

NIDHI MERCANTILES LIMITED

Regd. Off: B/306-309, Dynasty Business Park, Opp. Sangam Cinema, Andheri (E), Mumbai - 400059.
CIN : L51909MH1985PLC138577, Tel. No. : 022- 61115222, Fax no.022-28227865. Email id: nml.mumbai@gmail.com

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting of members of NIDHI MERCANTILES LIMITED will be held on Friday, the 17th February 2017 at 10.30 A.M. at the registered office of the Company at B/306-309, Dynasty Business Park, Opp. Sangam Cinema, Andheri (E), Mumbai - 400059, to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1: SUB-DIVISION OF EQUITY SHARES OF THE COMPANY FROM FACE VALUE OF RS. 10/- PER SHARE TO FACE VALUE OF RS. 2/- PER SHARE:

To consider and, if thought fit, to pass with or without modification, the following resolution, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 (1) (d) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from the concerned authority(ies) or bodies, approval of the members of the Company be and is hereby accorded for sub-dividing 1 (One) Equity Share of the Company of Face Value of Rs.10/- (Rupees Ten only) each into 5 (Five) Equity Shares of Face Value of Rs.2/- (Rupees Two only) each fully paid up with effect from the “Record Date” to be determined by the Board of Directors (hereinafter referred to as “the Board”) for this purpose;

RESOLVED FURTHER THAT the Authorised Share Capital of the Company Consist of Rs. 126,00,000/- (One Crore Twenty Six Lakh only) Comprising of 12,60,000 (Twelve Lakh Sixty thousand) Equity Shares of Rs. 10/- each be sub-divided into 63,00,000 (Sixty Three Lakh) Equity Shares of Rs. 2/- each.

RESOLVED FURTHER THAT the Issued, Subscribed and fully paid-up Equity Share capital of the Company comprising of 12,56,091 Equity shares (Twelve Lakh Fifty Six thousand Ninety One only) of Face value Rs. 10/- each aggregating to Rs. 1,25,60,910/- (Rs. One Crore Twenty Five Lakh Sixty Thousand Nine Hundred and Ten only) be sub-divided into 62,80,455 Equity shares (Sixty Two Lakh Eighty thousand Four hundred Fifty Five) of Face value Rs. 2/- each aggregating to 1,25,60,910/- (Rs. One Crore Twenty Five Lakh Sixty Thousand Nine Hundred and Ten only), as on record date that may be fixed by the Board.

RESOLVED FURTHER THAT the any member of the Board be and are hereby severally authorised to settle any questions, difficulty or doubt arising out of and incidental thereto and to execute all agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and generally do all such acts, deeds, matters and things as may be necessary, proper and expedient and incidental for the purpose of giving effect to this resolution and to delegate all or any of the powers herein vested in them to give effect to the above.”

ITEM NO. 2: ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

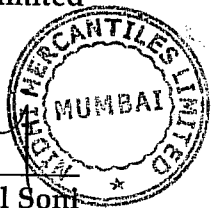

To consider and if thought fit, to pass with or without modification the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Clause V of the Memorandum of Association of the Company relating to Share Capital be substituted by the revised clause as given below:

V. The Authorized Share Capital of the Company is Rs. 1,26,00,000/- (Rupees One Crore Twenty Six Lakhs) divided into 63,00,000 (Sixty Three Lakhs) Equity shares of Rs. 2/- (Rupees Two) each with power to increase or decrease the same in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the any member of the Board be and are hereby severally authorised to settle any questions, difficulty or doubt arising out of and incidental thereto and to execute all agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and generally do all such acts, deeds, matters and things as may be necessary, proper and expedient and incidental for the purpose of giving effect to this resolution."

For and on behalf of Board of Directors
For Nidhi Mercantiles Limited



Ladhu Lal Soni
Managing Director
DIN: 00131787

Place : Mumbai

Date : 21st January, 2017

CIN: L51909MH1985PLC138577

REGISTERED OFFICE:

B/306-309, Dynasty Business Park,

Opp. Sangam cinema, Andheri (E), Mumbai - 400059.

Email id: nml.mumbai@gmail.com, Website : www.nidhi.net.in

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Pursuant to the provision of Section 105 of the Companies Act, 2013 and rules framed there under, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 14. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. Pursuant to Regulation 42 of the SEBI (Listing obligation and Disclosure Requirements), 2015, The Register of Members & Share Transfer Books will be closed from Saturday, 11th February, 2017 to Friday, the 17th February, 2017 (both days inclusive).

