

By Speed Post/Website

F. No. L-11015/ 128 /2023-Reg. (e)
Government of India
Ministry of Cooperation

OFFICE OF THE CENTRAL REGISTRAR OF COOPERATIVE SOCIETIES

Atal Akshaya Urja Bhawan
CGO Complex, New Delhi.

CERTIFICATE OF REGISTRATION

In pursuance of the provisions of the Multi State Cooperative Societies Act, 2002, Society by the name of **Kamdhenu Dairy Multi State Cooperative Society Limited., Orange woods, D106, New Collectorate Road, Infront of Jila Panchayat Office, Gwalior, Madhya Pradesh-474005** is registered hereby as a Multi State Cooperative Society under section 7 of the Multi State Cooperative Societies Act, 2002 (39 of 2002) and the rules framed thereunder. The Registration Number of the Society is **MSCS/CR/1449/2023**. The area of operation of the Society shall be confined to the states of **Uttar Pradesh and Madhya Pradesh**. The registration of the society is subject to the condition that the society shall not indulge in Credit/ Housing related activities in any form. The society is registered with the stipulation that the society shall commence business in both the states within a period of six months from the date of registration. The society has to function as per the provisions of the MSCS Act & Rules, 2002 read with MSCS (Amendment) Act & Rules, 2023. In case of any conflict with the Bye-laws, the provisions of said Act & Rules shall be applicable. Further, the society shall frame and amend its bye-laws in accordance with the MSCS (Amendment) Act, 2023 and MSCS (Amendment) Rules, 2023.

Given under my hand and seal this the 6th day of **November, 2023**.

Uj-6
(**Vijay Kumar**)
Central Registrar of Cooperative Societies

To

The Chief Promoter (Shri. Atul Goyal)
Kamdhenu Dairy Multi State Cooperative Society Limited.,
Orange woods, D106, New Collectorate Road,
Infront of Jila Panchayat Office, Gwalior, Madhya Pradesh-474005



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Copy to:

1. Commissioner (Cooperation) and Registrar of Cooperative Societies,
Govt. of Madhya Pradesh,
Ground Floor, Vindhyachal Building,
Bhopal-462004, Madhya Pradesh.
2. Registrar of Cooperative Societies
Govt. of Uttar Pradesh,
14, Vidhan Sabha Marg, Lucknow,
Uttar Pradesh-226001.
3. Chief Executive, National Cooperative Union of India (NCUI),
3, Siri Institutional Area,
August Kranti Marg, New Delhi -110 016.
4. Office Copy
5. L&M Section (Management Side).

BYE-LAWS OF KAMDHENU DAIRY MULTI STATE CO-OPERATIVE SOCIETY LIMITED

1. NAME OF THE SOCIETY:

The society shall be called KAMDHENU DAIRY MULTI STATE CO-OPERATIVE SOCIETY LIMITED.

2. PRINCIPLE PLACE OF BUSINESS AND REGISTERED OFFICE:

- (i) The Society shall have a principal place of business which shall be the registered office of the society. The Headquarter of the society shall be at "Orange Woods, D 106, New Collectorate Road, In front of Jila Panchayat Office, Gwalior, Madhya Pradesh - 474005".
- (ii) Any change in address shall be notified to the Central Registrar within 15 days of its change and also published in local newspaper and shall be made by an amendment of its bye-laws after following the procedures laid down in Sec. 11 of the Multi State Coop. Societies Act 2002.

3. AREA OF OPERATION:

The area of operation of the society shall be confined to the states of Uttar Pradesh and Madhya Pradesh.

4. DEFINITIONS:

(As per Section 3 of MSCS Act, 2002)

The words/expressions appearing in these bye-laws shall have the following meaning unless otherwise provided:

- (a) "Act" or "MSCS Act" means the Multi-State Cooperative Societies Act, 2002 as amended from time to time.
- (b) "Rules" means the Multi-State Cooperative Societies Rules, 2002 made under this Act, and amended from time to time.

For Kamdhenu Dairy Multi State
Co-operative Society Limited

Chief Promoter



"The society has to function as per the provisions of the Act & Rules, 2002 read with MSCS (Amendment) Act & Rules, 2023. In case of any conflict with the Bye-laws, the provisions of said Act & Rules shall be applicable".

- (c) "Central Registrar" means the Central Registrar of Cooperative Societies appointed under the provisions of the Multi State Cooperative Society Act, 2002.
- (d) "Bye-laws" means the Bye-laws of the Kamdhenu Dairy Multi State Co-operative Society Limited for the time being in force which have been duly registered or deemed to have been registered under this Act and includes amendments thereto which have been duly registered or deemed to have been registered under MSCS Act, 2002;
- (e) "Delegate" means a person who is duly appointed/elected by the members of the society or part thereof in accordance with its bye-laws as its representatives to the General Body of the society or a person who is duly authorised by the Board of the member society to represent the society in General body of the society of which the society is a member.
- (f) "General Body" means all the members of the society.
- (g) "Board" means the Board of Directors of the Society.
- (h) "General Meeting" means a meeting of the general body of the society and includes special general meeting;
- (i) "Chief Executive" means the Chief Executive of the Kamdhenu Dairy Multi State Co-operative Society Limited appointed under section 51 of MSCS Act, 2002;
- (j) "Officer" means a President, Vice-President, Chairperson, Vice-Chairperson, Chief Executive, Secretary, Treasurer, Director, Members of the Board, Liquidator and Administrator appointed under Section 123 and includes any other person empowered under Multi State Cooperative Societies Act or the rules or the Bye-laws to give direction in regard to business of the Multi State Cooperative Society.
- (k) "Member" means a person joining in the application for the registration of a Multi-State Co-operative society and includes a person admitted to membership after such registration in accordance with the provisions of MSCS Act, the rules and the bye-laws;
- (l) "Nominal" member means a person who has been admitted as a nominal member or associate member under the bye-law of the society.
- (m) Society means the "Kamdhenu Dairy Multi State Co-operative Society Limited", a cooperative society registered or deemed to be registered under the Multi-State Cooperative Societies Act, 2002;

For Kamdhenu Dairy Multi State
Co-operative Society Limited
Atul Kumar
Chief Promoter



"The society has to function as per the provisions of the Multi-State Cooperative Societies Act & Rules, 2002 read with Multi-State Cooperative Societies (Amendment) Act & Rules, 2023. In case of any conflict with the Bye-laws, the provisions of said Act & Rules shall be applicable".

