

OUR PEOPLE

Usman Roohani

CALL 2016



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Usman has a broad commercial and modern chancery practice with a particular focus on company and insolvency law, civil fraud and asset recovery, banking/financial services and offshore litigation.

Usman's current and recent work includes:

- Defending a substantial 'asset-stripping' and director's misfeasance claim (with John Wardell KC of Wilberforce Chambers)
- Defending arbitral proceedings for breach of a shareholders' agreement (instructed by Linklaters)
- Sara & Hossein v Blacks Outdoor Retail [2023] UKSC 2: junior Counsel in a Supreme Court appeal concerning the construction of commercial agreements (Usman also appeared in the Court of Appeal: [2020] EWCA Civ 1521)
- Acting for the Provisional Liquidators of an investment fund in BVI proceedings challenging their appointment (with Ben Valentin KC of Fountain Court Chambers)
- Acting for the Joint Liquidators of a company holding \$billion assets in BVI proceedings (with David Allison KC of South Square Chambers)
- Maranello Rosso v Lohomij BV [2022] EWCA Civ 1667: junior Counsel in a significant appeal concerning the interpretation of settlement agreements (Usman also appeared in the High Court: [2021] EWHC 2452 (Ch))
- Acting for the Claimants in a £25m+ unfair prejudice petition against a public multinational company (led by Matthew Bradley KC)

Usman was admitted as a Barrister of the Eastern Caribbean Supreme Court (British Virgin Islands) in 2021 and accepts instructions to act in BVI proceedings. Usman also has experience of commercial and fraud litigation in the Cayman Islands, Gibraltar and the Isle of Man.

Prior to coming to the Bar, Usman taught property and trusts law as a Visiting Lecturer and Examiner at King's College London and spent a year working in the Professional Indemnity Department at Linklaters.

Privacy Policy

Click here for a [Privacy Policy](#) for Usman Roohani.

Expertise

Civil Fraud & Asset Tracing

Usman has experience of assisting with some of the largest and most complex civil fraud matters before the English courts, including the long-running *JSC BTA Bank v Ablyazov*. He has worked on applications for interim relief, including freezing injunctions, search orders and *Norwich Pharmacal* orders. He is familiar with both the urgency and the particular sensitivities required by such applications.

Featured Civil Fraud & Asset Tracing cases

- *Maranello Rosso Ltd v Lohomij BV & Oths* [2021] EWHC 2452 (Ch): pursuing an appeal to the Court of Appeal in this \$70m+ conspiracy claim (led by Justin Fenwick QC and Tim Chelmick);
- *Handcart Investments Limited v Pavel Fuchs*: acting for the Claimant in a US\$60m+ unlawful means conspiracy claim (led by Tim Akkouch QC of Essex Court Chambers);
- *The Whitgift Foundation v Mahmood & Anor*: acting as sole counsel for the Claimant in a multi-day fraud trial before HHJ Monty QC: the trial was described by the judge as “*high stakes litigation*” as it involved cross-allegations of fundamental dishonesty and the forgery of documents in evidence; the Claimant succeeded on every issue, including on every allegation of forgery;
- Assisting in the investigation of a substantial multi-jurisdictional fraud claim (instructed by Signature Litigation);
- Acting as junior counsel in a commercial fraud claim (led by Paul Strelitz of Gatehouse Chambers);
- Assisting with a commercial fraud claim worth over £300 million involving numerous *ex parte* applications;
- Assisting with a civil recovery claim brought under the Proceeds of Crime Act 2002; and
- Advising on the operation of the Proceeds of Crime Act 2002.

Companies, Joint Ventures & Partnerships

Usman has a broad range of experience in both contentious and advisory work in the areas of company and partnership law. He has worked on matters relating to public and private companies, partnerships, limited partnerships, LLPs, unregistered and overseas companies and unincorporated associations.

On the contentious side, his experience includes:

- Acting for the Claimants in a £25m+ unfair prejudice petition against a public multinational company (led by Matthew Bradley QC);
- Obtaining mandatory injunctive relief restoring a director to office pending the trial of an unfair prejudice petition (led by Paul Strelitz of Gatehouse Chambers);
- Assisting with substantial offshore company litigation (Royal Court of Guernsey);
- Assisting with the arbitration of a partnership dispute;
- Assisting with the drafting of unfair prejudice Petitions and Defences to such Petitions; and
- Assisting with an HMRC challenge to a ‘tax plan’ based on the *Ramsay* principle.

