GEMINI
Innovation & Leadership
ISO 9001 - 2008

Gemini Communication Ltd.
Regd. Office: #1, Dr. Ranga Road
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May 29, 2013

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

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

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

Dear Sir,

Re.: Submission of financial results and auditor's report

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

Further to our letter dated May 21, 2013 intimating about the Board Meeting, we wish to inform that the Board of Directors of Gemini Communication Limited has at its meeting held today (i.e. May 29, 2013):

- Approved the audited financial results (both standalone & consolidated) for the financial year 2012-13.
- Not recommended any dividend on equity shares for the financial year ended March 31, 2013.

In this regard, please find attached the audited financial results (both standalone & consolidated) for the financial year 2012-13 and the Auditor's Report on the said financial results as per Clause 41 of the Listing Agreement.

We request you to take the above on record.

Thanking you,

Yours faithfully,

For Gemini Communication Limited

R. Vijaykumar
Managing Director

Encl.: As above

Gemini Communication Limited, Regd. Office: No. 1, Dr. Ranga Road, Alwarpet, Chennai - 600018

Part I (a) (Rs. In lakhs)

Statement of audited standalone financial results for the year ended 31 March 2013

Particulars	Standalone				
	Quarter Ended 31-03-2013	Quarter Ended 31-12-2012	Quarter Ended 31-03-2012	Year Ended 31-03-2013	Previous Year Ended 31-03-2012
(Refer Notes Below)	Refer Note 3	(Unaudited)	Refer Note 3	(Audited)	(Audited)
1. Income from operations					
(a) Net Sales / Income from operations (Net of excise duty)	3,893.06	2,920.46	10,041.85	13,973.87	28,490.15
(b) Other operating income	-			-	
Total income from operations (net)	**3,893.06**	**2,920.46**	**10,041.85**	**13,973.87**	**28,490.15**
2. Expenses		-			
(a) Cost of materials consumed	725.25	601.56	7,154.61	3,784.00	16,568.09
(b) Purchases of stock-in-trade	-			-	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	68.09	(310.52)	(150.25)	(79.53)	1,059.61
(d) Employee benefits expense	932.06	564.00	753.15	2,030.61	2,888.19
(e) Depreciation and amortisation expense	505.35	886.00	1,359.08	3,163.35	3,545.26
(f) Other expenses	1,319.24	522.14	591.92	2,971.87	1,498.04
Total Expenses	**3,549.98**	**2,263.18**	**9,708.51**	**11,870.30**	**25,559.19**
3. Profit / (Loss) from operations before other income, finance costs and exceptional items (1 - 2)	343.07	657.27	333.34	2,103.57	2,930.96
4. Other Income	0.39	1.04	12.63	5.69	114.37
5. Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	**343.46**	**658.31**	**345.97**	**2,109.26**	**3,045.33**
6. Finance costs	331.80	650.60	751.47	2,057.14	2,865.98
7. Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	**11.66**	**7.71**	**(405.50)**	**52.11**	**179.35**
8. Exceptional items	-	-		-	
9. Profit (+)/ Loss (-) from ordinary activities before tax (7+8)	**11.66**	**7.71**	**(405.50)**	**52.11**	**179.35**
10. Tax expense	250.15	-	(138.92)	250.15	(7.68)
11. Net Profit (+)/ Loss (-) from ordinary activities after tax (9-10)	**(238.50)**	**7.71**	**(266.58)**	**(198.04)**	**187.03**
12. Extraordinary items (net of tax expense Rs. _____ Lakhs)					
13. Net Profit (+)/ Loss (-) for the period (11-12)	**(238.50)**	**7.71**	**(266.58)**	**(198.04)**	**187.03**
14. Paid-up equity share capital (Face Value of Rs. 1 each)	1,238.95	1,238.95	1,064.97	1,238.95	1,064.97
15. Reserves excluding revaluation reserves as per Balance Sheet of previous accounting year				18,979.13	11,144.14
16. Basic and Diluted earnings per share before extraordinary item (Rs.)	(0.19)	0.01	(0.25)	(0.16)	0.18
17. Basic and Diluted earnings per share after extraordinary item (Rs.)	(0.19)	0.01	(0.25)	(0.16)	0.18