- (n) "Reserve Bank" means the Reserve Bank of India constituted under the RBI Act 1934 -(2 of 1934);
- (o) "Defaulter" means a member who has defaulted in payment of any kind of dues payable to the society;
- (p) "Cooperative Year" means the period from 1st of April to 31st March;
- (q) "Area of Operation" means the area from which the persons are admitted as members of the society;
- (r) "Prescribed" means prescribed by rules;
- (s) "Cooperative Principles" means the cooperative principles as specified in the first schedule of the Multi-State Cooperative Societies Act, 2002.

5. OBJECTS AND FUNCTIONS:

(a) OBJECTS:

- (i) The principal object of the society will be to promote the interests of all its members to attain their social and economic betterment through self-help and mutual aid in accordance with the cooperative principles.
- (ii) To set up dairy farms on proper and scientific lines, purchase of dairy equipments including milk testing instruments, construct and repair cattle sheds, purchase and sale cattle of improved breed including medical care and make arrangements for the marketing of milk collected from dairy farms.
- (iii) To setup processing units and manufacturing units related to dairy such as Gobar gas plant, cheese, paneer, ghee, cow urine distillery, cow dung, etc.
- (iv) To acquire land, building, warehouse, vehicles, factories, workshops, machinery and equipments for its activities and secure from the government or other sources, requisite facilities and assistance for the society.
- (v) To sale, rent or lease the dairy farms.
- (vi) To give a contract to private firms which maintain dairy farms related to the society.
- (vii) To acquire land either through outright purchase or on lease for the formation of dairy farms.
- (viii) To help formulate and implement a plan of dairy productions of the village and to arrange the demonstration of improved dairy techniques and manage supply of dairy production and

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Co-operative Society Limited
[Signature]
Chief Promoter



Q. "The society has to function as per the provisions of the MCS Act & Rules, 2002 read with MCS (Amendment) Act & Rules, 2023. In case any conflict with the Bye-laws, the provisions of said Act & Rules shall prevail."

such other articles of domestic use as may be required by members of the society.

- (ix) To set up sheep, goat farms and poultry farms to support the dairy farms on proper and scientific guidelines from the concerned authorities.
- (x) To render technical guidance and assistance to its member in grading, packaging, standardization, bulk-buying, storing and pricing.
- (xi) To create and promote the formation of cadres of employees for the society and arrange for their proper training.
- (xii) To supply dairy products to other states either by self or by collaboration with agents, federation, cooperative society, ngos and semi government organizations.
- (xiii) To undertake and organize, seminars, workshops, symposium, studies, surveys, feasibility reports, exhibitions in connection with dairy development.
- (xiv) To establish, run and sponsor processing and manufacturing units for the production of dairy goods.
- (xv) To import and export of dairy machineries for dairy development as and when necessary.
- (xvi) To collect and disseminate necessary marketing intelligence for the benefit of its members.
- (xvii) To undertake research work and establish testing laboratories for testing of dairy goods.
- (xviii) To participate in all emerging issues whenever occurs and take steps as are incidental or conducive to the attainment of dairy's co-operative movement in the country.

(b) FUNCTIONS:

In furtherance of the above objects, the society may undertake any or all the following activities:-

- (i) Ensure compliance of the cooperative principle;
- (ii) Provide specialized training, education and data-based information;
- (iii) Promote harmonious relations amongst members;
- (iv) Assist members in organizing self-help;

6. SOCIETY TO BE A BODY CORPORATE:

(As per section 9 of MCS Act, 2002)

The registration of the society shall render it a body corporate having perpetual succession and with power to acquire, hold and

For Kamdhenu Dairy Multi State
Co-operative Society Limited
Atul Kumar
Chief Promoter



dispose of property, both moveable and immoveable, enter into contract, institute and defend suits and other legal proceedings and to do all things necessary for the purpose for which it is constituted and shall by the said name, sue or be sued.

7. ELIGIBILITY FOR OBTAINING ORDINARY MEMBERSHIP:

- (1) An applicant shall be eligible to become ordinary member of the society if he fulfills following condition;
 - (a) He has applied in writing in the prescribed form.
 - (b) He has given declaration that he is not a member of any other similar co-operative society.
 - (c) His application is approved by the board of the society.
 - (d) He resides within the area of operation.
 - (e) His interest does not conflict with the interest of the society.
 - (f) He has attained the age of 18 years.
 - (g) He has paid admission fee and purchased minimum one share and paid the value thereof in full.
 - (h) He has fulfilled all other conditions laid down in the Act, the rules and the bye-laws.
- (2) No person shall be eligible for admission as a member of the society if:
 - (a) He has been adjudged by a competent court to be a insolvent or a undercharged insolvent and genuinely need the services provided by the society.
 - (b) He has been sentenced for any offence, other than offence of a political character or an offence not involving moral turpitude and dishonesty and a period of five years has not elapsed from the date of expiry of the sentence.

8. MEMBERSHIP & ADMISSION FEES:

The society shall have the following membership & their Admission fees;

For Kamdhenu Dairy Multi State
Co-operative Society Limited
[Signature]
Chief Promoter



- (i) Ordinary Members : Rs. 100/- only
(ii) Nominal or Associate Members : Rs. 100/- only

9. ORDINARY MEMBERS:

The following persons can be admitted as ordinary members of the society:

- (i) An adult individual competent to contract under section 11 of the Indian Contract Act, 1872.
- (ii) Any multi-state co-operative society or any co-operative society; (except similar type of cooperative society).
- (iii) The Central Government;
- (iv) A State Government;
- (v) The National Co-operative Development Corporation established under the National Co-operative Development Corporation Act, 1962;
- (vi) Any other corporation owned or controlled by the Government;
- (vii) Any Government company as defined in section 617 of the Companies Act, 1956;
- (viii) Such class or classes of persons or association of persons as may be permitted by the Central Registrar having regard to the nature and activities of the society.

10. NOMINAL MEMBERS:

(As per section 26 of MSCS Act, 2002)

The society may, in the interest of promotion of the business, admit a person as nominal member or associate member on payment of fee of Rupees 100/- only provided that such member will neither be entitled to subscribe to the share capital of the society nor allowed to have any interest in the management of the society including right to vote, contest election as director of the board or participate in the meeting of board or general body of the society.