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar / Company.
8. The Company's Shares are listed on CSE Limited, Kolkata.
9. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Company / Registrar and Transfer Agent of the Company, in case their shares are held in Demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/S. Bigshare Services Private Limited.

E-2/3, Ansa Industrial Estate,

Saki Vihar Road, Sakinaka,

Andheri (E), Mumbai.

Tel: 022 - 40430200

Email: sandeep@bigshareonline.com, jibu@bigshareonline.com,
info@bigshareonline.com

10. Members/Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
11. Members who are holding shares in Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
12. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in Demat form, they must quote their DP ID and Client ID Number.
13. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. The instructions for members for voting electronically are as under:
 - (i) The voting period begins on 14th February, 2017 at 9:00 a.m. (IST) and ends on 16th February, 2017 at 5:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10th February, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Log on to the e-voting website www.evotingindia.com
 - (iii) Click on Shareholders
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant NIDHI MERCANTILES LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non - Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sr. no. (i) to sr. no. (xix) above to cast vote.
- (B) The voting period begins on 14th February, 2017 at 9:00 a.m. (IST) and ends on 16th February, 2017 at 5:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10th February, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

15. Institutional Members/ Bodies corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at nml.mumbai@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 16th February, 2017 upto 05:00 p.m. without which the vote shall not be treated as valid.

16. The facility for voting through ballot/polling paper shall also be made available at the venue of the EGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting right at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not entitle to cast their vote again at the EGM.
17. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 10th February, 2017.
18. Investors who became members of the Company subsequent to the dispatch of the Notice by the Company and wish to holds the shares till the cut-off date i.e. 10th February, 2017 are requested to send the written/email communication to the Company at nml.mumbai@gmail.com by mentioning their Folio No./DP ID and Client ID to obtain the Login-ID and Password for e-voting.
19. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 10th February, 2017. The facility of e-voting would be provided once for every folio/client id, irrespective of number of joint holders.
20. M/s. R. Mahadeshwar & Co., (C.P. No. 13797) Practicing Company Secretary, Mumbai has been appointed as the Scrutinizer for providing facility to the member of the Company to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer, after scrutinizing the votes cast at the meeting through poll papers and remote e-voting, will not later than 48 hours of conclusion of the Meeting, makes a consolidated scrutinizer's report and submit the same to the chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of the CDSL. The results shall also be immediately forwarded to The Calcutta Stock Exchange Ltd.
21. The Company has listed its shares on Calcutta Stock Exchange Ltd, 07, Lyons Range, Kolkata-700001.



EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2:

The Equity Shares of your Company is listed on Calcutta Stock Exchange Ltd. In order to improve the liquidity of the Company's shares in the stock market and with a view to encourage the participation of small investors by making Equity Shares of the Company affordable, the Board of Directors at its meeting held on January 21st, 2017 considered and approved sub-division of One Equity Share of the Company of face value of Rs. 10/- each into Five Equity Shares of face value of Rs. 2/- each subject to the approval of the Members of the Company and any other statutory and regulatory approvals, as applicable as on record date that may be fixed by the Board. Presently, the Authorised Share Capital of your Company is Rs. 1,26,00,000/- (Rupees One Crore Twenty Six Lakhs) divided into 12,60,000 (Twelve Lakh Sixty Thousand) Equity shares of Rs. 10/- (Rupees Ten) each to be sub-divided into 63,00,000 (Sixty Three Lakh) Equity Shares of Rs. 2/- (Rupees Two) each.

The Sub-division as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company as set out in Item No. 2 of the Notice respectively to reflect the change in face value of each Equity Share from Rs. 10/- each to Rs. 2/- each. Pursuant to the applicable provisions of the Companies Act, 2013, sub-division of Equity Shares and amendment in the Memorandum of Association of the Company requires approval of the members of the Company. The Directors recommend the Resolutions at Item Nos. 1 and 2 of Notice for approval of members of the Company. None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the Resolutions at Item Nos. 1 and 2 of the Notice except to the extent of their shareholding, if any, in the Company.

For and on behalf of Board of Directors
For Nidhi Mercantiles Limited



Ladhu Lal Soni
Managing Director
DIN: 00131787

Place: Mumbai

Date: 21st January, 2017

CIN: L51909MH1985PLC138577

REGISTERED OFFICE:

B/306-309, Dynasty Business Park,

Opp. Sangam cinema, Andheri (e), Mumbai - 400059

Email id: nml.mumbai@gmail.com, Website: www.nidhi.net.in

NIDHI MERCANTILES LIMITED

Regd. Off: B/306-309, Dynasty Business Park, Opp. Sangam Cinema, Andheri (E), Mumbai- 400 059.
CIN: L51909MH1985PLC138577, Tel. No. : 022- 61115222, Fax no.022-2822-7865.

