

30/09/2015

**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.: Submission of Scrutinizer report for the AGM held on 30.09.2015

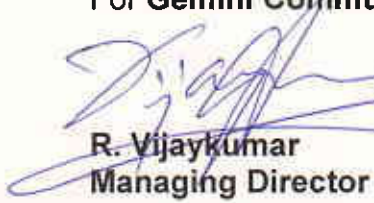
Ref.: NSE Symbol: GEMINI  
BSE Scrip ID: GEMINICO (Scrip Code: 532318)

We have herewith enclosed the copy of the report of the scrutinizer received from M/s. Giftson Abraham and Co., Company Secretaries as per the norms of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

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





**GIFTSON ABRAHAM & CO.,**  
Company Secretaries

Old No. 04, New No. 5, Subramaniya  
Swamy Koil Street, Alandur,  
Chennai - 600 016, Tamil Nadu, India  
Mobile: (+91) 9710 195 786  
e-Mail: csgiftson@gmail.com

### **SCRUTINIZER REPORT**

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(3)(xi) Companies  
(Management and Administration) Rules, 2014]

To

The Chairman,

**GEMINI COMMUNICATION LIMITED**

20<sup>th</sup> Annual General Meeting of the Members of Gemini Communication Limited held on  
Wednesday, the 30<sup>th</sup> day of September, 2015 at 09:00 a.m. at No: 5/307, Bye Pass  
Road, Sennerkuppam, Ponamallee, Chennai – 600 056, Tamil Nadu, India

Dear Sir,

I, Giftson Abraham of M/s. Giftson Abraham and Co., Practising Company Secretaries, Chennai had been appointed as the Scrutinizer by the Board of Directors of M/s. Gemini Communication Limited ("the Company") for the purpose of scrutinizing the e-Voting process and to scrutinize the physical ballot forms received from the shareholders, in a fair and transparent manner in respect of the below mentioned resolutions passed at the 20<sup>th</sup> Annual General Meeting of the Members of Gemini Communication Limited held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 09:00 a.m. at No: 5/307, Bye Pass Road, Sennerkuppam, Ponamallee, Chennai – 600 056, Tamil Nadu, India, submit my report as under:

1. After the announcement of the poll by the Chairman, one ballot box was kept for polling was locked in our presence with due identification marks placed by us.
2. After the time fixed for closing of the poll, the locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the notices maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. There were no invalid polling papers and invalid votes in remote e-Voting.
4. We have scrutinized and reviewed the e-Voting at the conclusion of the Annual General Meeting. Subsequently, we have unblocked the votes cast through remote e-voting in presence Mr. Sudhira Das and Mr. Karthik, who are the witnesses and not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the official website of the Central Depository Services Limited (CDSL)
5. The consolidated result (Remote E-voting and Poll) of the said resolutions are as under:

**Item No: 01**

Adoption of Financial Statements, Reports of Board of Directors and Auditors (Ordinary Resolution)



(i) Votes in **favour** of the resolution

| Number of members voted in Remote E-voting | Number of votes cast (Shares) – Remote E-voting | Number of members / Proxies voted by poll | Number of votes cast (Shares) – Poll | Total Number of Votes cast through Remote E-voting and Poll | % of total number of valid votes cast |
|--------------------------------------------|-------------------------------------------------|-------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| 8 (Folios)                                 | 38110010                                        | 36                                        | 3003287                              | 41113297                                                    | 100.00%                               |

(ii) Votes **against** the resolution

| Number of members voted in Remote E-voting | Number of votes cast (Shares) – Remote E-voting | Number of members / Proxies voted by poll | Number of votes cast (Shares) – Poll | Total Number of Votes cast through Remote E-voting and Poll | % of total number of valid votes cast |
|--------------------------------------------|-------------------------------------------------|-------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| 1 (Folios)                                 | 100                                             | Nil                                       | Nil                                  | 100                                                         | 0.00%                                 |

(iii) **Invalid Votes**

| Number of members voted in Remote E-voting | Number of votes cast (Shares) – Remote E-voting | Number of members / Proxies voted by poll | Number of votes cast (Shares) – Poll | Total Number of Votes cast through Remote E-voting and Poll |
|--------------------------------------------|-------------------------------------------------|-------------------------------------------|--------------------------------------|-------------------------------------------------------------|
| Nil                                        | Nil                                             | Nil                                       | Nil                                  | Nil                                                         |

Result:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the ordinary resolution with regard to Item No: 01, as set out in the Notice of the AGM is passed with requisite majority.