11. PROCEDURE FOR OBTAINING ORDINARY MEMBERSHIP:

As per Rule 11(a) & Rule 11(c) of MSCS Rules 2002)

- (i) The application for Ordinary membership of the society shall be submitted by an applicant to the Chief Executive

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Chief Promoter



of the society in prescribed form along with full payment of admission/membership fee of Rs. 100/- and value of minimum one share of Rs. 100/-.

DISPOSAL:

- (ii) The applications for ordinary membership of the society found complete in all respects shall be disposed of within the period of four months from the date of receipt of the application by the society. The same shall be communicated to the applicant within fifteen days of the decision by Registered Post.

Provided that if the application is not disposed of within the period aforesaid, or the decision is not communicated within a period of fifteen days of the expiry of the aforesaid period of four months, the society shall be deemed to have made a decision, on the date of expiry of such period, refusing admission to the applicant.

- (iii) The admission fee/ membership fee shall not be refundable in any case.

12. PROCEDURE FOR WITHDRAWAL OR RESIGNATION FROM MEMBERSHIP:

- (i) Any member of the society may withdraw or resign from membership of the society at anytime by giving notice to the Board of the society.
- (ii) A member who withdraws or resigns from the membership of the society shall not be eligible for re-admission as a member of the society, for a period of one year from the date of this withdrawal or resignation from membership.

13. PROCEDURE FOR EXPULSION FROM MEMBERSHIP:
(As per section 30 of MSCS Act, 2002)

- (i) The society may, by resolution passed by a majority of not less than two-thirds of the members present and voting at a general meeting of members held for the purpose, expel a member for acts which are detrimental to the proper working of the society.

Provided the member concerned shall not be expelled unless he has been given a reasonable opportunity of making representation in the matter.

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Co-operative Society Limited

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- (ii) No member of the society who has been expelled under sub-section (i) shall be eligible for re-admission as a member of the society, for a period of one year from the date of such expulsion.

14. DISQUALIFICATIONS FOR MEMBER OF THE SOCIETY:
(As per Section 29 of MSCS Act, 2002)

No person shall be eligible for being or continuing as a member of the society if:

- (i) His business is in conflict or competitive with the business of the society;
- (ii) He used for two consecutive years the services below Rupees 10000/- per year; or
- (iii) He has not attended three consecutive general meeting of the society and such absence has not been condoned by simple majority of the members in the general meeting; or
- (iv) He has made any default in payment of any amount to be paid to the society under the bye laws of the society.

15. NOTICE TO DEFAULTERS BEFORE DISQUALIFYING THEM:

The defaulters may be given reasonable opportunity of making representation in the matter before disqualifying them from membership of the society by serving them notice before 15 days that why their membership may not be terminated.

16. CESSATION OF MEMBERSHIP:

The membership of the society may cease in case of:

- (i) Resignation or death of the member.
- (ii) Cancellation of registration of the society;
- (iii) All the shares are transferred to other members;
- (iv) Expelled by the general body;
- (v) Incurring any of the disqualifications of membership.

17. LIABILITY OF MEMBERS:

(As per Section 16 of MSCS Act, 2002)

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Co-operative Society Limited
Chief Promoter



Liability of the members shall be limited to the share capital subscribed by them;

18. RIGHTS AND DUTIES OF THE MEMBERS:

- (a) A member of the society shall exercise the rights of a member if he has paid the membership fee and purchased minimum one share as specified in the bye laws.
- (b) Right to receive notice of general body meetings as per bye-laws of the society;
- (c) A member of the society shall have one vote in the affairs of the society.
- (d) A member of the society shall exercise his vote in person and he shall not be permitted to vote by proxy.
- (e) A member of the society shall have right to attend and take active part in the proceedings of the general body meeting;
- (f) A member of the society shall have right to take part in elections and contest for any post as per provision of the Act, Rules and Bye-Laws of the society;
- (g) A member of the society shall have right to inspect register of members books of accounts or any other record and obtain certified copies of the documents.
- (h) A member of the society should not be indulged in activities which are detrimental to proper working of the society.

19. TRANSFER OF INTEREST ON DEATH OF MEMBERS:

(As per Section 36 of MSCS Act, 2002)

- (i) On death of a member, the society may pay to the person or persons nominated a sum representing the value of the shareholder's interest in the society within six months from the death of the shareholder or if there is no nomination the society may pay to such person or persons as may appear to the Board to be entitled to receive the same as heir or legal representative of the deceased shareholder on his or their executing an appropriate deed of indemnity in favour of the society unless prevented by an order of a competent court.

For Kamdhenu Dairy Multi State
Co-operative Society Limited
[Signature]
Chief Promoter



Provided that no such transfer or payment shall be made except with the consent of the nominee, heir or legal representative, as the case may be.

- (ii) All transfers and payments made by the society in accordance with the provisions of this section shall be valid and effectual against any demand made upon the society by other person.

20. NOMINATION:

- (i) A member may nominate a person to receive the member's interest in the society after his death. Nomination shall be made in the prescribed form and entered in the special register kept at the society's registered office. Prior approval of the Board shall be necessary if the person to be nominated is an employee of the society.
- (ii) Nomination can be revoked and fresh nomination be made by a member at number of times after due intimation in writing to the society and on payment of prescribed fee as determined by the Board from time to time for every subsequent nomination.

21. LIABILITY OF PAST MEMBERS AND ESTATE OF A DECEASED MEMBER: (As per Section 37 of MSCS Act, 2002)

- (1) Subject to the provisions of sub section (2) of section 37, the liability of a past member or of the estate of a deceased member of a multi state co-operative society for the debts of the society as they existed:-
- (a) in the case of a past member, on the date on which he ceased to be a member and
- (b) in the case of a deceased member, on the date of his death, shall continue for a period of two years from such date.
- (2) Notwithstanding anything contained in sub-section (1) of section 37, where a multi state co-operative society is ordered to be wound up under section 86 of the MSCS Act, the liability of a past member who ceased to be a member or of the estate of a deceased member who died within two years immediately preceding the date of the order of winding up, shall continue until the entire liquidation proceedings are completed, but such liability shall extend only to the debts of the society as they existed on the

For Kamdhenu Dairy Multi State
Co-operative Society Limited
[Signature]
Chief Promoter



date of cessation of membership or death, as the case may be.

22. AUTHORIZED SHARE CAPITAL:

The authorized share capital of the society shall be Rupees 10000000/- (One Crore Only) which shall comprise of One Lakh shares of the face value of Rupees 100/- each.

