

October 3rd 2017

<p>To The Manager, Corporate Relations Department BSE Limited 1st Floor, PJ Towers, Dalal Street, Fort MUMBAI - 400001,</p>	<p>To The Manager, Corporate Relations Department National Stock Exchange of India Ltd, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra East, Mumbai - 400 051.</p>
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Dear Sir/Madam,

Sub: Declaration of Voting Results and Scrutinizer's Report of 22nd Annual General Meeting (AGM) in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.


Ref: NSE Symbol: GEMINI
BSE Scrip ID: Geminico (532318)

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosures Regulations) Regulations, 2015, we submit herewith the report on E-voting and Poll conducted at 22nd Annual General Meeting on Saturday, 30th September, 2017.

Kindly take the same on record.

Thanking you,
Yours Sincerely

For Gemini Communication Limited


R Vijaykumar
Managing Director





S. SHREENIVASAN
Company Secretary in Practice

Date: October 01, 2017

Form MGT 13
Combined Report of Scrutinizer (E-voting & Poll)
{Pursuant to Rule Section 109 of the Companies Act, 2013 and Rule 21(2) of
the Companies (Management and Administration) Rules, 2014}

To

The Chairman
22nd Annual General Meeting of the shareholders of
Gemini Communication Limited,
No.1, Dr. Ranga Road Alwarpet, Chennai-18.

Dear Sir,

Sub: Scrutinizer's report for the E-voting & Poll on the 22nd Annual General Meeting of the Company

I, S Shreenivasan, Practising Company Secretary have been appointed by the Board of Directors of M/s Gemini Communication Limited, (The Company) as a Scrutinizer for the purpose of Scrutinizing the E-voting process and Poll taken on the resolution(s) mentioned in the 22nd Annual General Meeting of the equity shareholders of the company held on the **30th day of September 2017** at 9.00 AM at 5/307, Bye Pass Road, Sennerkuppam, Ponamallee, Chennai - 600 056.

My responsibility as a Scrutinizer for the e-voting and Poll process is restricted to make Scrutinizer report of the company vote cast "in favour" or "against" and/or "invalid" the resolutions stated above, based on the ballot papers handed over to us by the company in a duly sealed/locked box and the reports generated from the e-voting system provided by M/s CDSL, (www.evotingindia.com) the authorized agency to provide the e-voting facilities, engaged by the company and ballot papers handed over to us by the company respectively.

Further to the above, I submit my report as under:



- i. The e-voting period was open from 27th September 2017 at 9.00 AM to 29th September 2017 at 5.00 PM. We further confirm that e-voting option/facility was closed after 5.00 PM on 29th September 2017.
- ii. The members of the company as on the "Cut-off date" on or before, 23rd September 2017 were entitled to vote on resolutions (Item No. 01 to 09) as set out in the Notice of the 22nd AGM of the Company.
- iii. Thereafter the details containing inter-alia, list of Equity shareholders, who "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Integrated Registry Management Services Private Limited and CDSL Website (<https://www.evotingindia.com>) and based on such reports generated, the results of the e-voting are as under:
- iv. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling were locked in my presence with due identification marks placed by me.
- v. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agent M/s Integrated Registry Management Services Private Limited, and the authorization/proxies lodged with the company.
- vi. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the e-voting and poll are as follows:



Item No.1

Ordinary Resolution - To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
12	25556551	100

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
Nil	Nil	Nil

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

Item No.2

Ordinary Resolution - To appoint a Director in the place of Mr. R. Vijaykumar (DIN: 00158328) who retires by rotation and being eligible offers himself for re-appointment.

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
12	25556551	100

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
Nil	Nil	Nil

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil



Item No.3

Ordinary Resolution – To Rectify appointment of auditor M/s. V Viswanathan& Associates, Chartered Accountants, Chennai bearing Firm Reg. No. 013721S, as Auditors of the Company, Chartered Accountants and to fix their remuneration.

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
11	25556301	99.99

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
01	250	0.01

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

Item No.4

Special Resolution – Cancellation and extinguishment of the existing shares of Merrill Lynch International

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
11	25556301	99.99

i) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
01	250	0.01

ii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil



Item No.5

Special Resolution – To Issue up to 20,82,956 Equity Shares on a Preferential basis

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
11	25556301	99.99

i) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
01	250	0.01

ii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

Item No.6

Special Resolution – To Issue up to 1,24,97,738 Equity Shares on a Preferential basis

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
11	25556301	99.99

i) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
01	250	0.01

ii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil



Item No.7

Special Resolution – Increasing the Limits of Borrowings:

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
11	25556301	99.99

i) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
01	250	0.01

ii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil

Item No.8

Special Resolution – Conversion of Loan into Equity:

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
11	25556301	99.99

i) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
01	250	0.01

ii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil



Item No.9

Ordinary Resolution – Appointment of Mrs. Bhuvaneswari Karthick as an Independent Director

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
12	25556551	100

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
Nil	Nil	Nil

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil



A Compact Disc (CD) containing the details of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe custody.

