

NOTICE is hereby given that the Nineteenth Annual General Meeting (AGM) of the members of GEMINI COMMUNICATION LIMITED will be held on Monday, the 29th day of September, 2014 at 09:30 AM at No: 5/307, Bye Pass Road, Sennerkuppam, Ponamallee, Chennai – 600 056, Tamil Nadu, India to transact the following business.

ORDINARY BUSINESS

1. 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.
2. 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.
3. To appoint Auditor and to fix his remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. V Viswanathan & Associates, Chartered Accountants, bearing Firm Reg. No. 013713S be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Auditors M/s. Ramanath & Co, Chartered Accountants, bearing Firm Reg. No. 013721S who have shown their unwillingness to be re-appointed, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on a remuneration as may be decided by the Board in consultation with the Auditors.”

For and on behalf of the Board
For Gemini Communication Limited

Place: Chennai
Date: September 06, 2014

R. Vijaykumar
Chairman & Managing Director

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll only instead of him/ her. The proxy need not be a member of the company. A blank form of proxy is enclosed herewith and if intended to be used, it should be returned duly completed at the registered office of the company not later than forty eight hours before the scheduled time of the commencement of 19th Annual General Meeting.
2. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped and signed are liable to be considered invalid.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 19, 2014 to Monday, September 29, 2014 (both days inclusive).
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Members are requested to notify the change in their address, if any, immediately to the company so that all communication can be sent to the latest address. In case of shareholders holding shares in physical form, all intimations regarding change of address and change of bank account details are to be sent to M/s. Integrated Enterprises (India) Limited, Unit: Gemini Communication Limited, 5A, 5th Floor, Kences Towers, No: 1 Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017, Tami Nadu, India and in case of shareholders holding shares in demat form, the same is to be sent directly to their Depository Participants.
7. Copies of the Annual Report 2014 are being sent by electronic mode only to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2014 are being sent by the permitted mode.
8. The Notice of the 19th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
9. Members may also note that the Notice of the 19th Annual General Meeting and the Annual Report 2014 will also be available on the Company’ s website www.gcl.in for their download. The physical copies of the aforesaid documents will also be available at the Company’ s Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company’ s Registrars M/s. Integrated Enterprises (India) Limited.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Integrated Enterprises (India) Limited.
11. The Ministry of Corporate Affairs, New Delhi (“MCA”) has undertaken a “Green Initiative” in the field of Corporate Governance by permitting paperless compliances by companies (vide its Circular No.17/2011 dated April 21, 2011 and Circular No.18/2011 dated April 29, 2011). Further, the Ministry has also clarified that the service of documents by a company can be made through electronic mode instead of sending the physical copy of the document(s). Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Integrated Enterprises (India) Limited.
12. Members are requested to encash or claim the dividends for the years 2007-08 and subsequent years if not already realized since it will be transferred to the Investor Education and Protection Fund of the Central Government within seven years and no claims could be made thereafter either to the Company or the Fund. The Company has transferred the unclaimed dividends pertaining to all the financial years up to 2006-07 to the Fund.
13. **Members may kindly note that no gifts/ coupons will be distributed at the Annual General Meeting.**
14. **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members the facility to exercise their right to vote at the 19th Annual General Meeting (AGM) by electronic

means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this Notice:

The procedure and instructions for the same are as follows:

E-VOTING INSTRUCTIONS:-

A. In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com during the voting period.
- ii) Click on "Shareholders" tab
- iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

- v) If you are holding shares in dematerialised form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> · Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. · In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA0000001 in the PAN field. (Sequence number has been provided as Sl. No in the address label)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <p># Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in dematerialised form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the members holding shares in dematerialised form for voting in respect of resolutions of any other Company on which they are

eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii) In case of members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- ix) Click on the EVSN of the Company on which you choose to vote.
- x) On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- xi) Click on the Resolution file link if you wish to view the entire notice.
- xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK” , else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take out a print out of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xv) If dematerialized account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

B. In case of members receiving the physical copy of Notice of AGM(for members whose email Ids are not registered with the company/ depository participant(s) or requesting physical copy)

- a) Please follow all the steps above to cast vote.
- b) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) under help section or write an email to helpdesk.evoting@cdslindia.com

Other Information:

- (i) The e-voting period commences on Wednesday, September 24, 2014 (9.00 a.m. IST) and ends on Thursday, September 25, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 05, 2014 may cast their vote electronically.

- (ii) The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently.
- (iii) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on September 05, 2014.
- (iv) Mr. Giftson Abraham (CP: No: 12846) of M/s. GIFTSON ABRAHAM & CO., Company Secretaries, Chennai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (v) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer' s Report of the votes cast in favour or against forthwith to the Chairman of the Company.
- (vi) Voting is provided to the members through e- voting and at the annual general meeting of the Company. A Member can opt for only one mode of voting i.e. either through e-voting or at the Annual General Meeting of the Company.
- (vii) If a Member casts votes by both modes, then voting done through e-voting shall prevail. The results shall be declared not later than two days from the date of Annual General Meeting (AGM) of the Company. The results declared along with the Scrutinizer' s Report shall be placed on the Company' s website www.gcl.in and on the website of CDSL within forty eight hours of AGM and communicated to the BSE Limited, where the shares of the Company are listed.

