



GEMINI COMMUNICATION LIMITED

Registered Office: No.1, Dr. Ranga Road, Alwarpet,
Chennai - 600 018, Tamil Nadu, India
(CIN: L32301TN1995PLC030087)

Telephone: No: 044 - 2466 0570/ 0571 Fax: No: 044 - 249950620
Website: <http://www.gcl.in> Email ID: sharedept@gcl.in

September 8, 2016

Bombay Stock Exchange Limited
P J Towers
Dalal Street, Fort
Mumbai - 400 001

National Stock Exchange of India Limited
Listing Department, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra East
Mumbai - 400 051

Dear Sir,

Re.: Intimation about Annual General Meeting (AGM), book closure and E-voting:

Ref.: NSE Symbol: GEMINI
BSE Scrip ID: GEMINICO (Scrip Code: 532318)

This is to inform that the twenty first annual general meeting of the Company will be held on Friday, September 30, 2016. The notice of the same has been enclosed as annexure to this letter. Please note that the register of members and share transfer books of the Company will remain closed as per the details provided below:

Security code	Type of security	Book closure		Purpose
		From	To	
NSE Symbol: GEMINI BSE Scrip ID: GEMINICO (Scrip Code: 532318)	Equity	24 th day of September, 2016 (Saturday)	30 th day of September, 2016 (Friday)	Annual General Meeting of the Company
		Both days inclusive		

In accordance with section 101 and 136 of the Companies Act, 2013 read together with the relevant rules made there under, the Company would send the Annual Report in soft copy through e-mail to those shareholders who have registered their email ids with their respective Depository Participants or with the Registrar and Share Transfer Agent of the Company. For shareholders who do not have registered email ids, the Annual report would be sent in physical form through registered post . courier.

Pursuant to regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 108 of the Companies Act, 2013 ("Act"), read with rules made there under, the Company has provided its shareholders, the facility to exercise



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their right to vote by electronic means. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-Voting. The e-voting on the resolutions to be passed at the herein referred annual general meeting shall begin on Tuesday, September 27, 2016 (09.00 a.m. IST) and ends on Thursday, September 29, 2016 (05.00 p.m. IST).

The facility for voting through ballot / polling paper shall be made available at the venue of the twenty first annual general meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already casted their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the annual general meeting.

The voting rights for e-voting shall be reckoned as on the cut-off date
i.e. September 23, 2016.

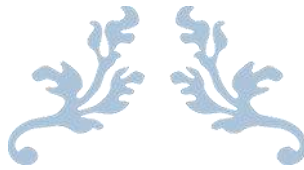
We request you to take the above on record and bring this to the attention of all the investors.

Thanking you,

Yours faithfully,

For Gemini Communication Limited

Vaidyanathan Jaya Chandran
Director
DIN - 06523768
Encl: As above



GEMINI COMMUNICATION LIMITED

Notice to Annual General Meeting
2015 - 2016



CIN - L32301TN1995PLC030087
No: 01, Dr. Ranga Road, Alwarpet, Chennai – 600 018, Tamil Nadu, India

GREEN INITIATIVE

The Ministry of Corporate Affairs has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by companies and has issued circulars stating that service of notice / other documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their e-mail id to the Company at the following e-mail id or to the Registrar at the following address, quoting their folio reference.

sharedept@gcl.in

Integrated Enterprises (India) Limited

Unit: Gemini Communication Ltd

2nd Floor, “Kences Towers”

#1, Ramakrishna Street,

T. Nagar, Chennai - 600 017

Phone: No: 044- 28140801 Fax: No: 044 -28142479

E-mail: corpserve@integratedindia.in

NOTICE is hereby given that the Twenty First Annual General Meeting (AGM) of the members of GEMINI COMMUNICATION LIMITED will be held on Friday, the 30th day of September, 2016 at 09:00 a.m. at No: 5/307, Bye Pass Road, Sennerkuppam, Ponamallee, Chennai – 600 056, Tamil Nadu, India to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report and the Audited statement of Profit and Loss for the year ended 31st March, 2016 and the Balance Sheet as at that date and the Report of the Auditors thereon.
2. To appoint a director in the place of Mr. Vaidyanathan Jaya Chandran (Holding DIN - 06523768), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditor and to fix his remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. V Viswanathan & Associates, Chartered Accountants, Chennai bearing Firm Reg. No. 013721S, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017 on a remuneration as may be decided by the Board in consultation with the Auditors."

