

September 30, 2014

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

Madras Stock Exchange Limited

No. 30, Second Line Beach
Chennai - 600 001

Dear Sir,

Re.: Intimation of the proceedings of the AGM held on 29.09.2014

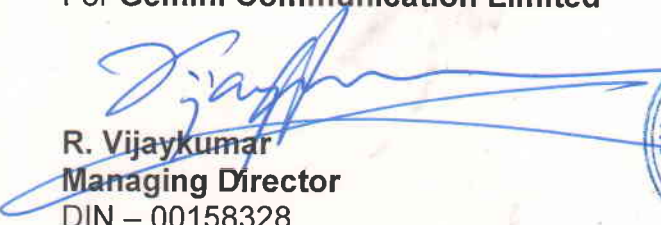
Ref.: NSE Symbol: GEMINI
BSE Scrip ID: GEMINICO (Scrip Code: 532318)

We have herewith enclosed the copy of the duly signed proceedings of the Annual General Meeting held on 29-09-2014 at No: 5/307, Bye Pass Road, Sennerkuppam, Ponamallee, Chennai – 600 056, Tamil Nadu, India at 09:30 a.m.

We request you to take the above on record.

Thanking you,
Yours sincerely,

For **Gemini Communication Limited**


R. Vijaykumar
Managing Director
DIN – 00158328
Encl: As above



MINUTE SHEET

PROCEEDINGS OF THE 19TH ANNUAL GENERAL MEETING OF GEMINI COMMUNICATION LIMITED HELD ON MONDAY, SEPTEMBER 29, 2014 AT 09:30 A.M. AT NO: 5/307, BYE PASS ROAD, SENNERKUPPAM, PONAMALLEE, CHENNAI - 600056

Present:

- | | | | |
|----|-------------------|---|------------------------------|
| 1. | Mr. R. Vijaykumar | - | Chairman & Managing Director |
| 2. | Mr. R. Ramkumar | - | Whole-Time Director |
| 3. | Mr. V.J. Chandran | - | Director |

34 members were present in the meeting in person/ proxy representing 44,005,283 Equity Shares

Mr. R. Vijaykumar, Chairman of the Company, took the chair and called the meeting to order as the requisite quorum was present.

The Chairman introduced Mr. R. Ramkumar, Whole - Time Director, Mr. V.J. Chandran, Director and Chairman of Audit Committee, and Mr. M. Raju, Compliance Officer, who were present at the Meeting.

With the permission of the members, the Notice of the Annual General Meeting was taken as read.

The Chairman asked Mr. M. Raju, Compliance Officer to read the Auditor's Report.

Mr. M. Raju read the Auditors' Report dated May 30, 2014. The annexure to auditors' report was taken as read with the unanimous consent of the members present.

Chairman then took up the business stated in the Notice in Seriatim.

1. Adoption of Accounts

The resolution to consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014 and the Reports of the Directors and Auditors thereon was proposed as an Ordinary Resolution by Mr. Moorthi G (DPID: IN301313, Client ID: 20644704), a member of the Company.

The Chairman invited the members to raise queries, if any, on the accounts.

Members sought for certain clarifications relating to the performance of the Company and the Chairman & Managing Director gave explanation on all the queries raised by the members.

The Chairman, with the consent of the members, put to vote the following ordinary resolution by show of hands.

"RESOLVED THAT the Audited Balance Sheet of the Company as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and the Auditors thereon be and are hereby adopted."

The above resolution was seconded by Mr. N. Jayakumar (DP ID: IN300159 Client ID: 10579543), another member.

The Chairman after taking into the consideration of the e-Voting passed by the members of the Company earlier on 24th and 25th of September 2014, declared the resolutions(s) to have passed.



MINUTE SHEET

2. Re- appointment of Mr. V.J. Chandran, as Director

The following resolution was proposed as an Ordinary Resolution by Ms. Shashi Kala R. (DP ID IN300159 Client ID 10320642), a member and seconded by Mr. Srinivasan B (DP ID IN301313 Client ID 21280133), another member.

"RESOLVED THAT Mr. V.J. Chandran, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

The Chairman after taking into the consideration of the e-Voting passed by the members of the Company earlier on 24th and 25th of September' 2014, declared the resolutions(s) to have passed.

3. Appointment of M/s. V Viswanathan & Associates, Chartered Accountants as Statutory Auditors of the Company in the place of retiring Auditors M/s. Ramanath & Co., Chartered Accountants

The following resolution was proposed as an Ordinary Resolution by Mr. Ramamurthy Ramkumar (DP ID IN301313 Client ID 21382171), a member and seconded by Mr. Rama Swamy S (DP ID IN301637 Client ID 60036822), another member.

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. V Viswanathan & Associates, Chartered Accountants, bearing Firm Reg. No. 013713S be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Auditors M/s. Ramanath & Co, Chartered Accountants, bearing Firm Reg. No. 013721S who have shown their unwillingness to be re-appointed, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on a remuneration as may be decided by the Board in consultation with the Auditors."

The Chairman after taking into the consideration of the e-Voting passed by the members of the Company earlier on 24th and 25th of September' 2014, declared the resolutions(s) to have passed.

Mr. R. Vijaykumar, Chairman thanked the members for their active participation in the Annual General Meeting and declared the meeting as closed.

Place: Chennai
Date: September 30, 2014



CHAIRMAN