**Item No: 02**

To appoint a director in the place of Mr. Eswaran Annamalai (Holding DIN - 01232125), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Votes in **favour** of the resolution

| Number of members voted in Remote E-voting | Number of votes cast (Shares) – Remote E-voting | Number of members / Proxies voted by poll | Number of votes cast (Shares) – Poll | Total Number of Votes cast through Remote E- | % of total number of valid votes cast |
|--------------------------------------------|-------------------------------------------------|-------------------------------------------|--------------------------------------|----------------------------------------------|---------------------------------------|
|--------------------------------------------|-------------------------------------------------|-------------------------------------------|--------------------------------------|----------------------------------------------|---------------------------------------|



|            |          |    |         |                 |         |
|------------|----------|----|---------|-----------------|---------|
|            |          |    |         | voting and Poll |         |
| 7 (Folios) | 38107510 | 36 | 3003287 | 41110797        | 100.00% |

(ii) **Votes against the resolution**

| Number of members voted in Remote E-voting | Number of votes cast (Shares) – Remote E-voting | Number of members / Proxies voted by poll | Number of votes cast (Shares) – Poll | Total Number of Votes cast through Remote E-voting and Poll | % of total number of valid votes cast |
|--------------------------------------------|-------------------------------------------------|-------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| 2 (Folios)                                 | 2600                                            | Nil                                       | Nil                                  | 2600                                                        | 0.00%                                 |

(iii) **Invalid Votes**

| Number of members voted in Remote E-voting | Number of votes cast (Shares) – Remote E-voting | Number of members / Proxies voted by poll | Number of votes cast (Shares) – Poll | Total Number of Votes cast through Remote E-voting and Poll |
|--------------------------------------------|-------------------------------------------------|-------------------------------------------|--------------------------------------|-------------------------------------------------------------|
| Nil                                        | Nil                                             | Nil                                       | Nil                                  | Nil                                                         |

Result:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the ordinary resolution with regard to Item No: 02, as set out in the Notice of the AGM is passed with requisite majority.

**Item No: 03**

Appointment of V Viswanathan & Associates, Chartered Accountants, Chennai as the Statutory Auditors of the Company.

(i) **Votes in favour of the resolution**

| Number of members voted in Remote E-voting | Number of votes cast (Shares) – Remote E-voting | Number of members / Proxies voted by poll | Number of votes cast (Shares) – Poll | Total Number of Votes cast through Remote E-voting and Poll | % of total number of valid votes cast |
|--------------------------------------------|-------------------------------------------------|-------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| 8 (Folios)                                 | 38110010                                        | 36                                        | 3003287                              | 41113297                                                    | 100.00%                               |

(ii) **Votes against the resolution**

| Number of members voted in Remote E- | Number of votes cast (Shares) – Remote E- | Number of members / Proxies voted by | Number of votes cast (Shares) – Poll | Total Number of Votes cast through | % of total number of valid votes cast |
|--------------------------------------|-------------------------------------------|--------------------------------------|--------------------------------------|------------------------------------|---------------------------------------|
|--------------------------------------|-------------------------------------------|--------------------------------------|--------------------------------------|------------------------------------|---------------------------------------|



| voting     | voting | poll |     | Remote E-voting and Poll |       |
|------------|--------|------|-----|--------------------------|-------|
| 1 (Folios) | 100    | Nil  | Nil | 100                      | 0.00% |

(iii) **Invalid Votes**

| Number of members voted in Remote E-voting | Number of votes cast (Shares) – Remote E-voting | Number of members / Proxies voted by poll | Number of votes cast (Shares) – Poll | Total Number of Votes cast through Remote E-voting and Poll |
|--------------------------------------------|-------------------------------------------------|-------------------------------------------|--------------------------------------|-------------------------------------------------------------|
| Nil                                        | Nil                                             | Nil                                       | Nil                                  | Nil                                                         |

**Result:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the ordinary resolution with regard to Item No: 03, as set out in the Notice of the AGM is passed with requisite majority.

6. A Compact Disc (CD) containing a list shareholders who voted "FOR", "AGAINST", if any, for each resolution is enclosed.
7. All relevant papers and records relating to electronic voting and ballot voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the 20th Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Company for safe keeping.



For GIFTSON ABRAHAM AND CO,  
Company Secretaries,

Giftson Abraham  
Company Secretary in Whole-time Practise  
Mem. No: A34250; C.o.P.: 12846

Place : Chennai  
Date : 30.09.2015

*Sudhir Das.*  
S/o - Dillip Kumar Das  
New No- 110  
Big Street, Triplicane,  
Chennai - 5

*Karthik*

CO - VISWANATHAN ASSOCIATES  
No. 1, 1st Floor, Left Wing,  
Alsea Mall, No. 149, Montreath Road  
Egmore, Chennai - 600005

*Counter Signed.*



For GEMINI COMMUNICATION LTD.

*[Signature]*  
Managing Director