23. SHARE CERTIFICATE:

- (i) Every member shall be entitled to receive a share certificate gratis stating the number of shares and their distinctive numbers. The share certificates shall be signed by the Chief Executive and any Director authorized by the Board and bear the seal of the society.
- (ii) If any certificate be worn out, defaced, destroyed or lost, a new share certificate may be issued in lieu thereof on payment of a fee of Rupees 10/- per share. It shall, however, be necessary to produce evidence to the satisfaction of the Board that the share certificates were worn out, defaced, destroyed or lost, or in absence of such evidence, on such indemnity as the Board may deem sufficient.

24. MAXIMUM HOLDING OF SHARES:

No member other than the authorities referred to in clause (c) to (g) of sub section (1) of section 25 of the Act shall hold more than $1/5^{th}$ of the total share capital of the society.

25. TRANSFER OF SHARES:

- (a) A member may transfer his share or shares after holding them for not less than one year to another member duly approved by the Board of Directors. The transfer is not complete until the name of the transferee has been duly entered in the register of members and the transfer fee of Rupees 10/- per share is paid.
- (b) The transfer, allotment and redemption of shares shall be on the face value of the shares.

For Kamdhenu Dairy Multi State
Co-operative Society Limited
[Signature]
Chief Promoter



"The society has to function as per the provisions of the MSCS Act & Rules, 2002 read with MSCS (Amendment) Act & Rules, 2023. In case of any conflict with the provisions of said Act & Rules shall be applicable".

26. THE BOARD MAY, ON APPLICATION, BY A MEMBER:

- (a) Approve conversion of shares allotted to it or part thereof into those of other denominations subject to such conditions as the Board may decide to impose.
- (b) Consolidate all or some of the partly paid shares already allotted to member.

27. LIEN ON SHARES AND DIVIDENDS:

The society shall have the first and paramount lien or charge upon all the shares and dividends of any member or past member for all moneys due from him to the society from time to time. The society may at any time set off any sum credited by or payable to the member or past member towards payment of any liability of such member as past-member.

28. SOURCES OF FUNDS:

1. The funds of the society shall be raised in the following manner:

- (a) Share capital
- (b) Admission Fees
- (c) Loans, cash credit, overdraft from banks or other financial institutions
- (d) Donations, grants and subsidies from State Government and/or Government of India.
- (e) Contribution from ordinary members
- (f) Profit from operations
- (g) Dividend, interest etc.

2. The funds of the society shall be applied to achieve the objectives of the society.

For Kamdhenu Dairy Multi State
Co-operative Society Limited
[Signature]
Chief Promoter



"The society has to function as per the provisions of the MSCS Act & Rules, 2002 read with MSCS (Amendment) Act & Rules, 2023. In case of any conflict with the Bye-laws, the provisions of said Act & Rules shall be applicable".

29. **RESTRICTIONS ON BORROWING:**
(Section 67 of MSCS Act, 2002)

The society may raise loans and receive grants from external sources to such extent that the total amount of loans and grants received during any financial year shall not exceed ten times of the sum of subscribed share capital and accumulated reserves minus accumulated losses.

30. **CONSTITUTION OF THE BOARD OF DIRECTORS:**
(As per Section 41 of MSCS Act, 2002)

The affairs of the society shall be managed by the Board of Directors consisting of the following:

- (i) The Board of Directors shall consist of Nine Directors excluding Chief Executive.
- (ii) Chief Executive shall be the ex-officio member of the Board who shall be appointed by the Board of Directors.
- (iii) Nine Directors to be elected by the members in the General Body meeting.
- (iv) Among the Nine Directors, one seat shall be reserved for SC/ST and two seats for women as per 97th Constitutional Amendment Act.

31. **TERM OF THE BOARD OF DIRECTORS:**
(As per Section 45(5) of MSCS Act, 2002)

The term of the office of the elected Members of the Board of Directors shall be five years from the date of election.

32. **RIGHT OF A MEMBER TO GET INFORMATION:**

The society shall ensure timely access of information to its members. For this purpose, the society shall designate the MD or any other director or any other officer of the society as the information officer. The information officer shall provide access to books, information and accounts of the society which shall be kept in regular transaction of its business with its members.

For Kamdhenu Dairy Multi State
Co-operative Society Limited
[Signature]
Chief Promoter



"The society has to function as per the provisions of the MSCS Act & Rules, 2002 read with MSCS (Amendment) Act & Rules, 2023. In case of any conflict with the Bye-laws, the provisions of said Act & Rules shall be applicable".

33. ELECTIONS OF MEMBERS OF THE BOARD:
(As per Section 45 of MSCS Act, 2002)

- (a) The election of the members of the board shall be held in the general body meeting of the members of the society by secret ballot.
- (b) The elected members of the Board shall be eligible for re-election.
- (c) Where the board fails to conduct election of the members of board, the Central Registrar shall hold the election within a period of ninety days from the date when such election became due.
- (d) No person shall be eligible to be elected as a member of the board of the society unless he is a member of the general body of the society.
- (e) The expenses for holding election by the Central Registrar shall be borne by the society.
- (f) The election of a board shall be conducted before the expiry of the term of the board so as to ensure that the newly elected members of the board assume office immediately on the expiry of the office of members of the outgoing board.
- (g) Elections of the board are required to be conducted as per the provisions of MSCS Act 2002 and rules made there under.

34. REMOVAL OF ELECTED MEMBERS OF BOARD BY GENERAL BODY:
(As per Section 47 of MSCS Act, 2002)

An elected member of a board, who has acted adversely to the interests of the society, may on the basis of a report of the Central Registrar or otherwise be removed from the board upon a resolution of the general body passed at its meeting by a majority of not less than two-third of the members present and voting at the meeting.

Provided the member concerned shall not be removed unless he has been given a reasonable opportunity of making a representation in the matter.

For Kamdhenu Dairy Multi State
Co-operative Society Limited
Anand Gul
Chief Promoter



"The society has to function as per the provisions of the MSCS Act & Rules, 2002 read with MSCS (Amendment) Act & Rules, 2023. In case of any conflict with the Bye-laws, the provisions of said Act & Rules shall be applicable".

35. FILLING UP OF VACANCY ON THE BOARD:

If any vacancy arises in the board of Directors, it shall be filled up by election only as per the provisions of the MSCS Act, 2002 and rules made there under.

