

May 22, 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.: Information regarding the re-constitution of the Audit Committee of the Company.

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

We wish to inform that the Audit Committee of the Company has been re-constituted by passing resolutions by circulation in lieu of a Board Meeting by the Board of Directors of the Company, in accordance with the provisions of the Companies Act, 2013. Copy of the certified true copy of the resolutions passed by circulation by the Board of Directors of the Company has been enclosed herewith for your records.

We request you to take the above on record.

Thanking you,

Yours sincerely,

For Gemini Communication Limited


R. Vijaykumar
Managing Director

Encl: As above

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE BOARD OF DIRECTORS OF M/S. GEMINI COMMUNICATION LIMITED BY CIRCULATION IN LIEU OF AN BOARD MEETING ON MAY 16, 2014

Re-constitution of the Audit Committee:

"**RESOLVED THAT** pursuant to the provisions of Section 177 of the Companies Act, 2013 consent be and is hereby given for the re-constitution of the Audit Committee consisting of the following, who are the Directors of the Company:

- | | | |
|--|---|--------|
| 1. Mr. R. Vijaykumar, Managing Director | : | Member |
| 2. Mr. Eswaran Annamalai, Independent Director | : | Member |
| 3. Mr. V. J. Chandran, Independent Director | : | Member |

"**RESOLVED FURTHER THAT** the Audit Committee Members be and are hereby authorized to elect chairman for the Committee."

//Certified True Copy//
For **GEMINI COMMUNICATION LIMITED**


Managing Director

R. Vijaykumar
Managing Director