* EPS is for the period (not annualised)

Part I (b) (Rs. In lakhs)

Statement of audited consolidated financial results for the year ended 31 March 2013

Particulars	Consolidated				
	Quarter Ended 31-03-2013	Quarter Ended 31-12-2012	Quarter Ended 31-03-2012	Year Ended 31-03-2013	Previous Year Ended 31-03-2012
(Refer Notes Below)	Refer Note 3	(Unaudited)	Refer Note 3	(Audited)	(Audited)
1. Income from operations					
(a) Net Sales / Income from operations (Net of excise duty)	15,559.38	4,996.27	21,890.21	33,090.96	54,102.08
(b) Other operating income	-	-		-	
Total income from operations (net)	**15,559.38**	**4,996.27**	**21,890.21**	**33,090.96**	**54,102.08**
2. Expenses					
(a) Cost of materials consumed	10,332.03	1,588.47	19,030.46	17,765.56	32,505.56
(b) Purchases of stock-in-trade			-	-	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	509.68	(300.12)	(807.93)	188.95	2,095.48
(d) Employee benefits expense	1,090.05	596.95	1,070.61	2,456.81	3,988.30
(e) Depreciation and amortisation expense	646.44	1,174.43	1,879.93	3,893.39	5,439.44
(f) Other expenses	1,407.86	537.98	283.85	3,318.34	2,067.03
Total Expenses	**13,986.06**	**3,597.71**	**21,456.92**	**27,623.05**	**46,095.82**
3. Profit / (Loss) from operations before other income, finance costs and exceptional items (1 - 2)	1,573.32	1,398.56	433.30	5,467.91	8,006.26
4. Other Income	215.64	8.54	(161.66)	413.16	408.28
5. Profit / (Loss) from ordinary activities before finance costs and exceptional items (3 + 4)	**1,788.96**	**1,407.10**	**271.64**	**5,881.06**	**8,414.54**
6. Finance costs	491.22	1,101.02	1,515.56	2,666.88	5,157.90
7. Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	**1,297.73**	**306.09**	**(1,243.93)**	**3,214.18**	**3,256.64**
8. Exceptional items	-	-		-	-
9. Profit (+)/ Loss (-) from ordinary activities before tax (7+8)	**1,297.73**	**306.09**	**(1,243.93)**	**3,214.18**	**3,256.64**
10. Tax expense	571.28	-	(736.15)	571.28	(406.21)
11. Net Profit (+)/ Loss (-) from ordinary activities after tax (9-10)	**726.46**	**306.09**	**(507.77)**	**2,642.90**	**3,662.85**
12. Extraordinary items (net of tax expense Rs. _____ Lakhs)	-	-		-	-
13. Net Profit (+)/ Loss (-) for the period (11-12)	**726.46**	**306.09**	**(507.77)**	**2,642.90**	**3,662.85**
14. Share of profit / (loss) of associates	-	-		-	-
15. Minority interest			44.26	-	44.26
16. Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13 + 14 + 15)	**726.46**	**306.09**	**(552.04)**	**2,642.90**	**3,618.58**
17. Paid-up equity share capital (Face Value of Rs. 1 each)	1,238.95	1,238.95	1,064.97	1,238.95	1,064.97
18. Reserves excluding revaluation reserves as per Balance Sheet of previous accounting year				34,769.16	23,411.33
19. Basic and Diluted earnings per share before extraordinary item (Rs.)	0.59	0.25	(0.52)	2.13	3.40
20. Basic and Diluted earnings per share after extraordinary item (Rs.)	0.59	0.25	(0.52)	2.13	3.40

* EPS is for the period (not annualised)

Part II

Particulars	Quarter ended 31-03-2013	Quarter ended 31-12-2012	Quarter ended 31-03-2012	Year ended 31-03-2013	Year ended 31-03-2012
A. PARTICULARS OF SHAREHOLDING					
1. Public shareholding					
- Number of shares	77823650	77823650	62943734	77823650	62943734
- Percentage of shareholding	62.81%	62.81%	59.09%	62.81%	59.09%
2. Promoter and Promoter Group Shareholding					
a. Pledged / Encumbered					
- Number of shares	33911001	30911001	32240436	33911001	32240436
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	73.61%	67.09%	74.00%	73.61%	74.00%
- Percentage of shares (as a % of the total share capital of the company)	27.37%	24.95%	30.27%	27.37%	30.27%
b. Non-encumbered					
- Number of shares	12160052	15160052	11330617	12160052	11330617
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	26.39%	32.91%	26.00%	26.39%	26.00%
- Percentage of shares (as a % of the total share capital of the company)	9.81%	12.24%	10.64%	9.81%	10.64%