36. DISQUALIFICATIONS FOR BEING A MEMBER OF BOARD:
(As per Section 43 of MSCS Act, 2002)

- (1) No member of the society shall be eligible for being chosen as a member of the board of the Kamdhenu Dairy Multi State Co-operative Society Limited, if such member:
- (a) has been adjudged by a competent court to be insolvent or of unsound mind;
 - (b) is concerned or participates in the profits of any contract with the society;
 - (c) has been convicted for an offence involving moral turpitude;
 - (d) holds any office or place of profit under the society:
Provided that the Chief Executive or other full-time employees of the society as may be notified by the Central Government from time to time or a person elected by the employees of the society to represent them on the board of the society shall be eligible for being chosen as, or for being, a member of the board;
 - (e) has been a member of the society for less than twelve months immediately preceding the date of such election or appointment;
 - (f) has interest in any business of the kind carried on by the society of which he is a member.
 - (g) has taken loan or goods on credit from the society of which he is a member, or is otherwise indebted to the society and after the receipt of a notice of default issued to him by the society, has defaulted:
 - (i) in repayment of such loan or debt or in payment of the price of the goods taken on credit, as the case may be, within the date fixed for such repayment or payment or where such date is extended, which in no case shall exceed six months, within the date so extended, or
 - (ii) when such loan or debt or the price of goods taken on credit is to be paid, in installments, in payment of any installment, and the amount in default or any part

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Co-operative Society Limited
[Signature]
Chief Promoter



Q. "The society has to function as per the provisions of the MSCS Act & Rules, 2002 read with MSCS (Amendment) Act & Rules, 2023. In case of any conflict with the By-laws, the provisions of said Act & Rules shall be applicable".

thereof has remained unpaid on the expiry of six months from the date of such default;

Provided that a member of the board who has ceased to hold office as such under this clause shall not be eligible, for a period of one year, from the date on which he ceased to hold office, for re-election as a member of the board of the society of which he was a member of for the election to the board of any other society;

- (h) is a person against whom any amount due under a decree, decision or order is pending recovery under this Act, 2002;
- (i) is retained or employed as a legal practitioner on behalf of or against the society.

Explanation: For the purposes of this clause, "legal practitioner" has the same meaning as in clause (i) of sub-section (1) of section 2 of the Advocates act, 1961 (25 of 1961);

- (j) has been convicted for any offence under this Act;
 - (k) is disqualified for being a member under section 29;
 - (l) has been expelled as a member under section 30;
 - (m) absents himself from three consecutive board meetings and such absence has not been condoned to by the board;
 - (n) absents himself from three consecutive general body meetings and such absence has not been condoned by the members in the general body.
- (2) A person shall not be eligible for being elected as member of a board of society for a period of five years if the board of such society fails:
- (a) to conduct elections of the board under section 45 of MSCS Act, 2002; or
 - (b) to call the annual general meeting under section 39 of MSCS Act, 2002; or
 - (c) to prepare the financial statement and present the same in the annual general meeting.

37. POWERS & FUNCTIONS OF BOARD:

(As per Section 49 of MSCS Act, 2002)

- (1) The board may exercise all such powers as may be necessary or expedient for the purpose of carrying out its functions under this Act.

For Karadhenu Dairy Multi State
Co-operative Society Limited
[Signature]
Chief Promoter



- (2) Without prejudice to the generality of the foregoing powers, such powers shall include the powers:
- (i) To admit members;
 - (ii) To interpret the organizational objectives and set up specified goals to be achieved towards these objectives;
 - (iii) To make periodic appraisal of operations;
 - (iv) To appoint and remove a Chief Executive and such other employees of the society as are not required to be appointed by the Chief Executive;
 - (v) To make provisions for regulating the appointment of employees of the society and the scales of pay, allowances and other conditions of service of, including disciplinary action against, such employees;
 - (vi) To place the annual report, annual financial statements, annual plan and budget for the approval of the general body;
 - (vii) To consider audit and compliance report and place the same before the general body;
 - (viii) To acquire or dispose of the immoveable property;
 - (ix) To review membership in other co-operatives;
 - (x) To approve annual and supplementary budget;
 - (xi) To raise funds;
 - (xii) To take such other measures or to do such other acts as may be prescribed or required under this Act or the bye-laws or as may be delegated by the general body.

38. MEETINGS OF BOARD OF DIRECTORS:

(As per Section 50 of MCS Act, 2002)

- (i) The Chief Executive shall convene the meetings of board at the instance of the President of the society.
- (ii) The total number of meetings of the board in a year shall be four and the Board of Directors shall meet at least once in every quarter;
- (iii) The meetings of the Board of Directors shall normally be held at the registered office of the society. In exceptional cases, the meetings of the board may be held at any other place as decided by the Board but within the area of operation of the society.
- (iv) The meetings of the Board of Directors shall be presided over by the President or in his absence by the Vice President and in the absence of both President and Vice-

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Co-operative Society Limited
[Signature]
Chief Promoter



President, the Directors present in the meeting shall elect a President for the meeting from among themselves to preside.

- (v) Fourteen days notice shall ordinarily be necessary for the meeting of the Board of Directors;
- (vi) The Quorum for the board meeting of the Board of Directors shall be 2/3rd members of the board of the society.

39. MINUTES OF THE MEETING OF BOARD OF DIRECTORS:

The minutes of meeting of the Board of Directors shall be recorded in the Minute Book kept for the purpose within thirty days of the meeting and the pages of which shall be duly numbered. The President of the meeting and Chief Executive of the Society shall sign the minutes of the meeting.

40. COMMITTEE OF BOARD:

(As per Section 53 of MSCS Act, 2002)

The Board may constitute an Executive Committee and other committees or sub-committees as may be considered necessary, provided committees or sub-committees other than the Executive committee shall not exceed three at a given point of time.

41. GENERAL BODY:

- (i) The general body of the society shall consist of all members of the society.
- (ii) The final authority of the society shall vest in the general body subject to the provisions of the MSCS Act & Rules.

42. ANNUAL GENERAL BODY MEETING:

(As per Section 39 of MSCS Act, 2002)

The society shall hold the annual general meeting of its members at the principal place of the society not later than a period of six months after the close of co-operative year for the purpose of:

- (i) Consideration of the audited statement of accounts;
- (ii) Consideration of the audit report and annual report;
- (iii) Consideration of audit compliance report;

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Co-operative Society Limited
Atul K. Jaiswal
Chief Promoter



Q. "The society has to function as per the provisions of the MCS Act & Rules, 2002 read with MCSA (Amendment) Act & Rules, 2023. In case of any conflict with the Bye-laws, the provisions of said Act & Rules shall be applicable".