For and on behalf of the Board
For Gemini Communication Limited
Sd/-

V. J. Chandran
Chairman

Place: Chennai
Date: September 02, 2016

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("the Meeting") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER**
2. **THE INSTRUMENT APPOINTING PROXY/PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE(S) TO ATTEND THE MEETING ARE REQUESTED TO SEND TO THE COMPANY A DULY CERTIFIED BOARD RESOLUTION AUTHORIZING THEIR SAID REPRESENTATIVE(S) TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10 PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10 PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereof and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members with the facility for voting by electronic means and the business may be transacted through such voting. The Company also will be providing voting facility through polling paper at the Meeting and members attending the Meeting who have not already cast their vote by remote e-voting may be able to exercise their voting right at the Meeting. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. Please refer to the instructions relating to voting through electronic means which are being sent along with the Annual Report.
4. The statement under Section 102 of the Companies Act, 2013, relating to the Special Business is annexed herewith.
5. Members / proxies should bring the duly filled Attendance Slip to attend the meeting.
6. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with the Company's Registrar and Transfer Agents for receiving communication from the Company in electronic form.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, additional information relating to the Director who retires by rotation and recommended for re-appointment at the Meeting is as follows:

Mr. V. J. Chandran is a Commerce Graduate from Bombay University and has a total working experience of around 45+ years in the field of Marketing and Administration. He became a Director of Gemini Communication Ltd in the year 2013 and since then he has been contributing significantly towards the growth of the organization. He is not a director or a member of any Committee in any other Public Limited Company. He holds 3,589 Equity Shares in the Company.

He is member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company. The number of Board/Committee meetings attended by Mr. V. J. Chandran during the financial year is disclosed in the Corporate Governance Report annexed to the Directors' Report.

10. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, September 24, 2015 to Friday, September 30, 2015 (both days inclusive), for the purpose of Annual General Meeting.
11. Members are requested to notify the change in their address, if any, immediately to the company so that all communication can be sent to the latest address. In case of shareholders holding shares in physical form, all intimations regarding change of address and change of bank account details are to be sent to M/s. Integrated Enterprises (India) Limited, Unit: Gemini Communication Limited, 5A, 5th Floor, Kences Towers, No: 1 Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017, Tami Nadu, India and in case of shareholders holding shares in demat form, the same is to be sent directly to their Depository Participants.
12. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/Dop/CIR 05/2007 dated April 27, 2007 made PAN the sole identification number for all participants transacting in the securities market,

irrespective of the amount of such transaction. In continuation of the said circular, it is hereby clarified that for securities market transactions and off-market/private transactions involving transfer of shares in listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of the PAN card to the Company / RTA for registration of such transfer of shares.

13. Copies of the Annual Report 2016 are being sent by electronic mode only to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2016 are being sent by the permitted mode.
14. The Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
15. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report 2016 will also be available on the Company's website www.gcl.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's Registrars M/s. Integrated Enterprises (India) Limited.
16. 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 their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Integrated Enterprises (India) Limited.
17. The Ministry of Corporate Affairs, New Delhi ("MCA") has undertaken a "Green Initiative" in the field of Corporate Governance by permitting paperless compliances by companies (vide its Circular No.17/2011 dated April 21, 2011 and Circular No.18/2011 dated April 29, 2011). Further, the Ministry has also clarified that the service of documents by a company can be made through electronic mode instead of sending the physical copy of the document(s). Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Integrated Enterprises (India) Limited.
18. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
19. **Members may kindly note that no gifts/ coupons will be distributed at the Annual General Meeting.**
20. **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members the facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice:

The procedure and instructions for the same are as follows:

E-VOTING INSTRUCTIONS:-

A. In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com during the voting period.
- ii) Click on "Shareholders" tab
- iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- 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.

Next enter the Image Verification as displayed and Click on Login.

- v) If you are holding shares in dematerialised 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.

If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. (Sequence number has been provided as Sl. No in the address label)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in dematerialised 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 can also be used by the members holding shares in dematerialised form for voting in respect of resolutions of any other Company on which they are eligible to vote, provided that the 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.
- viii) In case of members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- ix) Click on the EVSN of the Company on which you choose to vote.
- x) 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.

- xi) Click on the Resolution file link if you wish to view the entire notice.
- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take out a print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xv) If dematerialized account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - 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 they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.

