



Companies House
— for the record —

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Annual Return



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Received for filing in Electronic Format on the: **22/01/2011**

Company Name: **GRAND MEDICAL LTD.**

Company Number: **05338687**

Date of this return: **21/01/2011**

SIC codes: **5146**
5190

Company Type: **Private company limited by shares**

Situation of Registered Office: **49 WESTERN ROAD**
BOROUGH GREEN
KENT
TN15 8AN

Officers of the company

Company Director **1**

Type: **Person**

Full forename(s): **MR ANDREW JOHN**

Surname: **HAFFENDEN**

Former names:

Service Address: **49 WESTERN ROAD
BOROUGH GREEN
KENT
TN15 8AN**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **26/03/1980**

Nationality: **BRITISH**

Occupation: **NONE**

Company Director

Type: **Corporate**

Name: **MEMPHIS LIMITED**

*Registered or
principal address:* **LEVEL 5 DEVELOPMENT BANK OF SAMOA BUILDING
BEACH ROAD
APIA
SAMOA**

Non European Economic Area (EEA) Company

Legal Form: **LIMITED**

Law Governed: **SAMOA**

Register Location: **SAMOA**

Registration Number: **R27030**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	2
		<i>Aggregate nominal value</i>	2
<i>Currency</i>	GBP	<i>Amount paid</i>	0
		<i>Amount unpaid</i>	0

Prescribed particulars

SHAREHOLDERS? RESERVE POWER 4.?(1) THE SHAREHOLDERS MAY, BY SPECIAL RESOLUTION, DIRECT THE DIRECTORS TO TAKE, OR REFRAIN FROM TAKING, SPECIFIED ACTION. (2) NO SUCH SPECIAL RESOLUTION INVALIDATES ANYTHING WHICH THE DIRECTORS HAVE DONE BEFORE THE PASSING OF THE RESOLUTION. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS 37.?(1) A PERSON IS ABLE TO EXERCISE THE RIGHT TO SPEAK AT A GENERAL MEETING WHEN THAT PERSON IS IN A POSITION TO COMMUNICATE TO ALL THOSE ATTENDING THE MEETING, DURING THE MEETING, ANY INFORMATION OR OPINIONS WHICH THAT PERSON HAS ON THE BUSINESS OF THE MEETING. (2) A PERSON IS ABLE TO EXERCISE THE RIGHT TO VOTE AT A GENERAL MEETING WHEN? (A) THAT PERSON IS ABLE TO VOTE, DURING THE MEETING, ON RESOLUTIONS PUT TO THE VOTE AT THE MEETING, AND (B) THAT PERSON?S VOTE CAN BE TAKEN INTO ACCOUNT IN DETERMINING WHETHER OR NOT SUCH RESOLUTIONS ARE PASSED AT THE SAME TIME AS THE VOTES OF ALL THE OTHER PERSONS ATTENDING THE MEETING. SHARE CERTIFICATES 24.?(1) THE COMPANY MUST ISSUE EACH SHAREHOLDER, FREE OF CHARGE, WITH ONE OR MORE CERTIFICATES IN RESPECT OF THE SHARES WHICH THAT SHAREHOLDER HOLDS. (2) EVERY CERTIFICATE MUST SPECIFY? (A) IN RESPECT OF HOW MANY SHARES, OF WHAT CLASS, IT IS ISSUED; (B) THE NOMINAL VALUE OF THOSE SHARES; (C) THAT THE SHARES ARE FULLY PAID; AND (D) ANY DISTINGUISHING NUMBERS ASSIGNED TO THEM. (3) NO CERTIFICATE MAY BE ISSUED IN RESPECT OF SHARES OF MORE THAN ONE CLASS. (4) IF MORE THAN ONE PERSON HOLDS A SHARE, ONLY ONE CERTIFICATE MAY BE ISSUED IN RESPECT OF IT. DIVIDENDS AND OTHER DISTRIBUTIONS PROCEDURE FOR DECLARING DIVIDENDS 30.?(1) THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS, AND THE DIRECTORS MAY DECIDE TO PAY INTERIM DIVIDENDS. (2) A DIVIDEND MUST NOT BE DECLARED UNLESS THE DIRECTORS HAVE MADE A RECOMMENDATION AS TO ITS AMOUNT. SUCH A DIVIDEND MUST NOT EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. (3) NO DIVIDEND MAY BE DECLARED OR PAID UNLESS IT IS IN ACCORDANCE WITH SHAREHOLDERS? RESPECTIVE RIGHTS. (4) UNLESS THE SHAREHOLDERS? RESOLUTION TO DECLARE OR DIRECTORS? DECISION TO PAY A DIVIDEND, OR THE TERMS ON WHICH SHARES ARE ISSUED, SPECIFY OTHERWISE, IT MUST BE PAID BY REFERENCE TO EACH SHAREHOLDER?S HOLDING OF SHARES ON THE DATE OF THE RESOLUTION OR DECISION TO DECLARE OR PAY IT. (5) IF THE COMPANY?S SHARE CAPITAL IS DIVIDED INTO DIFFERENT CLASSES, NO INTERIM DIVIDEND MAY BE PAID ON SHARES CARRYING DEFERRED OR NON-PREFERRED RIGHTS IF, AT THE TIME OF PAYMENT, ANY PREFERENTIAL DIVIDEND IS IN ARREAR. (6) THE DIRECTORS MAY PAY AT INTERVALS ANY DIVIDEND PAYABLE AT A FIXED RATE IF IT APPEARS TO THEM THAT THE PROFITS AVAILABLE FOR DISTRIBUTION JUSTIFY THE PAYMENT. (7) IF THE DIRECTORS ACT IN GOOD FAITH, THEY DO NOT INCUR ANY LIABILITY TO THE HOLDERS OF SHARES CONFERRING PREFERRED RIGHTS FOR ANY LOSS THEY MAY SUFFER BY THE LAWFUL PAYMENT OF AN INTERIM DIVIDEND ON SHARES WITH DEFERRED OR NON-PREFERRED RIGHTS. WAIVER OF DISTRIBUTIONS 35. DISTRIBUTION RECIPIENTS MAY WAIVE THEIR ENTITLEMENT TO A DIVIDEND OR OTHER DISTRIBUTION PAYABLE IN RESPECT OF A SHARE BY GIVING THE COMPANY NOTICE IN WRITING TO THAT EFFECT, BUT IF? (A) THE SHARE HAS MORE THAN ONE HOLDER, OR (B) MORE THAN ONE PERSON IS ENTITLED TO THE SHARE, WHETHER BY REASON OF THE DEATH OR BANKRUPTCY OF ONE OR MORE JOINT HOLDERS, OR OTHERWISE, THE NOTICE IS NOT EFFECTIVE UNLESS IT IS EXPRESSED TO BE GIVEN, AND SIGNED, BY ALL THE HOLDERS OR PERSONS OTHERWISE ENTITLED TO THE SHARE

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	2
		<i>Total aggregate nominal value</i>	2

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 21/01/2011 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for a private or non-traded public company are shown below

Shareholding 1 : 2 ORDINARY shares held as at 2011-01-21
Name: GP ESTATES LTD

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.