- (iv) Disposal of net profits;
- (v) Review of operational deficit, if any;
- (vi) Creation of specific reserves and other funds;
- (vii) Approval of the annual budget;
- (viii) Review of actual utilisation of reserve and other funds;
- (ix) Approval of the long-term perspective plan and the annual operational plan;
- (x) Review of annual report and accounts of subsidiary institution, if any;
- (xi) Expulsion of members;
- (xii) List of employees who are relatives of members of the board or of the Chief Executive;
- (xiii) Amendment of bye-laws, if any;
- (xiv) Formulation of code of conduct for the members of the board and officers;
- (xv) Election & removal of members of the board, if any;
- (xvi) Consider the statement showing details of loans or goods on credit if any given to any director or to the spouse of the director or his/her son or daughter during the preceding year or outstanding against any of them;
- (xvii) Approval for appointment of Auditors & fixation of remuneration;
- (xviii) Any other matter laid before it by the Board of Directors.

43. SPECIAL GENERAL BODY MEETING:

(As per section 40 of MCSA Act, 2002)

- (a) The Chief Executive may, at any time, on the direction of the board, call a special general meeting of the society and shall call such meeting within one month after the receipt of a requisition in writing from the Central Registrar or 1/5th of the total number of members of the society to transact the business as stated in notice of the meeting.
- (b) If a special general meeting of a multi-State co-operative society is not called in accordance with the requisition referred to in sub-section (1), the Central Registrar or any person authorised by him in this behalf shall have the power to call such meeting and that meeting shall be deemed to be a meeting called by the Chief Executive in accordance with the provisions of that sub-section and the Central Registrar may order that the expenditure incurred in calling such



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Co-operative Society Limited
[Signature]
Chief Promoter

"The society has to function as per the provisions of the MSCS Act & Rules, 2002 read with MSCS (Amendment) Act & Rules, 2023. In case of any conflict with the Bye-laws, the provisions of said Act & Rules shall be applicable".

meeting shall be paid out of the funds of the society or by such person or persons who, in the opinion of the Central Registrar, was or were responsible for the refusal or failure to convene the special general meeting.

44. NOTICE FOR THE ANNUAL GENERAL BODY MEETING AND SPECIAL GENERAL BODY MEETINGS:

(As per Rule 15(1) & 15(5) of MSCS Rules, 2002)

- (i) Annual General Meeting of the society may be called by giving not less than 14 days notice in writing to all the members of the society, accompanied by a copy of each of the audited balance-sheet, profit and loss account together with the auditors report relating to the preceding year and the report of the Board, amendment of bye-laws, if any and election of members of the board, if any.

(As per Rule 15(2) of MSCS Rules, 2002)

- (ii) Special General Meeting of the society may be called by giving not less than 7 days notice in writing to all the members of the society.
- (iii) The notice of annual general body meeting and special general meeting shall be sent to members by any of the following mode:
- (a) By Local delivery or
- (b) Under Postal Certificate or
- (c) By publication in the newspaper having wide circulation.
- (iv) Notice of the general body meeting shall also be affixed on the notice board of the registered office and its branches, if any.

45. QUORUM AT A GENERAL MEETING:

(As per Rule 16 of MSCS Rules, 2002)

- (i) The quorum for the general meeting shall be one fifth of the total number of members of the general body of the society or 30 members, whichever is less.
- (ii) No business shall be transacted at any general meeting unless there is a quorum at the time when the business of the meeting is due to commence;



For Kamdhenu Dairy Multi State
Co-operative Society Limited
Anurag Jui
Chief Promoter

"The society has to function as per the provisions of the MSCS Act & Rules, 2002 read with MSCS (Amendment) Act & Rules, 2003, in case of conflict, the provisions of said Act & Rules shall be applicable".

- (iii) If within half an hour from the time appointed for the meeting, quorum is not present, the meeting shall stand adjourned and would be held after half an hour at which the quorum will not be required.
- (iv) If at any time during the meeting sufficient number of members are not present to form the quorum, the President or the member presiding over the meeting on his own, or on his attention being drawn to this fact, shall adjourn the meeting and the business that remains to be transacted at this meeting, if any, shall be disposed off in the usual manner at the adjourned meeting;
- (v) Where a meeting is adjourned under sub-clause (iii) or (iv) the adjourned meeting shall be held either on the same day or on such date, time and place as may be decided by the President or the member presiding over the meeting, but within seven days from the date of adjourned meeting.
- (vi) No business shall be transacted at any adjourned meeting other than the business on the agenda of the adjourned meeting under sub-rule (iii) or sub-rule (iv);
- (vii) No quorum shall be necessary in respect of an adjourned general meeting.

46. MINUTES OF GENERAL BODY MEETING:

Minutes of the General Body Meeting shall be entered in the minutes book kept for the purpose within thirty days of the conclusion of the meeting and shall be signed by the President and Chief Executive of the meeting. The minutes so signed shall be an evidence of the correct proceedings of that meeting.

47. VOTE OF MEMBER & MANNER OF EXERCISING VOTE:

(As per section 31 & 32 of MSCS Act, 2002)

- (a) Every member of the society shall have one vote in the affairs of the society;
- (b) In the case of an equality of votes, the President shall have a casting vote;
- (c) Every member of the society shall exercise his vote in person and no member shall be permitted to vote by proxy.



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Co-operative Society Limited
Hindooji
Chief Promoter

"The society has to function as per the provisions of the MSCS Act & Rules, 2002 read with MSCS (Amendment) Act & Rules, 2023. In case of conflict with the provisions of said Act & Rules shall be applicable".

48. **CHIEF EXECUTIVE:**
(As per Section 51 of MSCS Act, 2002)

The Chief Executive of the Society shall be full time employee of the society and appointed by the Board. He shall be ex-officio member of the Board and a member of all the committees and sub-committees of the Board as may be constituted and aid and assist the Board of Directors in its functions.

