

# **Ginger Television Productions Limited**

**Annual report and financial statements**

**for the**

**year ended**

**31 December 2011**

**Registered number: 2818356**

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# **Ginger Television Productions Limited**

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## **Directors and Advisors**

### **Directors:**

George Watt  
Robert Woodward  
Alan Clements

### **Company Secretary:**

Jane Tames

### **Independent auditors:**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
141 Bothwell Street  
Glasgow  
G2 7EQ

### **Registered office:**

62-65 Charnos Place  
Covent Garden  
London  
WC2N 4HG

# Ginger Television Productions Limited

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## Directors' report for the year ended 31 December 2011

The directors present their annual report and the audited financial statements of the company (registered number 2818356) for the year ended 31 December 2011

### Principal activities

The principal activity of the company during the year was that of television production

### Review of business and future developments

The directors consider the results for the year and the financial position as at 31 December 2011 to be satisfactory and the directors expect that the present level of activity will be sustained for the foreseeable future

### Results and dividends

The company's profit for the year, after taxation, amounted to £53,000 (2010 £331,000)

The directors do not recommend payment of a dividend (2010 £650,000)

### Financial risk factors

The company, as a wholly owned subsidiary of STV Group plc ("Group") is exposed to a variety of financial risks that arise from and apply to the group's activities currency risk, credit risk, liquidity risk and cash flow interest rate risk The group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the group's financial performance The group uses derivative financial instruments to hedge certain risk exposures

Risk management is carried out by a central treasury department (group treasury) under policies approved by the board of directors of STV Group plc Group treasury identifies, evaluates and hedges financial risks in close co-operation with the group's operating divisions The board of STV Group plc provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of financial instruments and investing excess liquidity

#### (a) Currency risk

The group operates almost wholly within the UK and is exposed to minimal foreign exchange risk Foreign exchange risk arises primarily with respect to the Euro, US dollar and the Swiss franc Foreign exchange risk arises from future commercial transactions and trade assets and liabilities in foreign currencies

#### (b) Credit risk

The group has no significant concentration of credit risk It has policies in place to ensure that sales are made to customers with an appropriate credit history Derivative transaction counterparties are limited to high-credit-quality financial institutions

#### (c) Liquidity risk

Prudent liquidity management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions Due to the nature of the underlying business, group treasury aims to maintain flexibility in funding by keeping committed credit lines available

#### (d) Cash flow interest rate risk

As the group has no significant interest bearing assets, the group's income and operating cash flows are substantially independent of changes in market interest rates Full details are provided in the group's statutory accounts for the year ended 31 December 2011

# **Ginger Television Productions Limited**

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## **Directors' report for the year ended 31 December 2011 (continued)**

### **Key performance indicators ("KPIs")**

The directors of STV Group plc manage the group's operations on a divisional basis. For this reason, the company's directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the business the company. The development, performance and position of the Content division of STV Group plc, which includes the company, is discussed on pages 16 to 19 of the Group's annual report which does not form part of this report.

### **Directors**

The directors of the company at 31 December 2011, all of whom have been directors for the whole year, except where stated, are listed on page 1.

In accordance with the Articles of Association, the directors do not retire by rotation.

### **Directors' interests**

The directors do not hold any shares in the company.

The directors hold shares in STV Group plc and their interests are dealt with in the financial statements of that company.

### **Statement of directors' responsibilities**

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# **Ginger Television Productions Limited**

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## **Directors' report for the year ended 31 December 2011 (continued)**

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### **Disclosure of information to auditors**

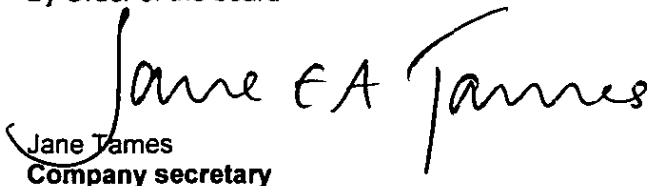
In the case of each of the persons who are directors at the time of this report the following applies:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- he or she has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

### **Independent auditors**

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

By Order of the board

  
Jane E A James  
Company secretary

27 June 2012

# **Ginger Television Productions Limited**

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## **Independent auditors' report to the members of Ginger Television Productions Limited**

We have audited the financial statements of Ginger Television Productions Limited for the year ended 31 December 2011 which comprise the Profit and loss account, the Reconciliation of the movements in shareholders funds, the Balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

### **Respective responsibilities of directors and auditors**

As explained more fully in the Statement of directors' responsibilities set out on page 3 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **Ginger Television Productions Limited**

