

IN THE SUPREME COURT OF BRITISH COLUMBIA

Citation: *Upton v. Vstride Solutions Ltd.*,
2026 BCSC 43

Date: 20260113
Docket: S240942
Registry: Vancouver

Between:

James Upton

Plaintiff

And:

**Vstride Solutions Ltd., and Arvinder Singh and Jane Doe,
together doing business as Par Softwares**

Defendants

Before: The Honourable Madam Justice Forth

Reasons for Judgment

Counsel for the Plaintiff:

N. Godfrey

Counsel for the Defendants Vstride
Solutions Ltd. and Arvinder Singh, doing
business as Par Softwares:

D. Solimano

Counsel for the Proposed Defendant:

S. Grewal

Place and Dates of Hearing:

Vancouver, B.C.
August 8 and September 5, 2025

Place and Date of Judgment:

Vancouver, B.C.
January 13, 2026

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Introduction

[1] The plaintiff applies seeking to have Jane Doe removed as a defendant, to add Arjinder Kaur as a defendant, to amend the style of cause, and to permit the filing of a further amended notice of civil claim. Additionally, the plaintiff seeks an order that written responses be provided by the defendant Arvinder Singh to outstanding requests made at his examination for discovery held on August 6, 2024, and he provide an amended list of documents.

[2] The action is a claim brought by the plaintiff regarding the design and development of a membership-based luxury lifestyle and technology platform and website (the “Project”). The plaintiff alleges that he entered into an agreement with the defendants to design and develop the platform and website for the plaintiff (the “Agreement”). The plaintiff alleges that the defendants breached the Agreement in failing to provide a competent, working platform and website, failed to test the website or present it to the plaintiff despite demand, knowingly made false representations to the plaintiff, and charged excessive and exorbitant fees.

[3] The defendants admit that Vstride Solutions Ltd. (“Vstride”) and Mr. Singh were parties to an agreement with the plaintiff and Legacy Luxury Lifestyle Inc. (“Legacy”) to deliver a website and/or provide project management services, including rebuilding the existing website with additional modules. The defendants claim that invoices for the work would be issued through both Vstride and PAR Softwares. They assert that Mr. Singh’s management services would be billed through Vstride and the remaining services, which were to be performed in India, would be billed through PAR Softwares, which was registered as a sole proprietorship in India, which was operated solely by Mr. Singh.

[4] Ms. Kaur is the wife of Mr. Singh.

Procedural History

[5] On February 9, 2024, the notice of civil claim was filed and named Avneet Kaur as one of the defendants. At paragraph 4, Avneet Kaur is described as being a

director and officer of Vstride. Avneet Kaur is the 16-year-old daughter of Mr. Singh and Ms. Kaur.

[6] On March 1, 2024, the defendants filed a response to civil claim stating that Avneet was the daughter of Mr. Singh and that at no time was Avneet a director of Vstride.

[7] On March 21, 2024, the plaintiff served a notice to admit on the defendants. On April 4, 2024, the defendants filed a reply to the plaintiff's notice to admit.

[8] On April 12, 2024, the parties exchanged lists of documents. The plaintiff asserted that the defendants list of documents was deficient. As a result, the plaintiff served the defendants with a request for document production pursuant to Rule 7-1(1), (10) and 7-1(11).

[9] On April 19, 2024, the plaintiff filed an amended notice of civil claim ("ANOCC") removing Avneet Kaur from the style of cause and substituting Jane Doe. Paragraph 4 was amended to claim that Doe is the spouse of Mr. Singh.

[10] On May 3, 2024, the defendants filed an amended response to the ANOCC and a counterclaim seeking payment for an allegedly outstanding invoice. Legacy was added as a defendant by counterclaim.

[11] On May 6, 2024, the plaintiff served a demand for particulars on the defendants, and on May 16, 2024, the defendants provided their response.

[12] On May 21, 2024, the plaintiff filed a reply to the amended response.

[13] On May 27, 2024, the plaintiff filed a response to counterclaim and on August 22, 2024, Legacy filed a response to counterclaim.

[14] On June 6, 2024, the plaintiff filed a production application to compel the defendants to prepare and deliver to the plaintiff several classes of documents. On June 26, 2024, the defendants served a second amended list of documents and

served a notice to admit on the plaintiff. On July 9, 2024, the plaintiff served a reply to the defendants' notice to admit.

