

September 11, 2013

Bombay Stock Exchange Limited
P J Towers
Dalal Street, Fort
Mumbai - 400 001

Madras Stock Exchange Limited
No. 30, Second Line Beach
Chennai - 600 001

National Stock Exchange of India Limited
Listing Department, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra East
Mumbai - 400 051

Dear Sir,

Re.: Annual Report for the year 2012 - 2013

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


In accordance with the requirements of the Listing Agreement, we are enclosing:

- Six copies of the Annual Report along with the Notice of the Annual General Meeting for the financial year 2012 - 2013.
- Copy of Auditors' Report (both Standalone & Consolidated) for the year ended March 31, 2013 along with Form A. Further, as per Clause 31 of the Listing Agreement, Form A has been duly signed by the Managing Director (CEO), Statutory Auditor of the Company and also by the Chairman of the Audit Committee
- Copy of certificate received from Mr. S. Ramanath, Statutory Auditor of the Company, affirming compliance with the conditions of Corporate Governance.

We request you to take the above on record.

Yours sincerely,

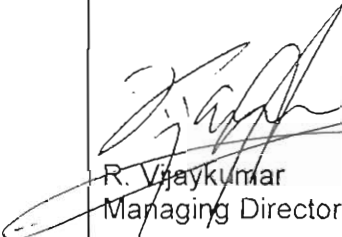

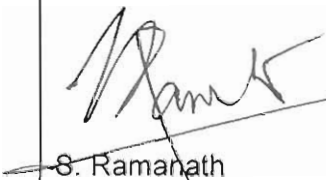

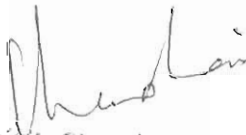

For Gemini Communication Limited


R. Vijaykumar
Managing Director

Encl: As above

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchange

Name of the Company	Gemini Communication Limited
Annual financial statements for the year ended	31 st March 2013
Type of Audit observation	✓ Un-qualified Matter of Emphasis
Frequency of observation	Not Applicable
To be signed by- CEO/Managing Director CFO Auditor of the company Audit Committee Chairman	<p>For Gemini Communication Limited</p>  <p>R. Vijaykumar Managing Director</p>   <p>S. Ramanath Chartered Accountant Membership No. 029416</p>  <p>For Gemini Communication Limited</p>  <p>V.J. Chandran Director (Chairman of Audit Committee)</p> 

#1A, East Street, Agraharam, Singanallur, Coimbatore-641 005.
E-mail ID ramvis2006@yahoo co in

Date :

Independent Auditor's Report

To the Members of Gemini Communication Ltd

Report on the Financial Statements

I have audited the accompanying financial statements of Gemini Communication Ltd ("the Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.



Opinion

In my opinion and to the best of my information and according to the explanations given to me, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

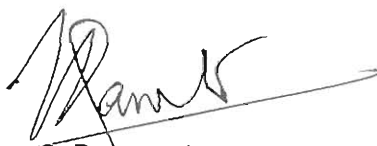
- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, I give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, I report that:
 - a. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
 - b. in my opinion proper books of account as required by law have been kept by the Company so far as appears from my examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in my opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956; and
 - e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Place: Chennai
Date: May 29, 2013




S. Ramanath
Chartered Accountant
Membership No: 029416
Prop.M/s. Ramanath & Co.
Firm No.013721s

Annexure to the Auditors' Report:

The Annexure referred to in the Auditors' Report to the Members of M/s Gemini Communications Limited (the Company) for the period ended March 31, 2013. I report that:


- 1)
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets which needs to be updated.
 - b. The company has a regular program of physical verification of its fixed assets. No material discrepancies are noticed on such verification.
 - c. Substantial parts of fixed assets have not been disposed off during the year. In my opinion, the frequency of verification is reasonable.
- 2)
 - a. The procedures of physical verification of inventories followed by the company are reasonable and adequate in relation to the size of the company and the nature of its business.
 - b. The Company maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and the book records are not material.
- 3)
 - a. The company has granted interest free unsecured loans to subsidiary companies, covered in the register maintained under section 301 of the Companies Act, 1956. The Outstanding balance is Rs. 6354.85 Lakhs. The other clauses are not applicable.
 - b. The company has not taken any loans, secured or unsecured, to or from companies, firms or other parties covered in the register maintained under section 301 of the companies act, 1956. The other clause are not applicable.
- 4) In my opinion and according to the information and explanations given to me, there is adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchase of fixed assets, Inventories and the sale of services. The activities of the company do not involve purchase of inventory and the sale of goods. During the course of my audit, I have not observed any continuing failure to correct major weaknesses in the internal control system.
- 5)
 - a. According to the information and explanations given to me, In my opinion that the particulars of contracts / arrangements referred to the Section 301 of the Act has been entered into the register maintained u/s 301 of the Companies Act, 1956.
 - b. In my opinion and according to the information and explanations given to me, the transactions made in pursuance of such contracts or arrangements have been made at prices which are responsible reasonable having regards to the prevailing market prices at the relevant time.
- 6) In my opinion and according to the information and explanations given to me, the company has not accepted any deposits during the year as defined under section 58A of the Companies Act, 1956.

