



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

20th Annual General Meeting of the Members of Gemini Communication Limited held on
Wednesday, the 30th 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 20th Annual General Meeting of the Members of Gemini Communication Limited held on Wednesday, the 30th 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
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				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

Sudhis Das
S/O - Dillip Das
New No- 110
Big Street, Triplicane,
Chennai - 5

Karthik

CO- VISWANATHAN ASSO CRAFTS
No. 1, 1st FLOOR, LEFT WING,
ALSEA Mall, No. 149, Montieth Road
Egmore, Chennai - 600005

Counter Signed.



For GEMINI COMMUNICATION LTD.

[Signature]
Managing Director