B. In case of members receiving the physical copy of Notice of AGM(for members whose email Ids are not registered with the company/ depository participant(s) or requesting physical copy)

- a) Please follow all the steps above to cast vote.
- b) 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 [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) under help section or write an email to helpdesk.evoting@cdslindia.com

Other Information:

- (i) The e-voting period commences on Tuesday, September 27, 2016 (09.00 a.m. IST) and ends on Thursday, September 29, 2016 (05.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date (i.e. on September 23, 2016) may cast their vote electronically.
- (ii) The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently.
- (iii) Mr. Giftson Abraham (CP: No: 12846) of M/s. GIFTSON ABRAHAM & CO., Company Secretaries, Chennai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (iv) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against forthwith to the Chairman of the Company.

- (v) Voting is provided to the members through e- voting and at the annual general meeting of the Company. A Member can opt for only one mode of voting i.e. either through e-voting or at the Annual General Meeting of the Company.
- (vi) If a Member casts votes by both modes, then voting done through e-voting shall prevail. The results shall be declared not later than two days from the date of Annual General Meeting (AGM) of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gcl.in and on the website of CDSL within forty eight hours of AGM and communicated to the BSE Limited, where the shares of the Company are listed.
- (vii) Subjected to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e. September 30, 2016.

ANNEXURE TO THE NOTICE

To re-elect Mr. V. J. Chandran, directors of the Company who retires by rotation:

Mr. V. J. Chandran is a Commerce Graduate from Bombay University and has a total working experience of around 45+ years in the field of Marketing and Administration. He became a Director of Gemini Communication Ltd in the year 2013 and since then he has been contributing significantly towards the growth of the organization. He is not a director or a member of any Committee in any other Public Limited Company. He holds 3,589 Equity Shares in the Company.

He is member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company. The number of Board/Committee meetings attended by Mr. V. J. Chandran during the financial year is disclosed in the Corporate Governance Report annexed to the Directors' Report.

None of the Directors except Mr. V. J. Chandran is in anyway interested or concerned in the said resolution.

For and on behalf of the Board
For Gemini Communication Limited
Sd/-

V. J. Chandran
Chairman

Place: Chennai
Date: September 02, 2016

GEMINI COMMUNICATION LIMITED

CIN: L32301TN1995PLC030087

Reg: Off: No: 01, Dr. Ranga Road, Alwarpet, Chennai – 600 018, Tamil Nadu, India

Phone: No: 91-44-2466 0570/ 0571, Fax No: 91-44-249950620,

e-Mail id: shareddept@gcl.in, website: www.gcl.in

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Folio No./Client ID & DP ID	
Name of the person attending the Meeting	
Number of Shares held	
I/We hereby record my/our presence at the 21 st Annual General Meeting of Gemini Communication Limited to be held on Friday, the 30 th day of September, 2016 at 09:00 a.m. at No: 5/307, Bye Pass Road, Sennerkuppam, Ponamallee, Chennai – 600 056, Tamil Nadu, India.	
Signature of Shareholder/Proxy	

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GEMINI COMMUNICATION LIMITED

CIN: L32301TN1995PLC030087

Reg: Off: No: 01, Dr. Ranga Road, Alwarpet, Chennai – 600 018, Tamil Nadu, India

Phone: No: 91-44-2466 0570/ 0571, Fax No: 91-44-249950620,

e-Mail id: shareddept@gcl.in, website: www.gcl.in

PROXY FORM

Name of Member(s)

Folio No/ Client ID No.

I/ We, being the member(s) holding.....Equity Shares of Gemini
Communication Limited, hereby appoint

1. Name: Signature:

Or failing him

2. Name: Signature:

Or failing him

3. Name: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the twenty first eenth Annual General Meeting of the company to be held on Friday, 30th September, 2016 at 09:00 a.m. at No: 5/307, Bye Pass Road, Sennerkuppam, Ponamallee, Chennai – 600 056, Tamil Nadu, India and at any adjournment thereof in respect of resolutions as are indicated below:

Resolutions:

1. To receive, consider and adopt the Directors' Report and the Audited statement of Profit and Loss for the year ended March 31, 2016 and the Balance Sheet as at that date and the Report of the Auditors thereon.
2. To appoint a director in the place of Mr. Vaidyanathan Jaya Chandran (Holding DIN - 06523768), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of M/s. V Viswanathan & Associates as Statutory Auditors of the Company

Affix
1 Rupee
Revenue
Stamp

Signed this day of 2016

Signature of Shareholder..... Signature of Proxy holder(s)

Note:

This form 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.