

SEP - 8 2010

S= 106101
No.
Vancouver Registry



IN THE SUPREME COURT OF BRITISH COLUMBIA

BETWEEN:

JHHL WHISTLER HOLDINGS LTD.

PETITIONER

AND:

TUMULURI ASSET MANAGEMENT INC., T & V
HOSPITALITY INC, RAM TUMULURI and PRAVEEN
VARSHNEY

RESPONDENTS

PETITION TO THE COURT

This proceeding has been started by the Petitioner for the relief set out in Part 1 below.

If you intend to respond to this Petition, you or your lawyer must

- (a) file a Response to Petition in Form 67 in the above-named registry of this Court within the time for Response to Petition described below, and
- (b) serve on the Petitioner
 - (i) 2 copies of the filed Response to Petition, and
 - (ii) 2 copies of each filed Affidavit on which you intend to rely at the hearing.

Orders, including orders granting the relief claimed, may be made against you, without any further notice to you, if you fail to file the Response to Petition within the time for response.

Time for Response to Petition

A Response to Petition must be filed and served on the petitioner,

- (c) if you reside anywhere within Canada, within 21 days after the date on which a copy of the filed Petition was served on you,
- (d) if you reside in the United States of America, within 35 days after the date on which a copy of the filed Petition was served on you,

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- (e) if you reside elsewhere, within 49 days after the date on which a copy of the filed Petition was served on you, or
- (f) if the time for response has been set by Order of the Court, within that time.

(1)	The address of the registry is: Vancouver Law Court, 800 Smithe Street, Vancouver, B.C.
(2)	The ADDRESS FOR DELIVERY is: Fasken Martineau DuMoulin LLP 2900 - 550 Burrard Street Vancouver, B.C. V6C 0A3 Fax number for delivery is: n/a E-mail address for service is: n/a
(3)	The name and office address of the Petitioner's Solicitor is: Fasken Martineau DuMoulin LLP 2900 - 550 Burrard Street Vancouver, B.C. V6C 0A3 Telephone: 604 631 3131. (Reference: Brook Greenberg, 257735.00365)

CLAIM OF THE PETITIONER

Part 1: ORDERS SOUGHT

1. A declaration that the affairs of the Respondents Tumuluri Asset Management Inc. ("TAM") and T & V Hospitality Inc. ("T&V") have been and are currently being conducted in a manner oppressive to the Petitioner.
2. The Respondents Ram Tumuluri and Praveen Varshney (collectively the "Varshney Group") be required to comply with the provisions of the *Business Corporations Act*, S.B.C. 2002, c. 57 (the "Act").
3. Varying or setting aside any transaction in which Mr. Tumuluri or Mr. Varshney has a direct or indirect interest, either personally or through companies owned in whole or in part by either of them, and where no approval of the shareholders or directors was sought for such transactions.
4. The Respondents TAM and T&V produce, within 30 days an accounting of all monies issuing from or through TAM or T&V since February 12, 2010.
5. An investigation of TAM and T&V's operations be made under Part 8, Division 3 of the Act.

6. JHHL and the Varshney Group will each designate a representative to have joint signing authority on T&V's bank accounts with the Toronto Dominion Bank at the branch located at 700 West Georgia **Error! Hyperlink reference not valid.**, Vancouver, BC with account numbers 5329533 and 5329568. All withdrawals or transfers from the Accounts will require the express authorization of both representatives.
7. The matter be remitted to trial for a determination of the nature and extent of any breaches of fiduciary duty by Mr. Tumuluri and Mr. Varshney.

Part 2: FACTUAL BASIS

8. The Petitioner, JHHL Whistler Holdings Ltd. ("JHHL") is a shareholder in T & V and TAM holding 50% of the shares in each company.
9. The respondent companies, T & V and TAM were incorporated in January 2010, and own and operate a hotel called the Nita Lake Lodge (the "Lodge") in Whistler, B.C.
10. The respondents Ram Tumuluri and Praveen Varshney are both directors of T & V and TAM.

