, concerned with an application for judgment under Part 24, and it is not sufficient for one to conclude that the defendants’ case is very weak or very unlikely to succeed. I have to be satisfied, just as in any other case under Part 24, that the defendants’ case has no prospect of success. In considering whether or not that is so, the court has to bear in mind that if the case proceeds to a hearing, there will be disclosure of documents, exchange of witness statements, and (if the matter goes to trial) cross-examination.”

38. Having made this observation, the judge went on to consider the evidence and concluded that the factual basis was made out and that it would be:-

“quite wrong to let him shelter behind Part 24 by suggesting that something might turn up as to what he knew or believed, when there is not a shred of evidence to support it.”

39. Neuberger J then turned:-

“to the point of more general interest, namely whether these declarations ought to be granted as a matter of discretion.”

40. The Judge went on to consider a number of arguments put forward by the parties as to whether the court’s discretion should be exercised to make the declarations. There is however no reference by Neuberger J in his discussion of the various factors to the test for summary judgment in Part 24 and no suggestion that he is applying anything other than the conventional test (which he had previously summarised) which the court should apply in determining whether to exercise its discretion.

41. Mr Stuart places weight on Neuberger J’s conclusion, having considered the arguments put forward on behalf of the Financial Services Authority, that:-

“Accordingly, it seems to me that the FSA has made out its case as to why the declaration should be granted, but I ought to consider whether in fact there are reasons for not granting the declaration which outweigh those reasons.”

42. Mr Stuart suggests that this demonstrates that Neuberger J was in fact applying the summary judgment test, particularly as he goes on to reject the reasons put forward on behalf of the defendant as to why the declarations should not be granted.

43. It is however clear to me that Neuberger J approached the question as to whether he should grant the declarations sought by way of summary judgment in two stages. The first stage was to consider whether the basis for the declarations had been made out. As in this case, the basis for the declarations in that case was purely factual. The summary judgment test had to be applied at this stage and so the question was whether the defendant had any real prospect of successfully disputing at a trial the facts which had been alleged in the absence of any evidence to the contrary. He makes it clear that the summary judgment test is being applied to this particular stage of the analysis by first of all setting out the defendant's submissions as to why the factual basis is not made out and then stating that:-

“At this stage, I am of course, concerned with an application for judgment under part 24”.

44. Mr Stuart suggests that this statement was intended by the judge as a preface not only to his consideration of the underlying factual basis for the declarations but also the question as to whether or not the declarations ought to be granted as a matter of discretion. However, if this is what the judge had intended, he would surely have made the comment before referring to the defendant's objections to the factual basis for the declarations.
45. That this is not what Neuberger J intended is made clear by the fact that he refers twice in his analysis of the factual basis for the declarations to Part 24 whilst, in his consideration as to whether the declarations should be granted as a matter of discretion, there is no reference to Part 24.
46. The reason for this is that Neuberger J approached the exercise of his discretion in a conventional way based on the arguments put forward by the parties and without reference to any question under CPR Part 24 as to whether or not the defendant had any real prospect of persuading a trial judge after a full trial that the court should not exercise its discretion to make the declarations. The fact that Neuberger J rejects the reasons put forward by the defendant against the making of the declarations does not show that the judge was somehow applying the summary judgment test as opposed to conducting the normal balancing exercise in deciding whether to exercise his discretion to make the declarations.

47. In approaching an application for summary judgment where the relief sought is the making of a declaration, this must in my view be the correct approach. Whether or not the underlying facts or matters relevant to the declarations are made out is the key issue as far as summary judgment is concerned. If the defendant has a real prospect of successfully defending the points put forward by a claimant in support of the declarations, summary judgment should not be granted.
48. However, once it is established that the defendant has no real prospect of mounting a successful defence in respect of those facts or matters, it is unlikely to be in accordance with the overriding objective to require a full trial in order to decide whether the court should exercise its discretion to make the declarations which have been sought. In terms of costs, this would in most cases be entirely disproportionate where it has already been found that there is no realistic dispute in relation to the underlying facts or matters. Although there may still be disputes as to some of the facts which may be relevant to the court's balancing exercise in deciding whether to exercise its discretion to make or refuse to make the declarations, this should not be a reason for refusing to undertake that task or, in most cases, being unable to undertake that exercise.
49. The reference to the "claim or issue" in CPR Rule 24.2(a)(ii) must therefore in my view refer to the underlying facts or matters to which the declaration relates and not to the question as to whether, as a matter of discretion, the court should make the declaration, once it is satisfied in relation to those underlying facts or matters.
50. I now turn therefore to consider whether, as a matter of discretion (and applying the test summarised by Neuberger J in *FCA v Rourke*), the declarations sought by the claimants should be made.
51. On behalf of the claimants, Mr Davies submits that the declarations remain necessary in order to provide clarity for third parties given Mr Amin's previous actions and also to assist with expunging the records at Companies House created by Mr Amin in relation to the purported removal of Mr Abaidildinov as a director and the transfer of the shares which he held to Mr Amin.