For and on behalf of the Board
For Gemini Communication Limited

Place: Chennai
Date: September 06, 2014

R. Vijaykumar
Chairman & Managing Director

ANNEXURE TO THE NOTICE

Notes on directors seeking appointment/ re-appointment as required under Clause 49 of the Listing Agreement entered into with Stock Exchanges:

Mr. V. J. Chandran is a Commerce Graduate from Bombay University and has a total working experience of around 45 years in the field of Marketing and Administration. He became a Director of Gemini Communication Ltd in the year 2013 and since then he has been contributing significantly towards the growth of the organization. He is not a director or a member of any Committee in any other Public Limited Company. He holds 3,589 Equity Shares in the Company.

None of the Directors except Mr. V. J. Chandran is in anyway interested or concerned in the said resolution.

For and on behalf of the Board
For Gemini Communication Limited

Place: Chennai
Date: September 06, 2014

R. Vijaykumar
Chairman & Managing Director

GEMINI COMMUNICATION LIMITED

CIN: L32301TN1995PLC030087

Reg: Off: No: 01, Dr. Ranga Road, Alwarpet, Chennai – 600 018, Tamil Nadu, India

Phone: No: 91-44-2466 0570/ 0571, Fax No: 91-44-249950620,

e-Mail id: shareddept@gcl.in, website: www.gcl.in

E-Mail Registration Form for holding shares in Physical Form

To

Integrated Enterprises (India) Limited

Unit: Gemini Communication Ltd

2nd Floor, "Kences Towers"

#1, Ramakrishna Street,

T. Nagar, Chennai - 600 017,

Tami Nadu, India

Green Initiative in Corporate Governance

I am a shareholder of the Company. I want to receive all communication from the Company including the Notices, Annual Reports etc. through email. Please register my e-mail ID, set out below, in your records for sending communication through e-mail:

Folio/Client Id. & DP Id. _____ E-mail Id. _____

Name of Holder(s) _____

Registered Address _____

Date: _____

Signature: _____

Notes:

- i) On registration, all communications will be sent to the E-mail Id. Registered in the Folio/Client Id. & DP Id.
- ii) The form is also available on the website of the Company www.pentamedia.in under "Investor Relations"
- iii) Holders of shares in demat form are requested to register / update their e-mail id with their Depository Participant or register their E-mail Id.

GEMINI COMMUNICATION LIMITED

CIN: L32301TN1995PLC030087

Reg: Off: No: 01, Dr. Ranga Road, Alwarpet, Chennai – 600 018, Tamil Nadu, India

Phone: No: 91-44-2466 0570/ 0571, Fax No: 91-44-249950620,

e-Mail id: sharedept@gcl.in, website: www.gcl.in

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Folio No./Client ID & DP ID	
Name of the person attending the Meeting	
Number of Shares held	
I/We hereby record my/our presence at the 19 th Annual General Meeting of Gemini Communication Limited to be held on Monday, the 29 th September, 2014 at 09:30 a.m. at No: 5/307, Bye Pass Road, Sennerkuppam, Ponamallee, Chennai – 600 056, Tamil Nadu, India.	
Signature of Shareholder/Proxy	



GEMINI COMMUNICATION LIMITED

CIN: L32301TN1995PLC030087

Reg: Off: No: 01, Dr. Ranga Road, Alwarpet, Chennai – 600 018, Tamil Nadu, India

Phone: No: 91-44-2466 0570/ 0571, Fax No: 91-44-249950620,

e-Mail id: shareddept@gcl.in, website: www.gcl.in

PROXY FORM

Name of Member(s)

Folio No/ Client ID No.

I/ We, being the member(s) holding.....Equity Shares of Gemini Communication Limited, hereby appoint

1. Name: Signature:

Or failing him

2. Name: Signature:

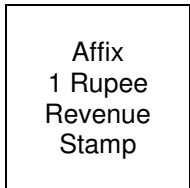
Or failing him

3. Name: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the nineteenth Annual General Meeting of the company to be held on Monday, 29th September, 2014 at 09:30 a.m. at No: 5/307, Bye Pass Road, Sennerkuppam, Ponamallee, Chennai – 600 056, Tamil Nadu, India and at any adjournment thereof in respect of resolutions as are indicated below:

Resolutions:

1. 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.
2. 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.
3. To re-appoint M/s. Ramnath & Co., as Statutory Auditors of the Company and to fix their remuneration.



Signed thisday of 2014

Signature of Shareholder..... Signature of Proxy holder(s)

Note:

This form in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.