[15] On August 6 and 7, 2024, the plaintiff and Arjinder Kaur, his wife, who was examined as Jane Doe, were examined for discovery by the plaintiff. There were a number of outstanding discovery requests made ("Requests"). On August 16, 2024, the plaintiff provided the defendants with a table summarizing the Requests and requesting the availability of Mr. Singh to attend for a continuation of his discovery.

[16] On September 17, 2024, the plaintiff filed a notice of application seeking to compel responses to the Requests for hearing on November 4, 2024. Associate Judge Robertson ordered that the plaintiff's application be adjourned and that Mr. Singh provide particulars of his objections to the Request by November 18, 2024.

[17] On November 18, 2024, Mr. Singh provided responses to some of the Requests but refused to provide responses to several requests (the "Outstanding Requests"). He also produced an updated list of documents.

[18] On November 27, 2024, counsel for the defendants sent a letter to the plaintiff asserting that the ANOCC was deficient in that it failed to accord with Rule 3-7(18) and various jurisprudence. The defendants requested the plaintiff amend the ANOCC.

[19] On April 29, 2025, Mr. Singh was cross-examined by the plaintiff on his affidavit sworn February 17, 2025.

[20] On June 12, 2025, the plaintiff filed the current application which was heard on August 8 and continued September 5, 2025.

Issue 1: Application to add Arjinder Kaur as a Defendant

Relevant Background

[21] On the evidentiary record before me, Ms. Kaur was a director of Vstride for a limited period. In approximately July 2018, Mr. Singh asked Sukhdev Uppal,

accountant, if he would incorporate a British Columbia company for him. On July 22, 2018, Mr. Uppal incorporated Vstride and made Mr. Singh and Ms. Kaur directors of Vstride.

[22] In approximately January 2020, Mr. Singh asked Mr. Uppal to remove Ms. Kaur as a director. Mr. Singh advised him that he originally thought two directors were necessary for all company incorporations. He learnt that two directors were not required and Mr. Singh requested his wife be removed as a director.

[23] On January 4, 2020, on Mr. Singh's direction, Mr. Uppal prepared a Director's Resolution which removed Ms. Kaur as a director of Vstride. On the same day, Mr. Singh and Ms. Kaur attended at Mr. Uppal's office and he witnessed their signatures.

[24] Due to an oversight on Mr. Uppal's part, he did not submit a notice of change of directors to Corporate Online to show that Ms. Kaur had ceased to be a director. It was only in or around April 2023 that he realized his mistake. On April 4, 2023, Mr. Uppal submitted the notice of change which noted that Ms. Kaur ceased being a director on January 4, 2020.

[25] Ms. Kaur swore an affidavit in which she deposed that she:

- a. was not involved in the Project in any manner or capacity;
- b. received no money or funds from the Project; and
- c. was not included on any email correspondence in relation to the Project.

[26] Mr. Singh swore an affidavit that his wife was not involved in the Project in any manner or capacity.

[27] Mr. Upton has not sworn an affidavit in support of adding Ms. Kaur as a defendant in this action.

Position of the Parties

[28] The plaintiff claims that Ms. Kaur should be added as a defendant on the basis that she is Mr. Singh's spouse and she was one of the directors of Vstride, which was one of the entities that provided the services.

[29] Ms. Kaur says that the proposed amended notice of civil claim does not allege any facts that, if assumed to be true, discloses a cause of action against her. She points out that the amended ANOCC does not allege that she owed any contractual obligations to the plaintiff, that she breached a duty of good faith, that she was unjustly enriched, nor that she committed the tort of conversion or that she made any fraud or fraudulent tortious misrepresentations. She says that there is no legal rationale to have her added into this proceeding.

[30] Mr. Singh supports that his wife should not be added on the basis that his wife was not involved in the Project in any manner or capacity.