52. Mr Stuart on the other hand submits that, as Mr Amin clearly accepts that he has been removed as CEO and that Mr Abaidildinov remains the holder of 42% of the shares in London Infrastructure, the declarations serve no useful purpose.
53. In addition to the headline points just mentioned, I was referred to a number of more detailed matters by both Mr Davies and Mr Stuart in support of their submissions as to why the declarations should or should not be made. Whilst I am conscious of the need not to conduct a mini trial as part of a summary judgment application, it is of course important that the court should give proper consideration to the relevant circumstances in deciding whether or not to exercise its discretion to make the declarations. I therefore note the following main points:-
- 53.1 On 5 March 2020, after his purported removal as CEO of London Infrastructure, Mr Amin sought to remove Mr Abaidildinov as a director and to transfer the shares held by Mr Abaidildinov to himself. He filed documents with Companies House reflecting these changes and notified employees and third parties that Mr Abaidildinov was no longer a director. To his credit, Mr Amin reversed his actions on 20 March 2020 as a result, he says, of having taken legal advice and therefore appreciating that his actions were wrong.
- 53.2 Mr Stuart drew attention to Mr Amin's allegation that Mr Abaidildinov has engaged in similar unjustified attempts to change the records of London Infrastructure's Kazakhstan subsidiaries at the Astana Financial Services Authority in Kazakhstan on 6 March 2020. He explained Mr Amin's actions in relation to Companies House as "tit for tat" behaviour.
- 53.3 There is confusion in relation to the share register of London Infrastructure. Mr Amin says that there is a share register in existence which Mr Abaidildinov has seen. He does not say what is recorded in that register and, whilst appearing to accept that it is in his possession, has not produced it. Mr Abaidildinov denies knowledge of any such register. Since Mr Amin's removal as CEO, the company secretary was instructed to prepare a new register which he has done. This records the shareholdings reported to Companies House on the company's confirmation statements prior to the changes made by Mr Amin on 5 March 2020 and which also reflect the

revised confirmation statement sent to Companies House by Mr Amin on 20 March 2020. It is possible that the company may have two share registers in existence.

53.4 Mr Amin has made clear statements that he accepts that he has no longer been CEO of London Infrastructure since 30 March 2020. Whilst he states that he has no intention of challenging the resolution passed at the board meeting on 30 March 2020, in his pleadings and in his witness statements he raises arguments as to why some or all of those resolutions may not have been effective.

53.5 Mr Amin has also made clear statements that he accepts that both Mr Abaidildinov and Mr Khafizov remain directors of London Infrastructure although he has suggested that Mr Khafizov is a director “in name only”.

53.6 Mr Davies made various points in respect of concerns about Mr Amin’s compliance with the order made by Mr Justice Nugee on 19 March 2020. On the other hand, Mr Amin has put forward reasons for any delay in compliance or lack of complete compliance with those orders.

53.7 Mr Amin withdrew £11,000 from London Infrastructure’s bank account shortly after he was emailed Mr Justice Nugee’s order although he says he had not seen the order when he withdrew the funds. He returned the funds the next day.

53.8 Mr Stuart notes that most of the actions taken by Mr Amin to which the claimants object or on which they rely took place before 30 March 2020 (at which time Mr Amin accepts that he was removed as CEO) and are actions which he might legitimately have taken in his capacity as CEO (for example dismissing the company secretary).

53.9 In April/May 2020, Mr Amin was unwilling hand over the login details for London Infrastructure’s Google “G Suite” account (on which its email system was based). He was also unwilling to supply the access codes that he had used for making filings at Companies House, although the company has been able to resolve this issue direct with Companies House.

