



SCRUTINIZER REPORT

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

To

The Chairman,
Gemini Communication Limited

Reg. : 19th Annual General Meeting of the Members of Gemini Communication Limited to be held on Monday, 29 September 2014 at No: 5/307, Bye Pass Road, Sennerkuppam, Ponamallee, Chennai – 600 056, Tamil Nadu, India .

Sub. : e-Voting result

Dear Sir,

We, M/s. Giftson Abraham and Co., Company Secretaries, represented by Mr. Giftson Abraham, Proprietor, appointed by Gemini Communication Limited to act as Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the electronic voting process in respect of the resolutions proposed in the notice of the 19th Annual General Meeting of the Company, do hereby submit our report as follows:

1. The e-Voting Services were provided by M/s. Central Depository Services Limited (CDSL)
2. Voting rights were reckoned on the Paid - Up Value of Shares registered in the names of the members as on September 05, 2014.
3. The period of e-Voting started at 09:00 a.m. on Wednesday, September 24, 2014 and ended at 06:00 p.m. on Thursday, September 25, 2014.
4. The votes cast were unblocked on September 26, 2014 by around 10:30 a.m. in the presence of two witnesses, who were not in the employment of the Company,



5. Based on the reports generated from CDSL's e-Voting web-site <https://evotingindia.com> the results of e-voting are ascertained as under:

ORDINARY BUSINESS:

Resolution No. 01 – Ordinary Resolution

To receive, consider and adopt the Directors' Report and the Audited statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date and the Report of the Auditors thereon.

	Number of members who voted	Numbers of shares for which Votes Cast	Percentage of votes to Total Number of Valid Votes Cast
Voted in favour of the resolution	10	4,23,33,583	100%
Voted against the resolution	--	--	--
Invalid votes	--	--	--

Resolution No. 02 – Ordinary Resolution

To appoint a director in the place of Mr. V. J. Chandran (Holding DIN - 06523768), who retires by rotation and being eligible, offers himself for re-appointment.

	Number of members who voted	Numbers of shares for which Votes Cast	Percentage of votes to Total Number of Valid Votes Cast
Voted in favour of the resolution	10	4,23,33,583	100%
Voted against the resolution	--	--	--
Invalid votes	--	--	--

Resolution No. 03 – Ordinary Resolution

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.

	Number of members who voted	of	Numbers of shares for which Votes Cast	Percentage of votes to Total Number of Valid Votes Cast
Voted in favour of the resolution	10		4,23,33,583	100%
Voted against the resolution	--		--	--
Invalid votes	--		--	--



Yours faithfully,

For GIFTSON ABRAHAM & CO.,
Company Secretaries

[Signature]
Giftson Abraham J

Company Secretary in Practice
(Mem: No: 34250; CoP: No: 12846)

Date: 29-09-2014
Place: Chennai

We, the undersigned, have witnessed that the votes were unblocked from CDSL e-Voting website <https://evtoingindia.com> in our presence on September 26, 2014 by around 10:30 a.m.

1)

R. Jeyavignesh

R. Jeyavignesh

2/107, 2nd street, Neelankarai,

Chennai - 600041

For GEMINI COMMUNICATION LTD.

[Signature]
Managing Director

2.

[Signature]

Dhilip Kumar.V,

126/35 Valmiki Street,

Thiruvananthapuram, Chennai-600041



FORM No. MGT-13
Report of Scrutinizer(s)

*[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,

19th Annual General Meeting of the Shareholders of
Gemini Communication Limited

Held on 29-09-2014 at No: 5/307, Bye Pass Road, Sennerkuppam,
Ponamallee, Chennai - 600 056, Tamil Nadu, India

Dear Sir,

We, M/s. Giftson Abraham and Co., Company Secretaries, represented by Mr. Giftson Abraham, Proprietor, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 19th Annual General Meeting of the Equity Shareholders of Gemini Communication Limited, held on September 29, 2014 at No: 5/307, Bye Pass Road, Sennerkuppam, Ponamallee, Chennai - 600 056, Tamil Nadu, India, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. Result of the Poll is as under:

Resolution No. 01 - Ordinary Resolution

To receive, consider and adopt the Directors' Report and the Audited statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date and the Report of the Auditors thereon.



(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	16,71,800	100%

(ii) Voted **against** of the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid**votes:

Number of members voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

Resolution No. 02 – Ordinary Resolution

To appoint a director in the place of Mr. V. J. Chandran (Holding DIN - 06523768), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	16,71,800	100%

(ii) Voted **against** of the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid**votes:

Number of members voting (in person or by proxy)	Number of votes cast by them
Nil	Nil



Resolution No. 03 – Ordinary Resolution

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.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	16,71,800	100%

(ii) Voted **against** of the resolution:

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid**votes:

Number of members voting (in person or by proxy)	Number of votes cast by them
Nil	Nil

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Date: 30-09-2014
Place: Chennai

Yours faithfully,

For GEMINI COMMUNICATION LTD.


Managing Director

For GIFTSON ABRAHAM & CO.,
Company Secretaries

Giftson Abraham J
Company Secretary in Practice
(Mem: No: 34250; CoP: No: 12846)



Consolidated Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To

The Chairman,
19th Annual General Meeting of the Shareholders of
Gemini Communication Limited
Held on 29-09-2014 at No: 5/307, Bye Pass Road, Sennerkuppam,
Ponamallee, Chennai – 600 056, Tamil Nadu, India

Dear Sir,

We, M/s. Giftson Abraham and Co., Company Secretaries, represented by Mr. Giftson Abraham, Proprietor, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 19th Annual General Meeting of the Equity Shareholders of Gemini Communication Limited, held on September 29, 2014 at No: 5/307, Bye Pass Road, Sennerkuppam, Ponamallee, Chennai – 600 056, Tamil Nadu, India, submit our consolidated report of e-Voting and voting through ballot (Physical) as under:

The Consolidated results are as under:

Resolution No. 01 – Ordinary Resolution

To receive, consider and adopt the Directors' Report and the Audited statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date and the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through e-Voting)	Number of votes cast by them	% of total number of valid votes cast
39	44,005,283	100%

(ii) Voted **against** of the resolution:

Number of members voting (in person or by proxy or through e-Voting)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members voting (in person or by proxy or through e-Voting)	Number of votes cast by them
Nil	Nil

Resolution No. 02 – Ordinary Resolution

To appoint a director in the place of Mr. V. J. Chandran (Holding DIN - 06523768), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through e-Voting)	Number of votes cast by them	% of total number of valid votes cast
39	44,005,283	100%

(ii) Voted **against** of the resolution:

Number of members voting (in person or by proxy or through e-Voting)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members voting (in person or by proxy or through e-Voting)	Number of votes cast by them
Nil	Nil

Resolution No. 03 – Ordinary Resolution

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.



(i) Voted **in favour** of the resolution:

Number of members voting (in person or by proxy or through e-Voting)	Number of votes cast by them	% of total number of valid votes cast
39	44,005,283	100%

(ii) Voted **against** of the resolution:

Number of members voting (in person or by proxy or through e-Voting)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Number of members voting (in person or by proxy or through e-Voting)	Number of votes cast by them
Nil	Nil



Yours faithfully,

Date: 30-09-2014
Place: Chennai

For GIFTSON ABRAHAM & CO.,
Company Secretaries
[Signature]
Giftson Abraham J
Company Secretary in Practice
(Mem: No: 34250; CoP: No: 12846)

For GEMINI COMMUNICATION LTD.

[Signature]
Managing Director