Legal Principles

[31] The applicable legal principles are:

- 1) A party should be added where that party's participation is necessary for the proper determination of the case: *Van de Perre v. Edwards*, [2001] 2 S.C.R. 1014 at para. 48;
- 2) The discretion to add parties should be generously exercised so as to enable effective adjudication upon all matters: *Northern Construction Co. v. British Columbia Hydro and Power Authority*, [1970] B.C.J. No. 26 at para. 14;
- 3) In exercising the discretion to add a party, the court should not concern itself as to whether the action will be successful other than to be satisfied that there may exist an issue or question between the applicant and the party being joined: *MacMillan Bloedel Ltd. v. Binstead*, [1981] B.C.J. No. 1611 at para. 12;
- 4) Evidence is not required in support of a joinder application. The pleadings may be sufficient to establish that there is a question to be tried between the parties: *Lasik Vision Canada Inc. v. TLC Vancouver Optometric Group Inc.*, [1999] B.C.J. No. 2796 at para. 15;
- 5) Where an applicant relies on pleadings alone, the facts alleged, which if assumed to be true, must disclose a cause of action: *Harrington (Guardian ad litem) v. Pappachristos*, [1992] B.C.J. No. 2600;

6) Unless there is prejudice, amendments should be granted liberally to enable the issues to be tried: *Langret Investments S.A. v. McDonnell*, [1996] B.C.J. No. 550 at para. 43.

Meade v. Armstrong (City), 2011 BCSC 1591 at para. 16.

Analysis

[32] As at the date of this application to add Ms. Kaur as a defendant in the action, the plaintiff has had an extensive opportunity to investigate what, if any, role Ms. Kaur played respecting any of the issues plead in the ANOCC. I am persuaded that she had no role and her only involvement was as the wife of Mr. Singh.

[33] Mr. Upton has provided no evidence in support of any claim against Ms. Kaur. It appears that Mr. Upton did not even know who Ms. Kaur was as he initially named the 16-year-old daughter as the spouse. There is no evidence of any correspondence, communications, meetings, telephone calls or anything that in any way supports that Ms. Kaur had anything to do with Mr. Upton, the negotiation of the agreements, or the services rendered. The only evidence is that Ms. Kaur had a short hello exchange with Mr. Upton and his wife in 2019. As she explains in her affidavit:

21. I have only ever met James Upton one time, which was for less than five minutes. I was meeting my husband's cousin close by to where Arvinder Singh was meeting with James Upton and James Upton's wife. We exchanged pleasantries and nothing further. I have not communicated directly with James Upton verbally or in writing or in any way except for that one occasion.

[34] The fact that Ms. Kaur was named as a director for Vstride and then removed on January 4, 2020, does not create any claim against her. I note the Agreement at issue in this claim is alleged to have been entered into on or about January 2022, being two years after Ms. Kaur ceased being a director. I note the allegation at para. 4 of the proposed further ANOCC is that Ms. Kaur is Mr. Singh's spouse and "was previously a director and officer of Vstride, including during the period of time that the Services were performed by Vstride for the Plaintiff..." The same allegation is asserted at para. 53 of the proposed further ANOCC. It is clear on the evidentiary

record before me that this assertion is without merit. The Services being referenced were services rendered after the Agreement was entered into in January 2022. There is no suggestion that any services were being performed prior to January 4, 2020 when Ms. Kaur ceased to be a director of Vstride.

[35] If the plaintiff has not uncovered any evidence in support of a claim against Ms. Kaur after conducting an examination for discovery of her, an examination for discovery of Mr. Singh, extensive document production, and a cross-examination of Mr. Singh on his affidavit, I see no basis to permit her addition into this action.

Issue 2: Should Jane Doe be Removed from the Action?

[36] Since I have found that Ms. Kaur is not an appropriate party to be named and Jane Doe is identified in the ANOCC as the wife of Mr. Singh, I see no reason to allow the continued inclusion of Jane Doe in this action. Jane Doe will be removed from the style of cause.

Issue 3: What Amendments Should be Permitted to the ANOCC?

[37] There was attached to the notice of application of the plaintiff as Schedule A a proposed further amended notice of civil claim (“FANOCC”). Since I have not permitted Ms. Kaur to be named in this action, the proposed amendments in the FANOCC that reference Ms. Kaur should be deleted. The other proposed amendments are appropriate, and leave is granted for those amendments.

[38] The amendments sought in the FANOCC are permitted, except for:

- Paragraph 4 should be deleted in its entirety;
- Paragraph 13, the reference to Kaur should be removed;
- The heading on page 11 with the reference to “and Kaur” should be removed; and
- Paragraph 53 should be deleted in its entirety.

[39] The defendants submitted that the paragraphs in the FANOCC that rely on an allegation of misrepresentation are lacking sufficient particulars and further particularization is needed as required by Rule 3-7(18) and as provided for in *Sidhu v. Hiebert*, 2018 BCSC 401 at para. 40. There was no application before me brought by the defendants seeking that particulars be provided. If the defendants are of the view that further particulars of misrepresentation are needed, then notice of such must be given to the plaintiff and not “sprung” on the plaintiff as part of an application to amend. I agree with the plaintiff that formal notice is required. The plaintiff also is of the view that all necessary particular facts are provided when the FANOCC is looked at as a whole.