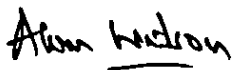
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### **Independent auditors' report to the members of Ginger Television Productions Limited (continued)**

#### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Alan Wilson (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Glasgow

27 June 2012

## Ginger Television Productions Limited

### Profit and loss account for the year ended 31 December 2011

	Note	2011 £000	2010 £000
<b>Turnover</b>		<b>172</b>	<b>899</b>
Cost of sales		<u>(117)</u>	<u>(762)</u>
Gross profit		<b>55</b>	<b>137</b>
Exceptional administrative expenses	3	-	287
Other administrative expenses		<u>-</u>	<u>(92)</u>
			<b>195</b>
<b>Profit on ordinary activities before taxation</b>	2	<b>55</b>	<b>332</b>
Tax on profit on ordinary activities	4	<u>(2)</u>	<u>(1)</u>
<b>Profit for the financial year</b>	12	<b><u>53</u></b>	<b><u>331</u></b>

The results are derived wholly from continuing operations

The company has no recognised gains and losses other than the profits above and therefore no separate statement of total recognised gains and losses has been presented

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial years stated above and their historical cost equivalents

The accompanying notes are an integral part of the profit and loss account

### Reconciliation of movements in shareholders' funds for the year ended 31 December 2011

	Note	2011 £000	2010 £000
Opening shareholders' funds		<u>53</u>	<u>372</u>
Profit for the financial year		<b>53</b>	<b>331</b>
Dividends paid	5	<u>-</u>	<u>(650)</u>
Movement in year		<u>53</u>	<u>(319)</u>
Closing shareholders' funds		<b><u>106</u></b>	<b><u>53</u></b>



# Ginger Television Productions Limited

## Balance sheet as at 31 December 2011

	Note	2011 £000	2010 £000
<b>Current assets</b>			
Debtors - due within one year	7	488	400
- due after one year	7	329	329
		<u>817</u>	<u>729</u>
<b>Creditors: amounts falling due within one year</b>	8	<u>(35)</u>	<u>-</u>
<b>Net current assets</b>		<u>782</u>	<u>729</u>
<b>Total assets less current liabilities</b>		<b>782</b>	<b>729</b>
Creditors amounts falling due after more than one year	9	<u>(676)</u>	<u>(676)</u>
<b>Net assets</b>		<u>106</u>	<u>53</u>
<b>Capital and reserves</b>			
Called up share capital	11	-	-
Profit and loss account	12	<u>106</u>	<u>53</u>
<b>Total shareholders' funds</b>		<u>106</u>	<u>53</u>

The accompanying notes are integral part of this balance sheet

The financial statements on pages 7 to 13 were approved by the board of directors on 27 June 2012 and were signed on its behalf by



George Watt  
Director

# **Ginger Television Productions Limited**

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## **Notes to the financial statements Year ended 31 December 2011**

### **1. Accounting policies**

#### **Accounting convention and basis of accounting**

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

#### **Basis of consolidation**

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the consolidated financial statements of its parent, STV Group plc, a company registered in Scotland. Consequently the financial statements presented are for the company and not the Group.

#### **Turnover**

Turnover represents amounts invoiced by the company excluding value added tax, in respect of services rendered during the period in the UK.

#### **Television production contracts**

Turnover and attributable profit are recognised in full when the programme is delivered to the network.

#### **Pension costs**

Employees of the company are eligible for membership of the main retirement benefits schemes operated by STV Group plc. For defined contribution schemes the amount charged to the profit and loss account is the contributions payable in the year.

#### **Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

#### **Investments**

Fixed asset investments are shown at cost less any provision for impairment.

#### **Cash flow statement**

A cash flow statement has not been included within these financial statements as the company is a wholly owned subsidiary of STV Group plc, a company incorporated in Scotland, which has prepared a consolidated cash flow statement, including the cash flows of the company, in its 2011 financial statements in accordance with FRS 1 (revised 1996).

#### **Related party transactions**

The company has taken advantage of the exemption contained in paragraph 3(c) of FRS 8 in respect of disclosure of transactions with group undertakings.