ATTENDANCE SLIP EXTRA-ORDINARY GENERAL MEETING Friday, 17th February, 2017

Registered Folio/
DP ID and Client ID.

Name and address of the
Sole/ First Shareholder

Joint Holder 1

Joint Holder 2

I/ We hereby record my /our presence at the **EXTRA-ORDINARY GENERAL MEETING** of the Company on Friday, 17th February, 2017 at B/306-309, Dynasty Business Park, Opp. Sangam Cinema, Andheri (E), Mumbai - 400059 at 10:30 a.m.

Member's folio /DP ID
client ID No.

Member's /Proxy name in Members/Proxy Signature
Block Letters

NOTES:

1. Please complete the folio /DP ID/ Client ID No. and the name of the Member/ Proxy, sign this Attendance slip and hand it over, duly signed, at the entrance of the Meeting Hall.

NIDHI MERCANTILES LIMITED

Regd. Off: B/306-309, Dynasty Business Park, Opp. Sangam Cinema, Andheri (E), Mumbai- 400 059.

CIN: L51909MH1985PLC138577, Tel. No. : 022- 61115222, Fax no.022-2822-7865.

(Annexure to the Notice for the Extra-Ordinary General Meeting of the Company to be held on 17th February, 2017)

Name & Registered Address
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Extra-Ordinary General Meeting (EGM) to be held Friday, 17th February, 2017 at 10:30 a.m. registered office of the Company at B/306-309, Dynasty Business Park, Opp. Sangam cinema, Andheri (E), Mumbai (M.H.) - 400059 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>

The Electronic Voting Particulars are set out below:

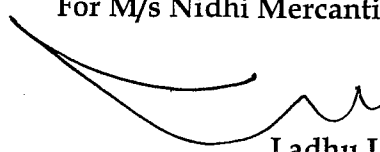
EVSN (Electronic Evoting Sequence Number)	User ID	PAN / Sequence No.
170110002		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
14 th February, 2017 at 9:00 A.M. (IST)	16 th February, 2017 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the EGM before exercising your vote.

For and on behalf of the Board of Directors
For M/s Nidhi Mercantiles Limited


Ladhu Lal Senani
Chairman

DIN: 00131787

Place: Mumbai

Date: 21st January, 2017

Encl: Notice of EGM/Attendance Slip/Proxy Form.

NIDHI MERCANTILES LIMITED

Regd. Off: B/306-309, Dynasty Business Park, Opp. Sangam Cinema, Andheri (E), Mumbai- 400 059.

CIN: L51909MH1985PLC138577, Tel. No. : 022- 61115222, Fax no.022-2822-7865.

Form MGT-11 PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

EXTRA ORDINARY GENERAL MEETING (Friday, 17th February, 2017)

Name of the member (s):

Registered address:

Email id:

Folio No./DP. ID Client ID no.

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name

Address:

E mail id:

Signature: _____ or failing him/her

2. Name

Address:

E mail id:

Signature: _____ or failing him/her

As my/or proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Friday, 17th February, 2017 at 10:30 a.m.** at the registered office of the company and any adjournment thereof in respect of the resolutions as are indicated below:-

Resolution No.	Description of Resolution	For	Against
Special Business			
01	To sub-division of equity shares of the Company from face value of Rs. 10/- per share to face value of Rs. 2/- per share.		
02	To Alteration of Capital Clause of Memorandum of Association of The Company.		

Signed this _____ day of _____, 2017.

Signature of the shareholder: _____

Signature of the proxy holder

NOTE: THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

NIDHI MERCANTILES LIMITED

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CIN: L51909MH1985PLC138577, Tel. No. : 022- 61115222, Fax no.022-2822-7865.

FOR KIND ATTENTION OF SHAREHOLDERS

Dear Shareholders,

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain new details, as are required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request you to furnish the following details for updating of Register of Members and enable the Company to send all communication to you through electronic mode:

Folio No.	
Name of the Member	
Father's/Mother's/Spouse's Name	
Address (Registered Office Address in case the Member is a Body Corporate)	
E-mail Id	
PAN or CIN	
UIN (Aadhar Number)	
Occupation	
Residential Status	
Nationality	
In case member is a minor, name of the guardian	
Date of birth of the Member	

Date:

Place:

Signature of the Member