54. Mr Stuart has also drawn attention to the fact that Mr Amin has concerns about how any declaration made by the court might be used in Kazakhstan. He is, in particular, concerned that an English court order might wrongly be used to try and persuade the authorities in Kazakhstan that Mr Amin has acted improperly.
55. Having taken all of the circumstances into account, I am satisfied that it is appropriate to make the declarations broadly in the form sought by the claimants. Given the history of this matter they do, in my view, serve a useful purpose.
56. As far as Mr Amin's status as CEO is concerned, I appreciate that he accepts that he ceased to be the CEO on 30 March 2020 and has not sought to act in any meaningful way as CEO since that date (although I do note that, at the end of April, after having been removed as a director, he filed further (correct) forms at Companies House both relating to his removal as a director (which may be understandable) but also relating to Mr Abaidildinov's status as a "person with significant control" of London Infrastructure).
57. However, as Mr Davies has pointed out, Mr Amin has at the same time cast doubt on the propriety of the resolutions passed on 30 March 2020 and I consider it to be in the interests of all parties, including third parties that it is clear that Mr Amin has not been the CEO of London Infrastructure since that date. The declaration however should be limited to this fact and need not make reference to any other possible delegation of management or executive functions to Mr Amin.
58. Turning to Mr Abaidildinov's and Mr Khafizov's status as directors of London Infrastructure, Mr Amin again accepts that they remain directors of the company. However, based on his purported removal of Mr Abaidildinov as a director and his suggestion that Mr Khafizov is a director in name only, I consider it appropriate to make a declaration that Mr Abaidildinov and Mr Khafizov remain directors of the company. I also accept Mr Davies' submission that such a declaration will assist in correcting the records at Companies House which presently (incorrectly) show that Mr Abaidildinov ceased, for a brief period of time, to be a director.
59. It is clear that there is uncertainty in respect of the shareholdings in London Infrastructure. Mr Amin has stated that he accepts that Mr Abaidildinov is the holder of 42,000 shares in the company. However, he has not been willing to say what is

contained in the company's share register which he appears to hold. Whilst there is a new share register which has been prepared and which records Mr Abaidildinov as the holder of the shares, this simply creates further uncertainty in circumstances where there may already be a share register.

60. As with the directorships, I also accept that a declaration from the court will assist in rectifying any records at Companies House which currently show that Mr Abaidildinov ceased to hold any shares for a short period of time in March 2020. I am therefore persuaded that it is right to make the declaration sought by the claimants in this respect.
61. The only possible injustice to Mr Amin in making the declarations is the possibility he has raised of them being used to infer some sort of impropriety on his behalf in Kazakhstan. However, that cannot in my view be a reason for the court refusing to make declarations which are otherwise justified. This judgment will make it clear to any interested party what the background to and reasons are for the making of the declarations should any points ever be raised in respect of them. No other possible injustice to Mr Amin has been suggested and it is difficult to see how there could be any given his acceptance of the underlying facts to which the declarations relate.
62. Neither party has suggested that there is any likelihood of prejudice to third parties nor any special reasons why the declarations should or should not be made.

Injunctions

63. Mr Stuart has confirmed that Mr Amin continues to be willing to give undertakings in the form of the injunctions sought by the claimants. The claimants are satisfied with this approach.
64. On this basis, I have agreed to discharge the interim injunctions contained in paragraphs 4, 5 and 6 of the order made by Mr Justice Nugee on 19 March 2020.

Other matters

65. As it was a matter of some discussion at the hearing, it is worth recording that the court has not considered and has made no decision in relation to the validity (or otherwise) of the resolutions purportedly passed at the meeting on 3 March 2020. The

claimants do not intend to pursue any other elements of the relief claimed in their claim form (as amended) or in their particulars of claim (including in relation to the meeting of 3 March 2020) and this will be reflected in the order giving effect to this judgment.

66. Although I announced my decision and brief reasons for that decision at the hearing on 28 July 2020, I agreed to provide a written decision as there was not time to give a full oral judgment. I also agreed to extend time for any appellant's notice to be given until 21 days after handing down of this written judgment.
67. The hearing was adjourned to 30 July 2020 when I heard submissions in relation to costs. I have awarded costs in favour of the claimants on the standard basis to be subject to a detailed assessment if not agreed. I gave a brief oral decision on 30 July explaining the reasons for this.
68. At the hearing on 30 July 2020, I explained to Mr Amin that giving an undertaking to the court is a serious matter and that any breach could result in committal proceedings for contempt of court which could in turn lead to a fine or imprisonment.