Particulars	Quarter ended 31-03-2013
B. INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	-
Received during the quarter	-
Disposed of during the quarter	-
Remaining unresolved at the end of the quarter	-

Notes:

1. The above financial results of the Company were reviewed by the Audit Committee and approved by the Board of Directors on May 29, 2013.
2. The Board of Directors has not recommended any dividend for the financial year 2012-13.
3. Figures for the three months ended March 31, 2013 and March 31, 2012 are the balancing figure between audited figures in respect of the full financial year and the published year to date figures upto the third quarter ended December 31, 2012 and December 31, 2011 respectively.
4. Statement of Assets and Liabilities

(Rs. in lakhs)

Particulars	Standalone		Consolidated	
	31-03-2013 Audited	31-03-2012 Audited	31-03-2013 Audited	31-03-2012 Audited
A. EQUITY AND LIABILITIES				
1. Shareholders' Funds				
a. Share Capital	1238.95	1,064.97	1,238.95	1,064.97
b. Reserves and Surplus	18979.13	11,144.14	34,769.16	23,411.33
c. Money received against share warrants			-	
Sub-total - Shareholders' funds	20,218.08	12,209.11	36,008.11	24,476.30
2. Share application money pending allotment			-	
3. Minority Interest		-	-	256.05
4. Non-current Liabilities			-	
a. Long-term borrowings	4494.31	5,121.40	19,995.36	18,947.90
b. Deferred tax liabilities (net)	888.32	1,155.48	1,202.41	1,274.34
c. Other long-term liabilities		-	-	-
d. Long-term provisions		-	-	-
Sub-total - Non-current liabilities	5,382.63	6,276.88	21,197.77	20,222.24
5. Current Liabilities				
a. Short-term borrowings	13148.26	14,904.82	16,576.46	19,703.44
b. Trade payables	11061.14	19,455.23	20,714.26	5,930.70
c. Other current liabilities	1983.34	1,802.89	4,271.70	2,473.91
d. Short-term provisions	570.00	632.05	1,360.86	1,473.19
Sub-total - Current liabilities	26,762.75	36,794.99	42,923.29	29,581.24
TOTAL - EQUITY AND LIABILITIES	52,363.46	55,280.98	100,129.16	74,535.82
B. ASSETS				
1. Non-current assets				
a. Fixed assets	6061.81	9,225.17	9,655.04	13,587.80
b. Goodwill on consolidation		-	470.65	470.65
c. Non-current investments	5383.63	5,588.85	10.00	10.00
d. Deferred tax assets (Net)		-	-	-
e. Long-term loans and advances		-	-	-
f. Other non-current assets			-	-
Sub-total - Non-current assets	11,445.44	14,814.01	10,135.69	14,068.45
2. Current assets				
a. Current investments				
b. Inventories	5972.37	5,892.83	6,938.39	7,127.34
c. Trade receivables	19907.55	21,841.59	62,383.61	34,888.90
d. Cash and bank balance	4.24	1,296.66	399.22	2,314.75
e. Short-term loans and advances	6575.65	9,315.44	10,675.20	5,838.89
f. Other current assets	8458.23	2,120.45	9,597.13	10,297.49
Sub-total - Current assets	40,918.02	40,466.97	89,993.54	60,467.37
TOTAL - ASSETS	52,363.46	55,280.98	100,129.23	74,535.82

5. The company has only one reportable business segment namely network product and services
6. Previous periods' figures have been regrouped or reclassified wherever necessary.