[40] It is also my view that these parties have already used up too many days in chambers, and that if further particulars are needed, the defendants should be seeking them by way of a demand for particulars and not through an application for production of particulars.

Issue 4: Should the Outstanding Requests from the Singh EXD be Answered?

Legal Principles

[41] Rule 7-2(18)(a) requires that a person being examined for discovery must answer any question within his or her knowledge or means of knowledge regarding any matter, not privileged, relating to a matter in question in the action.

[42] The purpose of the discovery process is to allow the parties to conduct the discovery or to have produced to them documents in the party’s possession or control that will either directly or fairly lead them on a course of inquiry that will either advance their case or weaken that of the opposing party: *Winkler v. Lower Mainland Publishing Ltd.*, 2002 BCSC 40 at paras. 10-11.

[43] The following principles apply to an examination for discovery:

- Simply because an area of examination for discovery will expose a great deal of material is not a reason to limit an otherwise proper discovery:

Kendall v. Sun Life Assurance Company of Canada, 2010 BCSC 1556 at para. 9;

- Unless it is very clear that the answers may not be relevant to the issues, the better course is to allow the questions: *Kendall* at para. 12;
- The scope of the discovery is very broad: *Nwachukwu v. Ferreira*, 2011 BCSC 1755 at para. 32;
- Rigid limitations rigidly applied can destroy the right to a proper examination for discovery: *Nwachukwu* at para. 32; and
- The range of permissible questions during an examination for discovery is (i) broader than what would be admissible at trial, (ii) is not limited to the pleadings, and (iii) need only relate to a matter in issue: *Kendall* at para. 10.

Analysis

[44] The defendants took the position that it was premature for the plaintiff to seek an order for production of documents and answers to the Outstanding Requests since the FANOCC had not yet been filed and until an amended response had been filed. I am not persuaded that it is in the interests of justice to see further delays respecting the answering of the discovery requests.

[45] I turn now to the specific requests. The plaintiff has helpfully broken down the requests into different categories.

(a) Requests Relating to employees and contractors of PAR Softwares and Vstride

- i. Request Nos. 4, 5 and 6

[46] The requests made are for any contractors and non-employees, including ones that have left, for their contact information including email address and last

known phone number, as well as for production of relevant employee agreements and relevant contractor agreements.

[47] The defendants' objection was on the basis of confidentiality, and in submissions argued that not all of the employees were involved in this particular project.

[48] I am persuaded that the contact information for all contractors that worked on the Project, along with their employment or contracts agreements, should be provided. If there are other employees or contractors that did not work on the Project, there is no need for production of that information or documents.

(b) Requests relating to the Defendants' financial records

ii. Request nos. 14, 15, 16 and 19

[49] The plaintiff submits these requests are relevant to the order seeking equitable tracing and accounting as set out in the FANOCC.

[50] Questions 14 and 15 seek the production of the various operating expenses that Vstride has. I am not persuaded that there is any relevance in the operating expenses of Vstride, such as what they pay for rent and utilities, to the issues in this proceeding. Question 16 seeks to limit the question to the period that Vstride was receiving revenue from the plaintiff. In my view, this does not render the question relevant. Question 19 seeks the same information on expenses from PAR Softwares but limited to what expenses PAR Softwares claims in connection with the services that were performed pursuant to the agreement referenced at para. 21 of the ANOCC. In my view, this is a relevant question as it is relating specifically to the expenses incurred for services performed in relationship to the Agreement and to the Project.

iii. Request nos. 17, 18: Profits

[51] Question 17 seeks an answer to the question "Is Vstride profitable?" It is not clear to me what the relevance of this question is. The plaintiff knows the amount of

money he paid for the services. The issue will be whether the services the plaintiff contracted for was delivered.

[52] Question 18 seeks the answer to the same question but in relationship to PAR Softwares and I am not persuaded that this is relevant.

- iv. Request nos. 27, 28-31, 37, 81: Tax returns and filings for Mr. Singh and the corporate defendant

[53] It is not clear to me what the relevance of the private and corporate tax returns of Vstride would have. There is no obligation on the part of the defendants to produce any tax returns or GST filings in Canada or India for any years.