Thanking you,

Yours faithfully,



S Shreenivasan
Company Secretary in Practice
Proprietor
CP 8780
ACS 9534



Voting Results		September 30, 2017
Date of the AGM/EGM		9580
Total number of shareholders on record date		
No. of shareholders present in the meeting either in person or through proxy:		03
Promoters and Promoter Group:		30
Public:		
No. of Shareholders attended the meeting through Video Conferencing		Nil
Promoters and Promoter Group:		Nil
Public:		

ITEM 1: Adoption of Financial Statement, Report of Directors and Auditor for the financial year ended 31st March 2017

Resolution required: (Ordinary/ Special)		Ordinary Business – Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		Nil						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25381189	12971189	51.10	12971189	-	100	-
	Poll	10571475	10571475	100.00	10571475	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	35952664	23542664	65.48	23542664	-	100	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	127241	127241	100.00	127241	-	100	-
	Poll	87814798	1886646	02.14	1886646	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	87942039	2013887	2.29	2013887	-	100	-
Total		123894703	25556551	20.62	25556551	-	100	-



ITEM 2: To appoint a Director in the place of Mr. R. Vijaykumar (DIN: 00158328) who retires by rotation and being eligible offers himself for re-appointment

Resolution required: (Ordinary/ Special)			Ordinary Business – Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Nil					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25381189	12971189	51.10	12971189	-	100	-
	Poll	10571475	10571475	100.00	10571475	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	35952664	23542664	65.48	23542664	-	100	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	127241	127241	100.00	127241	-	100	-
	Poll	87814798	1886646	02.14	1886646	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	87942039	2013887	2.29	2013887	-	100	-
Total		123894703	25556551	20.62	25556551	-	100	-

ITEM 3: To Rectify appointment of auditor M/s. V Viswanathan & Associates, Chartered Accountants.

Resolution required: (Ordinary/ Special)			Ordinary Business – Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Nil					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25381189	12971189	51.10	12971189	-	100	-
	Poll	10571475	10571475	100.00	10571475	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	35952664	23542664	65.48	23542664	-	100	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	127241	127241	100.00	126991	250	99.80	0.20
	Poll	87814798	1886646	02.14	1886646	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	87942039	2013887	2.29	2013887	250	99.99	0.01
Total		123894703	25556551	20.62	25556301	250	100	-

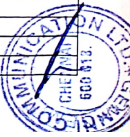


ITEM 4: Cancellation and extinguishment of the existing shares of Merrill Lynch International.

Resolution required: (Ordinary/ Special)			Special Business – Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Nil					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes on outstanding shares	No. of Votes in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25381189	12971189	51.10	12971189	-	100	-
	Poll	10571475	10571475	100.00	10571475	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	35952664	23542664	65.48	23542664	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	127241	127241	100.00	126991	250	99.80	0.20
	Poll	87814798	1886646	02.14	1886646	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	87942039	2013887	2.29	2013887	250	99.99	0.01
Total		123894703	25556551	20.62	25556301	250	100	-

ITEM 5: To Issue up to 20,82,956 Equity Shares on a Preferential basis to Merrill Lynch International

Resolution required: (Ordinary/ Special)			Special Business – Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Nil					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes on outstanding shares	No. of Votes in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25381189	12971189	51.10	12971189	-	100	-
	Poll	10571475	10571475	100.00	10571475	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	35952664	23542664	65.48	23542664	-	100	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	127241	127241	100.00	126991	250	99.80	0.20
	Poll	87814798	1886646	02.14	1886646	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	87942039	2013887	2.29	2013887	250	99.99	0.01
Total		123894703	25556551	20.62	25556301	250	100	-



ITEM 6: To Issue up to 1,24,97,738 Equity Shares on a Preferential basis.

Resolution required: (Ordinary/ Special)		Special Business – Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?		Nil							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	No. of Votes on	No. of Votes in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll	25381189	12971189	51.10	12971189	-	100	-	
	Postal Ballot (if applicable)	10571475	10571475	100.00	10571475	-	100	-	
	Total	35952664	23542664	65.48	23542664	-	100	-	
Public- Institutions	E-Voting	-	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	127241	127241	100.00	126991	250	99.80	0.20	
	Poll	87814798	1886646	02.14	1886646	-	100	-	
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	87942039	2013887	2.29	2013887	250	99.99	0.01	
Total		123894703	25556551	20.62	25556301	250	100	-	

ITEM 7: Increasing the Limits of Borrowings

Resolution required: (Ordinary/ Special)		Special Business – Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?		Nil							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares	No. of Votes on	No. of Votes in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll	25381189	12971189	51.10	12971189	-	100	-	
	Postal Ballot (if applicable)	10571475	10571475	100.00	10571475	-	100	-	
	Total	35952664	23542664	65.48	23542664	-	100	-	
Public- Institutions	E-Voting	-	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	127241	127241	100.00	126991	250	99.80	0.20	
	Poll	87814798	1886646	02.14	1886646	-	100	-	
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	Total	87942039	2013887	2.29	2013887	250	99.99	0.01	
Total		123894703	25556551	20.62	25556301	250	100	-	



ITEM 8: Conversion of Loan into Equity.

Resolution required: (Ordinary/ Special)		Special Business – Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		Nil						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25381189	12971189	51.10	12971189	-	100	-
	Poll	10571475	10571475	100.00	10571475	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	35952664	23542664	65.48	23542664	-	100	-
Public - Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	127241	127241	100.00	126991	250	99.80	0.20
	Poll	87814798	1886646	02.14	1886646	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	87942039	2013887	2.29	2013887	250	99.99	0.01
Total		123894703	25556551	20.62	25556301	250	100	-

ITEM 9: Appointment of Mrs. Bhuvanewari Karthick as an Independent Director

Resolution required: (Ordinary/ Special)		Special Business – Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		Nil						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	25381189	12971189	51.10	12971189	-	100	-
	Poll	10571475	10571475	100.00	10571475	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	35952664	23542664	65.48	23542664	-	100	-
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	127241	127241	100.00	127241	-	100	-
	Poll	87814798	1886646	02.14	1886646	-	100	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	87942039	2013887	2.29	2013887	-	100	-
Total		123894703	25556551	20.62	25556551	-	100	-