49. **POWERS AND FUNCTIONS OF CHIEF EXECUTIVE:**
(As per Section 52 of MSCS Act, 2002)

The Chief Executive shall under the general superintendent, direction and control of the board, exercise the powers and discharge the functions specified below, namely:-

- (a) Day-to-day management of the business of the multi-state co-operative society;
- (b) Operating the accounts of the multi-state co-operative society and be responsible for making arrangements for safe custody of cash;
- (c) Signing on the documents for and all on behalf of the multi-state co-operative society;
- (d) Making arrangement for the proper maintenance of various books and records of the multi-state co-operative society and for the correct preparation, timely submission of periodical statements and returns in accordance with the provisions of this Act, the rules and the bye-laws.
- (e) Convening meeting of the general body of the multi-state co-operative society, the board and the Executive Committee and other committees or sub-committees constituted under sub-section (1) of section 53 and maintaining proper records for such meetings;
- (f) Making appointments to the posts in the multi-state co-operative society in accordance with bye laws;
- (g) Assisting the board in the formulation of policies, objectives and planning;
- (h) Furnishing to the board periodical information necessary for appraising the operations and functions of the multi-state co-operative society;
- (i) Appoint the person to sue or be sued on behalf of the multi-state co-operative society;



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Atul K. Gul
— Chief Promoter

- (j) Present the draft annual report and financial statement for the approval of the board within thirty days of closure of the financial year.
- (k) Performing such other duties, and exercising such other powers, as may be specified in the bye-laws of the multi state co-operative society.

50. PRESIDENT AND VICE-PRESIDENT:

- (a) There shall be a President and a Vice-President elected by the Board of Directors from among themselves. The President and in his absence, the Vice-President shall preside over the meeting of the General Body and the Board of Directors.
- (b) The term of office of the President and Vice-President shall be co-terminus with the term of the elected members of the Board unless President or Vice-President ceases to be a Director earlier.

51. PROHIBITION TO HOLD OFFICE OF PRESIDENT OR VICE-PRESIDENT IN CERTAIN CASES:

(As per Section 44 & 46 of MSCS Act, 2002)

- (i) No member of board shall be eligible to be elected as the President or Vice-President of the society if such member is a Minister in the Central Government or a State Government.
- (ii) No member of board shall be eligible to be elected as the President of a society, if he has held the office during two consecutive terms, whether full or part.
- (iii) No member shall be eligible to hold, at the same time, office of a President or Vice-President on the board of more than two multi state co-operative societies.

52. POWERS AND FUNCTIONS OF THE PRESIDENT:

The President shall have the following powers and functions:

- (a) He shall preside over the meeting of the general body, Board of Directors and executive committee;



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Co-operative Society Limited

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Chief Promoter

- (b) The President and CEO shall sign the proceedings of all the meetings presided over by him;
- (c) In the event of equality of votes on a resolution the President shall have a casting vote in the meeting;
- (d) The President may authorise any of his powers and functions to the Vice-President.
- (e) To convene the meeting of the Board of Directors, Executive Committee and other committees of which he is the President;
- (f) All the powers and functions mentioned above shall be as per the provisions of MSCS Act, 2002 and rules made there under.

53. AMENDMENT TO BYE-LAWS:

(As per section 11 of MSCS Act, 2002)

- (1) No amendment of any bye-laws of the society shall be valid, unless such amendment has been registered under this Act.
- (2) The amendment to the bye laws of the society shall be made by a resolution passed by a two-third majority of the members present and voting at general meeting of the society.
- (3) No such resolution shall be valid unless fifteen clear days' notice of the proposed amendment has been given to the society.
- (4) In every case in which the society proposes to amend its bye laws, an application to register such amendments shall be made to the Central Registrar together with-
 - (a) a copy of the resolution referred to in sub-section (2);
 - (b) a statement containing the particulars indicating:
 - (i) the date of the general meeting at which the amendments to the bye laws were made;
 - (ii) the number of days' notice given to convene the general meeting;
 - (iii) the total number of members of the society;
 - (iv) the quorum required for such meeting;
 - (v) the number of members present at the meeting;
 - (vi) the number of members who voted in such meeting;
 - (vii) the number of members who voted in favour of such amendments to the bye laws;



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Co-operative Society Limited

Chief Promoter

- (c) a copy of the relevant bye laws in force with the amendment proposed to be made together with reasons justifying such amendments;
 - (d) four copies of the text of the bye laws incorporating therein the proposed amendments signed by the officer duly authorized in this behalf by the general body;
 - (e) a copy of the notice given to the members and the proposal to amend the bye laws;
 - (f) a certificate signed by the person who presided at the general meeting certifying that the procedure specified in sub sections (2) and (3) and the bye laws, had been followed;
 - (g) any other particular which may be required by the Central Registrar in this behalf.
- (5) Every such application shall be made within sixty days from the date of the general meeting at which such amendment to the bye laws was passed.

54. RESERVE FUND:

- (i) In addition to the sum prescribed under the Act, Rules and Bye-laws of the society, all admission fees, entrance fees, nominal membership fees, amount of forfeited shares and dividends and donations shall be carried to the Reserve Fund.
- (ii) The Reserve Fund shall be separately invested in government and trustee securities or other approved securities with the District Central Co-operative Bank or the State Co-operative Bank.
- (iii) Any loss occurring as the net result of the years working is made good from the Reserve Fund or from the profits of the next ensuing year or years with the previous sanction of the Registrar.

55. DISPOSAL OF NET PROFITS:

(As per Section 63 (1) & (2) of MSCS Act, 2002)

- (i) The society shall out of its net profits in any year:
 - (a) Transfer an amount of not less than 25% of the profit to the reserve fund;

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Co-operative Society Limited
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- (b) Credit one percent of profit to the cooperative education fund maintained by the National Co-operative Union of India Limited, New Delhi;
- (c) Transfer an amount of not less than ten percent to reserve fund for meeting unforeseen losses.

(ii) The balance of the net profits may be utilised for all or any of the following purposes:

- (a) Payment of dividend to members on their paid-up share capital at a rate not exceeding 18%.
- (b) Contribution to the education fund at the rate of 5% or more and not exceeding 10%. The fund may be utilised for the education and training of members, directors and employees as approved by the General Body
- (c) Donation for the development of the cooperative movement or charitable purpose as defined in section 2 of the Charitable Endowment Act, 1890 (6 of 1890) not exceeding 5% of the balance net profits.
- (d) Payment of ex-gratia amount to employees of the society to the extent not exceeding 10% of the balance net profits.
- (e) Distribution of patronage bonus to its members not exceeding 10% of the balance net profits.
- (f) Surplus net profits, if any, shall be credited to reserve fund.