Background

11. In February 2010, JHHL entered into an agreement with the respondents Ram Tumuluri and Praveen Varshney (collectively the "Varshney Group") to jointly purchase and operate the Lodge. JHHL and Varshney agreed that T & V, and TAM would be the corporate vehicles for their joint venture and would be used for the purpose of acquiring and operating the Lodge.
12. JHHL and Varshney agreed, amongst other things, as follows with respect to the joint venture:
 - (a) JHHL and the Varshney Group would each own 50% of T&V and TAM;
 - (b) JHHL would loan \$1,750,000 to the Companies, \$1 Million of which was to be used as a partial deposit on the acquisition of the Lodge;
 - (c) The Varshney group would loan \$2,000,000 to the companies, \$1 million of which was to be used for the deposit on the acquisition of the lodge.
 - (d) JHHL and the Varshney Group would each appoint two directors to the boards of the Companies; and
 - (e) Mr. Tumuluri would act as the manager of the Lodge, and would act in the best interests of the Companies in his role as manager and as a director; and
 - (f) JHHL's parent company would provide management services including, accounting, maintenance, and purchasing.

13. On March 8, 2010, 100 shares in each of T&V and TAM were issued to JHHL. On the same date the remaining 100 issued and outstanding shares in each of T&V and TAM, were issued to 0875534 B.C. Ltd. 0875534 B.C. Ltd is a company owned and controlled by the Varshney group.
14. JHHL has appointed two directors to the board of T&V and TAM.
15. On March 10, 2010, the Companies closed a deal to purchase the Lodge. TAM owns the land on which the Lodge and employee accommodation are situated, and T & V owns and operates the hotel business

Misuse of Corporate Funds

16. The Respondents Ram Tumuluri and Praveen Varshney have caused the Respondent T & V to enter into transactions with themselves and with companies with which they are associated, for the benefit of themselves and those companies and have failed to compensate T & V or to account to T & V for such benefits. The particulars of these activities which are known to the Petitioner at this time are as follows:
 - (a) In or around March 2010, Mr. Tumuluri and Mr. Varshney directed T & V to pay over \$200,000 in legal fees, some of which relates to legal work done for Mr. Tumuluri and Mr. Varshney personally. The payment was not approved by the shareholders, or directors of the Companies; and
 - (b) In April 2010 Mr. Tumuluri directed T & V to pay a fee of \$25,000 to a company owned and controlled by Mr. Tumuluri allegedly for the use of spa equipment owned by Mr. Tumuluri, despite the fact that spa equipment was included in the purchase of the Lodge. Despite demand, Mr. Tumuluri has not been able to establish that he owns the Spa Equipment used at the Lodge. The payment was not approved by the shareholders, or directors of the Companies. This payment only came to light, when a director appointed by JHHL reviewed the cheque registers for T&V.
17. The above payments were made through T&V's bank accounts with the Toronto Dominion Bank at the branch located at #138 - 4370 Lorimer Road, in Whistler, BC, with account numbers 5329533 and 5329568. (the "Accounts").
18. As a result of these unauthorized transactions, JHHL has demanded that a JHHL representative be added as a signatory to the Accounts. Mr. Tumuluri and Mr. Varshney agreed to add a JHHL representative as a signatory to the Accounts, but despite this agreement, have to date refused or neglected to do so.

Failure to Provide Financial Information

19. The respondent Mr. Tumuluri, despite demand, has failed to provide financial and accounting information regarding T&V and TAM to JHHL. In particular, since June of 2008 JHHL has requested that Mr. Tumuluri provide updates regarding the key aspects of the business, including marketing and sales initiatives, financial forecasts and copies of the company cheque registers. Mr. Tumuluri, however, has failed or neglected to do so.

Part 3: LEGAL BASIS

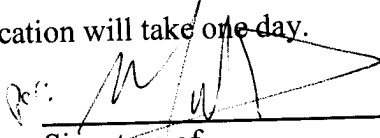
- 20. The Petitioner relies on ss. 148, 149, 150, 227, Division 3 of Part 8 and the entirety of the Act.
- 21. The actions described in paragraphs 16 to 19 above are oppressive and unfairly prejudicial to the rights of JHHL as a shareholder of T&V and TAM, and as such JHHL is entitled to the remedies sought pursuant to s. 227 of the Act.

Part 4: MATERIAL TO BE RELIED ON

22. Affidavit #1 of Azim Jamal made September 7, 2010

The Petitioner estimates that the application will take one day.

Dated: 08-Sep-2010


 Signature of

Petitioner Lawyer for Petitioner

BROOK GREENBERG

To be completed by the court only:

Order made

in the terms requested in paragraphs of Part 1 of this Petition

with the following variations and additional terms:

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Date:

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 Signature of Judge Master