On the advisory side, his experience includes assisting in the preparation and delivery of advice given to:

- A FTSE 100 company on the operation of requisition rights under the Companies Act 2006;

- A FTSE 250 company on whether a proposed corporate transaction would violate the prohibition on financial assistance;
- A public company on the consequences of unlawfully declared dividends;
- An international bank (via a Magic Circle law firm) on the operation of the company charges registration regime;
- A local authority's pension fund on various points of limited partnership law;
- An investment fund on the enforceability of floating charge securities; and
- A public company ahead of a rights issue.

Usman has considerable experience of advising on the drafting and construction of company articles, joint venture agreements, investment agreements and partnership deeds. He is often instructed to draft board minutes and written resolutions to support private company transactions, such as own-share buy backs.

Usman has also been instructed to advise on company law matters under the law of the BVI and the Cayman Islands (see the Offshore & International tab below).

Insolvency & Restructuring

Usman has considerable experience of contentious and non-contentious insolvency and restructuring work.

Corporate Insolvency

Usman regularly appears in the Chancery Division (Insolvency and Companies List) in relation to corporate insolvency matters.

He has experience of challenging antecedent transactions and acts for both office-holders and respondents to such applications. He also has experience of a variety of other Companies Act and Insolvency Act applications including, by way of example, those relating to administration orders and officer-holder remuneration.

Usman has experience of assisting with corporate restructuring matters, including:

- Advice given to a major retail bank undergoing 'ring-fencing' restructuring on the enforceability of contractual indemnities; and
- Advice concerning the proper time to value contingent liabilities for the purposes of group restructurings.

Usman has also been instructed to advise on corporate restructuring matters under BVI law (see the Offshore & International tab below).

Directors' Disqualification

Usman has experience of assisting with directors' disqualification proceedings.

Most recently, Usman appeared as sole counsel at the trial of a disqualification claim in [The Secretary of State for Business, Energy and Industrial Strategy v Tarquin Charles Spencer Barnsby](#) [2022] EWHC 971 (Ch).

Usman has also been instructed to advise on applications seeking permission to act as a director notwithstanding disqualification, and has also succeeded in an application to vary restrictions (not contested after issue).

Offshore & International

Usman was admitted as a Barrister of the Eastern Caribbean Supreme Court (British Virgin Islands) in 2021. He he also been instructed in relation to proceedings before the Grand Court of the Cayman Islands.

Featured Offshore cases

[Real Assets \(RA\) Global Opportunity Fund I Limited \(Chia Hsing Wang v Floreat Real Estate Limited\)](#) (BVI)

Usman acted for the Joint Provisional Liquidators of a BVI investment fund, representing the Joint Provisional Liquidators in proceedings challenging their appointment, led by Ben Valentin QC of Fountain Court Chambers. Usman also appeared as sole counsel at interlocutory hearings including, on occasion, appearing unled against QCs. Usman advised extensively on Fund constitutional documents and proposed intra-Fund transactions.

Principal Investing Fund I Limited, Long View II Limited, Global Fixed Income Fund I Limited (Cayman Islands)

Usman acted for the Joint Provisional Liquidators in proceedings challenging their appointment over three Cayman Islands investment funds. The challenge was recently dismissed.

Sian Participation Corp (In Liquidation) (BVI)

Usman acted for the Joint Liquidators of an intermediate holding company which indirectly owns a large stake in a strategically significant commercial port in Russia.

Usman represented the Joint Liquidators in proceedings concerning their conduct of litigation involving the company and an application for the appointment of conflict liquidators, led by David Allison QC of South Square Chambers.

Federal Republic of Nigeria v (1) Tibit Limited and (2) Justin Ickonga (BVI)

Usman assisted with an appeal being pursued to the BVI Court of Appeal by the Federal Republic of Nigeria seeking to reverse a first instance refusal to enter default judgment against a non-participating defendant.