However such payment shall be paid only out of net profit and in no case the capital or the reserve shall be distributed as bonus or dividend.

56. INVESTMENT OF FUNDS:

(As per Section 64 of MSCS Act, 2002)

The society may invest its funds in:-

- (i) a co-operative bank, State co-operative bank, co-operative land development bank or Central co-operative bank; or
- (ii) any of the securities specified in section 20 of the Indian Trust Act 1882 (2 of 1882); or
- (iii) in the shares or securities of any other multi state co-operative society or any co-operative society; or
- (iv) any other bank.

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Co-operative Society Limited

Chief Promoter



57. OPERATION OF BANK ACCOUNTS:

To open and operate account in the name of the Society with a Bank or Banks in such number as may be necessary for carrying out the activities of the society and to give instructions to the bank to provide for opening and operation of such account by one or more of the Directors of the Board or by a member of the society as authorized by a resolution of the Board.

58. DIVIDEND:

- (a) The dividend declared shall be paid to the person whose name stands as the registered shareholder in the books of the Society on the last day of the co-operative year to which the dividend relates.
- (b) Dividend shall be proportionate to the amount paid on shares and the period in whole months for which the amount stood to the credit of the shareholder.
- (c) Any dividend remaining unclaimed for three years after having been declared shall be forfeited and shall be carried to the Reserve Fund of the society. Unpaid dividend shall be payable on application provided the same has not been forfeited.

59. CONTRIBUTORY PROVIDENT FUND:

(As per Section 69 of MSCS Act & Rule 26 of MSCS Rules)

- (1) The society shall establish a Contributory Provident Fund for the benefit of its employees in accordance with the provisions of Employees Provident Fund and Miscellaneous Provisions Act, 1952 (99 of 1952).
- (2) Amount standing to the credit of any contributor fund established by the society shall not -
 - (a) be used in the business of the society;
 - (b) form part of the assets of the society;
 - (c) be liable to attachment or be subject to any other process of any court or other authority.
- (3) The society while creating such a fund shall provide for the following as decided by the Board of Directors:
 - (a) Authority to administer the fund.

For Kandhenu Dairy Multi State
Co-operative Society Limited
[Signature]
Chief Promoter



- (b) Amount of contribution to be deducted from the employee's salary.
 - (c) Mode of nomination for payment of the amount of the contributory provident fund in case of employee's death.
 - (d) Purpose for which, the extent to which, and the period after which, advances may be made against the security of such fund and the number of monthly installments in which advance is to be repaid.
 - (e) Refund of employee's contribution and contribution made by the society.
 - (f) Maintenance of accounts of such fund.
- (4) The amount of contribution that can be deducted from the salary of an employee of the society shall not be less than the ceiling provided in the Employees Provident Fund and Miscellaneous Provisions Act, 1952 (19 of 1952).
- (5) The society may make such contribution every year to the employees contributory provident fund as may be approved by the board subject to the maximum ceiling as provided in the Employees Provident Fund and Miscellaneous Provisions Act, 1952 (19 of 1952).

60. AUDIT OF ACCOUNTS AND AUDITOR:

- (a) The accounts of the society shall be audited by an auditor or auditing firm appointed from the panel of auditors approved by the Central Registrar or the general body of the society as per the provision of section 70 (9) of the MSCS Act, 2002 and rules made there under.
- (b) The qualifications/disqualification, powers, rights and duties of the auditor shall be as per the provision of the Act.
- (c) The society shall make provisions with respect to the maintenance of its accounts and the auditing of such accounts at least once in each financial year.

61. ACCOUNTS AND RECORDS:

Accounts and records shall be maintained in forms prescribed under the Act, Rules and Bye laws with such additions as the board of directors consider necessary and approved by the Central

For Kamdhenu Dairy Multi State
Co-operative Society Limited
A. Tulsi
Chief Promoter



Registrar. Any member of the society may inspect during office hours any of the registers or records in so far as it relates to his own business transaction.

62. FILING OF RETURNS:

(As per section 120 of MSCS Act, 2002)

Every year within six months of the closure of the accounting year the society shall file the following returns with the Central Registrar, namely:-

- (a) Audited statements of accounts;
- (b) Annual report of the activities;
- (c) Plan for surplus disposal as approved by the general body;
- (d) List of amendments to the bye-laws of the multi-State co-operative society;
- (e) Declaration regarding date of holding of general body meeting and conduct of election where due;
- (f) Any other information required by the Central Registrar in pursuance of any of the provision of MSCS Act.

63. ASSOCIATION OF EMPLOYEES IN MANAGEMENT DECISION MAKING PROCESS:

(As per section 42 of MSCS Act, 2002)

The General Body of the society shall devise procedure for the association of the representative of employees of the society in the management decision making process.

64. EDUCATIONAL COURSE FOR MEMBERS:

(As per section 27 of MSCS Act, 2002)

The society shall organize co-operative education programs for its members, directors and employees and provide funds for it.

65. SERVICE RULES:

(As per section 49 (2) (e) of the MSCS Act, 2002)

The society shall have service rules for regulating the appointment of employees of the society and the scales of pay, allowances and other conditions of service, including explanatory action against such employees;



For Kamdhenu Dairy Multi State
Co-operative Society Limited
Amitojul
Chief Promoter

"The society has to function as per the provisions of the Act & Rules, 2023. In conflict with the Bye-laws of said Act & Rules shall be void".

66. SETTLEMENT OF DISPUTES:

All the disputes shall be referred to Arbitration in accordance with the provisions of the MSCS Act and Rules.

67. LIMITATIONS:

(As per section 85 of MSCS Act, 2002)

The limitation period in disputes shall be as per the provisions of the limitation Act.

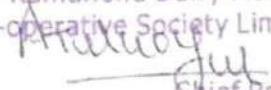
68. WINDING UP:

(As per section 86 of MSCS Act, 2002)

If winding up of the society is necessary, it will be carried on as per the provisions of the Act.

69. SEAL OF THE SOCIETY:

The Society shall have a common seal which shall be kept in the safe custody of the officer authorized by the Board and shall be used on the authority of a resolution of the Board constituted under the bye-laws of the society.

For Kamdhenu Dairy Multi State
Co-operative Society Limited

Chief Promoter