# Ginger Television Productions Limited

## Notes to the financial statements (continued) Year ended 31 December 2011

### 2. Profit on ordinary activities before taxation

No director received remuneration from the company during the year (2010 £nil)

The emoluments of the directors are paid by another group company which makes no recharge to Ginger Television Productions Limited as it is not possible to make an accurate apportionment of their emoluments in respect of their services to specific group companies

The employment costs of staff are paid by another group company, which makes no recharge to Ginger Television Productions Limited as it is not possible to make an accurate apportionment of the employment costs in respect of their services to specific group companies

The expense of auditors' remuneration was borne by another group company during the year and the preceding year

### 3. Exceptional items

#### Intercompany forgiveness

During 2010 Ginger Television Productions Limited benefited from an exceptional gain of £287,000 due to the forgiveness of intercompany loans from other group companies

### 4. Tax on profit on ordinary activities

	2011 £000	2010 £000
Current tax		
UK corporation tax on profit/(loss) of the year	-	-
Adjustment in respect of previous years	-	-
Total current tax	-	-
Deferred tax		
Origination and reversal of timing differences	-	-
Changes in tax rates or laws	2	1
<b>Tax on profit on ordinary activities</b>	<b>2</b>	<b>1</b>

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 26.5% (2010 28%). The actual tax for the current and prior years differs to the standard rate for the reasons set out in the following reconciliation

	2011 £000	2010 £000
<b>Profit on ordinary activities before tax</b>	<b>55</b>	<b>332</b>
Profit on ordinary activities multiplied by standard rate in UK 26.5% (2010 28%)	15	93
Effects of		
Expenses not allowable for tax purposes	-	(80)
Group relief	(15)	(7)
Other short term timing differences	-	(6)
<b>Current tax charge for the year</b>	<b>-</b>	<b>-</b>

# Ginger Television Productions Limited

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## Notes to the financial statements (continued) Year ended 31 December 2011

During the year, a change in the UK corporation tax rate from 28% to 26%, effective from 1 April 2011, was substantively enacted in March 2011. A further reduction to 25%, effective from 1 April 2012, was substantively enacted in July 2011 and the relevant deferred tax balances have been re-measured accordingly.

In addition to the change in rate of corporation tax disclosed above, a number of further changes in the UK Corporation tax systems were announced in the March 2012 UK Budget Statement. Further reductions to the main corporation tax rate are proposed to reduce the rate by 1% per annum to 22% by 1 April 2014. None of these rate reductions had been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

The overall effect, had the change of rate been substantively enacted as at the balance sheet date, would not have a significant impact on the accounts.

### 5. Dividends

	2011 £000	2010 £000
Equity dividends paid on ordinary shares		
Interim paid £nil (2010: £650,000) per £1 share	-	650

### 6. Investments

The company owns 50% of the ordinary share capital of Ska Ginger Productions Limited, a company registered in England and Wales, whose principal activity is that of CD and video production of its television production from the previous years.

The directors believe that the book value of the investments is not less than the value of the underlying net assets.

# Ginger Television Productions Limited

## Notes to the financial statements (continued) Year ended 31 December 2011

### 7. Debtors

#### Due within one year

	2011 £000	2010 £000
Amounts owed by group undertakings	451	361
Deferred tax asset (note 10)	26	28
Other debtors	11	11
	<u>488</u>	<u>400</u>

#### Due after one year

	2011 £000	2010 £000
Amounts owed by group undertakings	<u>329</u>	<u>329</u>

Amounts owed by group undertakings are unsecured, interest free and have no fixed date of repayment

### 8. Creditors: amounts falling due within one year

	2011 £000	2010 £000
Amounts owed to group undertakings	<u>35</u>	<u>-</u>

### 9. Creditors: amounts falling due after more than one year

	2011 £000	2010 £000
Amounts owed to group undertakings	<u>676</u>	<u>676</u>

Amounts owed to group undertakings are unsecured, interest free and have no fixed date of repayment

### 10. Deferred taxation

	£000
At 1 January 2011	(28)
Utilised in year	2
At 31 December 2011	<u>(26)</u>

Deferred taxation is provided as follows

	2011 £000	2010 £000
Capital allowances (note 7)	<u>(26)</u>	<u>(28)</u>

# Ginger Television Productions Limited

## Notes to the financial statements (continued) Year ended 31 December 2011

### 11. Called up share capital

	2011 £	2010 £
<b>Authorised</b>		
1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
<b>Allotted and fully paid</b>		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

### 12. Profit and loss account

	£000
At 1 January 2011	53
Profit for the financial year	<u>53</u>
<b>At 31 December 2011</b>	<u><b>106</b></u>

### 13. Pension commitments

In 2011, employees of the company were members of the SMG group pension scheme, a defined contribution scheme

Details of the scheme are included in the financial statements of STV Group plc, the ultimate parent undertaking

### 14. Ultimate parent undertaking

The immediate parent undertaking is STV Television Limited

The ultimate parent undertaking and controlling party is STV Group plc, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of STV Group plc consolidated financial statements can be obtained from the company secretary at Pacific Quay, Glasgow, G51 1PQ