In addition to the above examples, Usman's experience includes:

- Advising on large-scale corporate restructuring transactions, including by the use of 'soft touch' provisional liquidation under the BVI Insolvency Act, 2003, following Re Constellation Overseas Ltd BVIHC COM 2018/206;
- Regularly appearing as sole Counsel before the BVI Commercial Court in enforcement proceedings (including by way of insolvency proceedings), including by obtaining interim and final charging orders, receivership orders and winding up orders;
- Regularly appearing as sole Counsel before the BVI Commercial Court in insolvency proceedings, including by attending interlocutory hearings in significant proceedings and appearing at office-holder remuneration applications;
- Applying to the BVI Court to seek assistance in requesting a foreign jurisdiction to recognise BVI insolvency proceedings, successfully resulting in recognition being granted;
- Appearing at interlocutory hearings (including against a QC) in a significant shareholders' dispute before the BVI Commercial Court;
- Advising on the mechanics of corporate transactions, including mergers and consolidations under the BVI Business Companies Act, 2004;
- Advising on the prospects of BVI proceedings seeking declaratory relief as to the beneficial ownership of a substantial US business group with subsidiaries across South America;
- Working with foreign law experts in the preparation of, and challenge to, expert reports concerning the law of numerous jurisdictions; and
- Advising on the availability of *Norwich Pharmacal* and *Bankers Trust* relief.

Banking & Financial Services

Usman maintains a contentious and advisory practice in the areas of banking and financial services. He is also developing a practice in securities litigation and is currently instructed in one of the largest such claims presently before the High Court.

Featured Banking & Financial Services cases

- Instructed for a series of Claimants in the substantial s. 90/90A FSMA claim against Glencore Plc (led by Andrew Onslow KC and Shail Patel);
- Advising on a £1.5m+ claim by a national retail bank against a firm of City solicitors for incorrect advice concerning ICOBS regulations (led by Daniel Saoul KC);
- Advising a foreign bank on the scope of its *Quincecare* duties under English law (acting as junior counsel in a multi-counsel team);
- Advising on the Money Laundering Regulations 2007;

- Assisting with a claim for consequential losses arising out of mis-sold interest rate hedging products (settled at mediation); and
- Assisting with advice given on FSMA 2000 in relation to proposed banking products.

Commercial Litigation

Usman has experience of a broad range of commercial disputes across a number of industry sectors, including telecoms, franchising and banking/financial services. He has been instructed in relation to commercial trials in the Commercial Court and the Chancery Division. Usman also has experience of advising on and attending mediations in commercial disputes, both as a junior and as sole counsel.

Examples of Usman's experience can be seen in the tabs above.

Professional Liability

Usman is frequently instructed in professional liability matters concerning claims involving a range of professionals, including solicitors, barristers, insolvency practitioners, accountants, auditors and financial advisers (including tax and pensions advisers).

Usman's professional liability practice sees him acting for claimants and defendants in roughly equal measure. Usman also benefits from considerable unled trial experience in this area. Earlier in his practice, Usman conducted a number of trials in the County Court as sole counsel in which he represented claimants seeking damages for negligent conveyancing.

In view of his Chancery practice, Usman has a particular interest in claims alleging breach of trust or breach of fiduciary duty and claims seeking restitution, gain-based remedies or proprietary relief.

Featured Professional Liability cases

- Acting for the claimant in a £1m+ professional negligence claim against solicitors alleging incorrect advice concerning business income insurance coverage;
- Advising on a £1.5m+ claim by a national retail bank against a firm of City solicitors for incorrect advice concerning ICOBS regulations (led by Daniel Saoul QC);
- Advising on a claim for breach of trust brought by a charitable body against a professional executor for the late payment of a sizeable legacy, involving complex issues of limitation and quantification;
- Advising (on multiple occasions) on solicitors' liability following fraudulent property transactions in light of *Dreamvar v Mishcon de Reya* [2018] EWCA Civ 1082; and
- Acting for solicitors defending a negligence claim concerning their conduct of litigation, involving a Part 20 claim against a barrister.

Qualifications

QUALIFICATIONS

- BA Law, First Class (Trinity College, Cambridge)
- BCL (Brasenose College, Oxford)
- BPTC, Outstanding (City Law School, London)

SCHOLARSHIPS AND AWARDS

- Lord Denning Scholarship, Eastham Scholarship and Hardwicke Award, Lincoln's Inn
- The Worshipful Company of Arbitrators Prize (top BPTC performance in Civil Litigation and Commercial Law)
- Buchanan Prize, Lincoln's Inn

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C H A M B E R S

- City University Academic Scholarship
 - Trinity College Tripos Prize (achieving the highest college first in law), Trinity College, Cambridge
 - Senior Scholarship, Trinity College, Cambridge
 - Lizette Bentwich Prizes, Trinity College, Cambridge
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