

SEQUENCE NO. 1

Part At an IAS Part 17 of the Supreme Court, State of New York, held in and for the County of Queens, at the Address Courthouse located at 88-11 Sutphin Blvd., Jamaica, New York, on the Date 29 day of May 2013

J.S.C. PRESENT:

HON. HON. ORIN R. KITZES, Justice.

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In the Matter of the Application of :

CHETAN K. SONI, as Holder of Shares :

Representing Forty-Five Percent (45%) of All :

Outstanding Shares of House of Spices (India), Inc., :

Petitioner, :

For the Dissolution of HOUSE OF SPICES :

(INDIA), INC., a Domestic Corporation, Pursuant to Section 1104-a of the Business Corporation Law, :

- and - :

GORDHANDAS L. SONI, NEIL G. SONI, AMRAPALI SONI, and THE GORDHANDAS & SOBHANA SONI FAMILY LLC, :

Respondents. :

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Index No.: 13-701877

ORDER TO SHOW CAUSE

2013 MAY 31 AM 10:19
FILED
CLERK

Upon reading and filing the annexed Verified Petition of Chetan K. Soni, the holder of shares representing forty-five (45%) percent of the votes of all outstanding shares of House of Spices (India), Inc. ("HOS Inc.") entitled to vote in an election of directors, verified on the 21st day of May 2013, the Exhibits annexed thereto, and the accompanying Memorandum of Law,

LET THE RESPONDENTS, the State Tax Commission, and all interested persons show cause at an IAS Part CMP, Rm 25 of this Court, to be held at the Court House, located at 88-11

SECRET

HON. ORIN R. KILPATRICK

Date Sutphin Blvd., Jamaica, New York, on the 10 day of July 2013, at 2:15 ~~am~~/p.m. of that day, or as soon thereafter as counsel can be heard, should not be made and entered:

- A. dissolving HOS Inc. pursuant to § 1104-a (a) of the New York Business Corporation Law (“BCL”); or
- B. alternatively compelling Respondents to purchase Petitioner’s shares for fair value based on Petitioner’s undiscounted, proportionate interest in the value of HOS Inc. as a whole and as a going concern, as of the day before the filing of Verified Petition hereunder; and
- C. providing for an accounting and surcharge upon Respondents pursuant to BCL § 1104-a (d) to the extent of any dissipation or transfer of any HOS Inc. assets or property without just or adequate compensation;
- D. appointing a receiver pursuant to BCL § 1113 to preserve the property and carry on the business of HOS Inc.; and
- E. granting such other and further relief as this Court may deem just and proper under the circumstances, together with costs and disbursements of this proceeding to petitioner, as well as reasonable counsel fees; and it is further

ORDERED, pursuant to BCL § 1104-a (c), that Respondents shall within thirty (30) days of the filing of the Verified Petition hereunder serve upon Petitioner’s counsel, Farrell Fritz, P.C., Attn: Peter A. Mahler, Esq., 370 Lexington Ave., Suite 800, New York, New York 10017, HOS Inc.’s financial books and records for the three (3) proceeding years, including but not



limited to its general ledgers, cash journals, rent rolls, leases, deeds, mortgages, tax returns, and financial statements; and it is further

ORDERED, pursuant to BCL § 1106 (a), that Respondents furnish the Court and serve upon Petitioner's counsel by not later than seven (7) days before the above return date, a statement of HOS Inc.'s assets and liabilities, and the name and address of each shareholder and of each creditor and claimant, including any with unliquidated or contingent claims and any with whom HOS Inc. has unfulfilled contracts; and it is further

ORDERED, that a copy of this Order be published in New York Sun Journal, once a week in each of the three (3) weeks before the time appointed for the hearing thereon, and that HOS Inc. pay in advance the costs thereof; and it is further

ORDERED, that Respondents shall serve opposing affidavits and papers, if any, upon Petitioner's counsel, Farrell Fritz, P.C., Attn: Peter A. Mahler, Esq., 370 Lexington Ave., Suite 800, New York, New York 10017 by NYSCEF with courtesy copy by overnight mail or personal delivery, so as to be received in hand at least seven (7) days before the above hearing date, and Petitioner shall serve reply affidavits and papers, if any, upon Respondents' counsel of record by NYSCEF with courtesy copy by overnight mail or personal delivery, so as to be received in hand at least one (1) day before the above hearing date; and it is further

ORDERED, that Respondents shall be prohibited from using any HOS Inc. funds for the payment of expert or attorney fees incurred in connection with this proceeding; and it is further



ORDERED, that service upon counsel for HOS Inc. and Respondents, as well as service upon the State Tax Commission, of a copy of this Order to Show Cause, together with the papers upon which it is based, in accordance with BCL § 1106 (c), on or before the 7th day of June, 2013, shall be deemed good and sufficient service thereof.

ENTER:



J.S.C.