- 7) The company has an internal audit system commensurate with the size and nature of its business.
- 8) As per the information and explanation given to me, the maintenance of cost records has not been prescribed by the Central Government under the clause (d) section 209(1) of the Companies Act, 1956 for any of the services rendered by the company.
- 9)
 - a. The company is depositing, with some delays, with appropriate authorities undisputed statutory dues including provident fund, Employee State Insurance, Income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues, wherever applicable, with the appropriate authorities.
 - b. According to the records of the company and the information and explanations given to me, there are no disputed amounts payable in respect of Income tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess in arrears, as at 31st March 2013 for a period for more than six months from the date they became payable.
 - c. According to the information and explanations given to me, there are no dues of sales tax, wealth tax, service tax, customs duty, excise duty and cess which not have been deposited on account of any dispute.
- 10) In my opinion, the company has no accumulated losses as at 31st March, 2013 and has not incurred cash losses during the financial year covered under by my audit and preceding financial year.
- 11) In my opinion and according to the information and explanations given to me, the Company has made payments with some delay in repayment of dues to financial institution, banks or issued any debentures.
- 12) In my opinion and according to the information and explanations given to me, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) In my opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) (Amendment) Order, 2004 are not applicable to the company.
- 14) In my opinion, the company is not dealing in or trading in shares, securities, debentures, investments and other securities wherever applicable, Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) (Amendment) order, 2004 are not applicable to the company.
- 15) In my opinion, and according to the information and explanations given to me, the company has given corporate guarantee for loans taken by subsidiary companies from banks, the terms and conditions are not prima facie prejudicial to the interest of the company.
- 16) In my opinion and according to the explanations given to me, the term loans have been applied for the purpose for which they are raised.

- 17) According to the information and explanations given to me and on an overall examination of the balance sheet of the company, I report that no funds raised on short-term basis have been used long-term investment.
- 18) According to the information and explanations given to me, the company has made any preferential allotment of shares during the year to parties covered in the register maintained under section 301 of the Companies Act, 1956. The price at which the issue is made are not prima facie prejudicial to the interest of the company.
- 19) According to the information and explanations given to me, the Company has not issued any debentures during the year and security for issue of debentures does not arise.
- 20) According to the information and explanations given to me, the Company has not raised money by public issue during the financial year and the disclosure of end use of money raised by public issues does not arise.
- 21) According to the information and explanations given to me, no fraud on or by the company has been noticed or reported during the course of my audit.

Place: Chennai
Date: May 29, 2013




S. Ramanath
Chartered Accountant
Membership No. 029416
Prop. M/s. Ramanath & Co.
Firm No. 013721s

#1A, East Street, Agraharam, Singanallur, Coimbatore-641 005.
E-mail ID ramvis2006@yahoo co in

Independent Auditor's Report on Consolidated Financial Statements

To the Board of Directors of Gemini Communication Ltd

Date :

I have audited the accompanying consolidated financial statements of Gemini Communication Ltd ("the Company") and its subsidiaries, which comprise the consolidated Balance Sheet as at March 31, 2013, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these consolidated financial statements based on my audit. I conducted my audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.




Opinion

In my opinion and to the best of my information and according to the explanations given to me, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the consolidated statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Place: Chennai
Date: May 29, 2013




S. Ramanath
Chartered Accountant
Membership No: 029416
Prop.M/s. Ramanath & Co.
Firm No.013721s

#1A, East Street, Agraharam, Singanallur, Coimbatore-641 005.
E-mail ID ramvis2006@yahoo co in

Date :

**CERTIFICATE ON CORPORATE GOVERNANCE REPORT ON COMPLIANCE OF
CONDITIONS OF CORPORATE GOVERNANCE**

To
The Shareholders of Gemini Communication Limited
Chennai

I have examined the compliance of conditions of Corporate Governance by **Gemini Communication Limited** for the year ended **31st March, 2013**, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreements.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: August 09, 2013
Place: Chennai




S. RAMANATH
CHARTERED ACCOUNTANT
Membership No: 029416