

Ginger Television Productions Limited

Annual report and financial statements

for the

year ended

31 December 2013

Registered number: 2818356

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Ginger Television Productions Limited

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: 2nd Floor
Bewlay House
2 Swallow Place
London
W1B 2AE

Ginger Television Productions Limited

Directors' report for the year ended 31 December 2013

The directors present their annual report and the audited financial statements of the company (registered number 2818356) for the year ended 31 December 2013.

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 2013 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 £18,000 (2012: £46,000).

The directors do not recommend payment of a dividend (2012: £nil).

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 under policies approved by the Board of Directors of STV Group plc with financial risks being identified, evaluated and hedged 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 and US dollar and 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, the aim is to maintain flexibility in funding by keeping committed credit lines available.

(d) Cash flow interest rate risk

The Group has no significant interest bearing assets and its 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 2013.

Directors' report for the year ended 31 December 2013 (continued)

Key performance indicators

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 27 to 28 of the Group's annual report which does not form part of this report.

Directors

The directors of the company at 31 December 2013, all of whom have been directors for the whole year, and up to the date of signing the financial statements 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

Directors' report for the year ended 31 December 2013 (continued)

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.

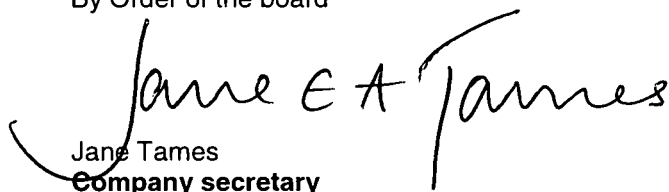
Strategic Report

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006. Subsequently, no Strategic Report has been presented on the grounds of the exemption available under Companies Act 2006 s414B.

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

26 June 2014

Ginger Television Productions Limited

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

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 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.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Ginger Television Productions Limited, comprise:

- the balance sheet as at 31 December 2013;
- the profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

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).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What the audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). 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 and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 annual report and financial statements are prepared is consistent with the financial statements.

Ginger Television Productions Limited

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

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement 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 ISAs (UK & 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.



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

26 June 2014

Ginger Television Productions Limited

Profit and loss account for the year ended 31 December 2013

	Note	2013 £000	2012 £000
Turnover		77	65
Cost of sales		<u>(56)</u>	<u>(17)</u>
Profit on ordinary activities before taxation	2	21	48
Tax on profit on ordinary activities	3	<u>(3)</u>	<u>(2)</u>
Profit for the financial year	10	<u>18</u>	<u>46</u>

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.

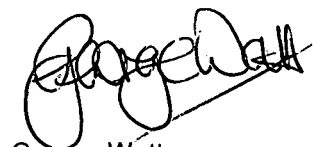
Ginger Television Productions Limited

Balance sheet as at 31 December 2013

	Note	2013 £000	2012 £000
Current assets			
Debtors - due within one year	5	552	534
- due after one year	5	329	329
		<u>881</u>	<u>863</u>
Creditors: amounts falling due within one year	6	<u>(35)</u>	<u>(35)</u>
Net current assets		<u>846</u>	<u>828</u>
Total assets less current liabilities		846	828
Creditors: amounts falling due after more than one year	7	<u>(676)</u>	<u>(676)</u>
Net assets		<u>170</u>	<u>152</u>
Capital and reserves			
Called up share capital	9	-	-
Profit and loss account	10	<u>170</u>	<u>152</u>
Total shareholders' funds		<u>170</u>	<u>152</u>

The accompanying notes are integral part of this balance sheet.

The financial statements on pages 7 to 12 were approved by the board of directors on 26 June 2014 and were signed on its behalf by:



George Watt
Director

Notes to the financial statements Year ended 31 December 2013

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 2013 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 2013

2. Profit on ordinary activities before taxation

No director received remuneration from the company during the year (2012: £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. Tax on profit on ordinary activities

	2013 £000	2012 £000
Current tax:		
UK corporation tax on profit 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	3	2
Tax on profit on ordinary activities	3	2

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 23.25% (2012: 24.5%). The actual tax for the current and prior years differs to the standard rate for the reasons set out in the following reconciliation:

	2013 £000	2012 £000
Profit on ordinary activities before tax	21	48
Profit on ordinary activities multiplied by standard rate in UK 23.25% (2012: 24.5%)	5	12
Effects of:		
Expenses not allowable for tax purposes	-	-
Group relief	(5)	(12)
Other short term timing differences	-	-
Current tax charge for the year	-	-

During the year, the UK corporation tax rate from 24% to 23%, effective from 1 April 2013.

In addition, a number of further changes to the UK corporation tax system were announced in the March 2013 UK Budget statement. Legislation to reduce the main rate of corporation tax from 23% to 21% from 1 April 2014 and to 20% from 1 April 2015 was included in the Finance Act 2013, which was enacted in July 2013. The closing deferred tax balances have therefore been re-measured accordingly.

Ginger Television Productions Limited

Notes to the financial statements (continued) Year ended 31 December 2013

4. 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.

5. Debtors

Due within one year

	2013 £000	2012 £000
Amounts owed by group undertakings	531	510
Deferred tax asset (note 8)	21	24
	<u>552</u>	<u>534</u>

Due after one year

	2013 £000	2012 £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.

6. Creditors: amounts falling due within one year

	2013 £000	2012 £000
Amounts owed to group undertakings	<u>35</u>	<u>35</u>

7. Creditors: amounts falling due after more than one year

	2013 £000	2012 £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.

Ginger Television Productions Limited

Notes to the financial statements (continued) Year ended 31 December 2013

8. Deferred taxation

	£000
At 1 January 2013	(24)
Utilised in year	3
At 31 December 2013	(21)

Deferred taxation is provided as follows:

	2013 £000	2012 £000
Capital allowances (note 5)	(21)	(24)

9. Called up share capital

	2013 £	2012 £
Authorised		
1,000 (2012: 1,000) ordinary shares of £1 each	1,000	1,000
Allotted and fully paid		
2 (2012: 2) ordinary shares of £1 each	2	2

10. Profit and loss account

	£000
At 1 January 2013	152
Profit for the financial year	18
At 31 December 2013	170

11. Reconciliation of movements in shareholders' funds

	2013 £000	2012 £000
Opening shareholders' funds	152	106
Profit for the financial year	18	46
Closing shareholders' funds	170	152

12. Pension commitments

In 2013, 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.

13. 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.