- v. Request nos. 64-68: Financial statements and profit and loss statements of Vstride and PAR Softwares

[54] These questions seek production of financial statements or profit and loss statements for Vstride and PAR Softwares from 2020 to 2023. I am not persuaded that this documentation is relevant to the issues in this proceeding.

- vi. Request nos. 35 and 36: Lease agreements

[55] I am not persuaded that the lease agreements relating to the personal home of the defendant, Mr. Singh, have any relevance to the issues in this proceeding.

- vii. Request nos. 53 and 54: Bank account statements

[56] The plaintiff seeks the bank statements from 2022 to present for Vstride and PAR Softwares. The plaintiff knows how much money he wired to the defendants to pay for the services. It is not clear why the bank statements for the corporate defendants should be produced.

- viii. Request nos. 73-76, 80: Revenues and expenses specifically related to the plaintiff's project

[57] Questions 73 and 75 request a summary of the total revenue earned by Vstride and PAR Softwares in connection with the Project. Although the amount paid by the plaintiff for the services rendered would be known to the plaintiff, I will require Vstride and PAR Softwares to answer these questions to ensure that the parties agree on the amount paid to Vstride and PAR Softwares for the services.

[58] Question 80 seeks production of documentation tracking the amounts paid to Vstride and PAR Softwares in connection with the Project for the purposes of the equitable tracing remedy claimed by the plaintiff. I am not persuaded that simply by pleading an equitable accounting remedy that the plaintiff is entitled to the production of this information. Ultimately, if the plaintiff can establish that remedy then it may be appropriate to make such an order.

[59] Questions 74 and 76 request the total amount of expenses, and documents in support, incurred by Vstride and PAR Softwares in connection with the Project. I will require Vstride and PAR Softwares to answer these questions as there is an issue on whether this was a fixed-based contract or not.

[60] Question 80 seeks production of documentation tracking the amounts paid to Vstride and PAR Softwares in connection with the Project for the purposes of the equitable tracing remedy claimed by the plaintiff. I am not persuaded that simply by pleading an equitable accounting remedy that the plaintiff is entitled to the production of this information. I note that the plaintiff has removed the allegations of civil fraud and fraudulent misrepresentation from the FANOCC. Ultimately, if the plaintiff can establish that remedy then it would be appropriate to make such an order.

(c) Requests relating to the amounts paid by the defendants to alleged third party service provided in connection with the Agreement

ix. Request nos. 24, 58

[61] The defendants say that question 24 on how much money was paid to the defendants' contractor is not a relevant question since it was a fixed-price contract

and, as such, the amount of money paid to any contractor is not material. The issue of whether it is a fixed-price contract or not is a live issue. I am persuaded that the defendants should be providing this information.

[62] The plaintiff suggested that the defendants be given seven days to provide written responses to the Outstanding Requests. In my view, a more appropriate timeline is 21 days from the date these reasons are released to provide the written responses.

Issue 5: Should the Singh Defendant be Ordered to Serve an Amended List of Documents?

[63] I see no need to order Mr. Singh to provide an amended list of documents. The *Supreme Court Civil Rules [Rules]* require that parties have an ongoing responsibility to list relevant documents. I see no reason to believe that Mr. Singh will not comply with this responsibility under the *Rules*.

Orders Granted

[64] The following orders are made:

1. The plaintiff's application to add Arjinder Kaur is dismissed.
2. The style of cause is amended to remove the reference to Jane Doe.
3. The following discovery questions shall be answered by Arvinder Singh by way of written responses within 21 days of these reasons being pronounced:
 - a. the contact information for all contractors that worked on the Project, along with their employment or contract agreements;
 - b. the expenses incurred by Vstride and PAR Softwares for services performed in relationship to the Agreement and to the Project;
 - c. a summary of the total revenue earned by Vstride and PAR Softwares in connection with the Project;

- d. the total amount of expenses, and documents in support, incurred by Vstride and PAR Softwares in connection with the Project; and
 - e. how much money was paid to the defendants' contractor.
4. the plaintiff's application that Arvinder Singh provide an amended list of documents is dismissed.

Costs

[65] The proposed defendant, Ms. Kaur, was successful in defeating the attempt to add her as a defendant in this action and she is entitled to her costs payable by the plaintiff at Scale B.

[66] In respect to the costs of the plaintiff and defendants, there was divided success, and I order that the costs of this application will be in the cause.

“Forth J.”