For Gemini Communication Limited

R. Vijaykumar
Managing Director

Chennai, May 29, 2013

CA. S.Ramanath B.Sc., ACA, *Grad.* CWA.,
Chartered Accountant

Ph : 91-422-2593551
Cell : 98431 14501

Ref:

Date :

Auditor's Report on Quarterly Financial Results and Year to Date Results of Gemini Communication Limited Pursuant to the Clause 41 of the Listing Agreement

To

The Board of Directors of Gemini Communication Limited

I have audited the quarterly financial results of Gemini Communication Limited for the quarter ended March 31, 2013 and the year to date results for the period from April 1, 2012 to March 31, 2013 attached herewith, being submitted by the company pursuant to the requirement of clause 41 of the Listing Agreement, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by me. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. My responsibility is to express an opinion on these financial results based on my audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India.

I conducted my audit in accordance with the auditing standards generally accepted in India. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. I believe that my audit provides a reasonable basis for my opinion.

In my opinion and to the best of my information and according to the explanations given to me these quarterly financial results as well as the year to date results:

(i) are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and

(ii) give a true and fair view of the net loss and other financial information for the quarter ended March 31, 2013 as well as the year to date results for the period from April 1, 2012 to March 31, 2013.

Further, I also report that I have, on the basis of the books of account and other records and information and explanations given to me by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

S. RAMANATH, B.Sc., ACA, Grad. CWA.,
CHARTERED ACCOUNTANT,
M. No. 209216,
1-A, EAST STREET, SINGANALLUR,
COIMBATORE - 641 005.

Chennai, May 29, 2013

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CA. S.Ramanath B.Sc., ACA, *Grad.* CWA.,
Chartered Accountant

Ph : 91-422-2593551
Cell : 98431 14501

Ref:

Date :

Auditor's Report On Quarterly Consolidated Financial Results and Consolidated Year to Date Results of Gemini Communication Limited Pursuant to the Clause 41 of the Listing Agreement

To
The Board of Directors of Gemini Communication Limited

I have audited the quarterly consolidated financial results of Gemini Communication Limited for the quarter ended March 31, 2013 and the consolidated year to date results for the period from April 1, 2012 to March 31, 2013, attached herewith, being submitted by the company pursuant to the requirement of clause 41 of the Listing Agreement except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by me. These consolidated quarterly financial results as well as the consolidated year to date financial results have been prepared from consolidated interim financial statements, which are the responsibility of the company's management. My responsibility is to express an opinion on these consolidated financial results based on my audit of such consolidated interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 and other accounting principles generally accepted in India.

I conducted my audit in accordance with the auditing standards generally accepted in India. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. I believe that my audit provides a reasonable basis for my opinion.

I did not audit the financial statements of 2 subsidiaries included in the consolidated quarterly financial results and consolidated year to date results, whose consolidated interim financial statements reflect total assets of Rs.31,818.94 Lacs as at March 31, 2013; as well as the total revenue of Rs.7498.61 Lacs for the year ending March 31, 2013 and Rs. 2945.55 Lacs for the quarter ended March 31, 2013. These interim financial statements and other financial information have been audited by other auditors whose report(s) have been furnished to me, and my opinion on the quarterly financial results and the year to date results, to the extent they have been derived from such interim financial statements is based solely on the report of such other auditors.



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CA. S.Ramanath B.Sc., ACA, *Grad.* CWA.,
Chartered Accountant

Ph : 91-422-2593551
Cell : 98431 14501

Ref:

Date :

In my opinion and to the best of my information and according to the explanations given to me, these consolidated quarterly financial results as well as the consolidated year to date results:

(i) include the quarterly financial results and year to date of the following entities;

1. Gemini Traze RFID Private Limited, Chennai
2. Point Red Telecom Limited, Bangalore
3. Gemini Geoss Energy Private Limited, Chennai
4. Gemini Infotech Limited, Hong Kong
5. PR Wireless Tech Limited, Hong Kong

(ii) have been presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and

(iii) give a true and fair view of the consolidated net profit and other financial information for the quarter ended March 31, 2013 as well as the consolidated year to date results for the period from April 1, 2012 to March 31, 2013.

Further, I also report that I have, on the basis of the books of account and other records and information and explanations given to me by the management, also verified the consolidated number of shares as well as percentage of shareholdings in respect of aggregate amount of consolidated public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

Chennai, May 29, 2013

S. RAMANATH, B.Sc., ACA GRAD. CWA.,
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