

INGENIOUS BROADCASTING 38 LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
YEAR ENDED 5 APRIL 2013



Company Registration Number 6027620 (England and Wales)

INGENIOUS BROADCASTING 38 LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

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INGENIOUS BROADCASTING 38 LIMITED

THE COMPANY AND ITS ADVISERS

Directors	J L Boyton M T Bugden J H M Clayton N A Forster D M Reid S J Speight
Company Secretary	S J Cruickshank
Registered Office	15 Golden Square London W1F 9JG
Company Number	6027620 (England and Wales)
Auditor	Shipleys LLP Chartered Accountants and Statutory Auditor 10 Orange Street Haymarket London WC2H 7DQ
Registrar	SLC Registrars Thames House Portsmouth Road Esher KT10 9AD

DIRECTORS' REPORT

5 APRIL 2013

The directors present the Annual Report and Financial Statements of Ingenious Broadcasting 38 Limited ("the Company") for the year ended 5 April 2013

Principal activities

The Company is a member of Ingenious Broadcasting 2 LLP ("the Partnership"), a limited liability partnership formed to produce and exploit a high quality portfolio of television programmes with ongoing potential for commercial exploitation across all media

In assessing which programmes to produce, the Partnership endeavours to work with the most successful broadcasters and sales agents, and to work with, and engage the highest quality co-producers and production services companies and personnel to carry out its production activities. The Partnership also benefits from its relationship with Ingenious Media Holdings plc and its subsidiaries ("the Ingenious Group") in sourcing television projects, and has created a diverse portfolio of programmes with both domestic and international appeal

Review of the year

The results for the year are set out on page 7

Dividends

No interim dividends were paid during the year (year ended 5 April 2012: £nil). The directors do not propose to recommend the payment of a final dividend (year ended 5 April 2012: £nil).

Going concern

On 25 May 2012, the Company approved a reduction of its capital by special resolution of the shareholders passed at a general meeting in accordance with section 642 of the Companies Act 2006 ("the Act") by the cancellation of 1,952,563 Ordinary shares of £1 each. It is the intention of the directors to cease trading in the Company for the foreseeable future. As required by Financial Reporting Standard 18 'Accounting Policies', the directors have therefore prepared financial statements on the basis that the Company is no longer a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis.

INGENIOUS BROADCASTING 38 LIMITED

DIRECTORS' REPORT (CONTINUED)

5 APRIL 2013

Directors

The directors who served throughout the year were as follows

J L Boyton
M T Bugden
J H M Clayton
N A Forster
D M Reid
S J Speight

Payment of suppliers

The Company agrees payment terms as part of the commercial arrangements negotiated with suppliers. Payments are made on these terms provided the supplier meets its obligations.

The trade creditor days at 5 April 2013 were nil (year ended 5 April 2012 nil).

Financial risk management objectives and procedures

As the Company's key activity is primarily to distribute capital to the shareholders, the recoverability of the outstanding balances due from the Partnership are monitored on a regular basis. This risk is indirectly mitigated by the Partnership's credit control policies and greenlighting procedure. In assessing which programmes to produce, the Partnership endeavours to work with the most successful co-producers, distributors and broadcasters, and to work with and engage the highest quality personnel to carry out its production activities.

DIRECTORS' REPORT (CONTINUED)

5 APRIL 2013

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and Financial Statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare 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 the financial statements, the directors are required to

- select suitable accounting policies and apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable United Kingdom Accounting Standards have been followed, and
- 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.

In so far as the directors are aware

- there is no relevant audit information of which the Company's auditors are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Auditors

In the absence of a notice proposing that the appointment be terminated, the auditors, Shipleys LLP, will be deemed to be re-appointed in accordance with section 487 of the Companies Act 2006.

This report was approved and signed on behalf of the board of directors on *18 December 2013* by



S J Cruickshank
Company Secretary
Registered office
15 Golden Square
London, W1F 9JG

INGENIOUS BROADCASTING 38 LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INGENIOUS BROADCASTING 38 LIMITED

We have audited the financial statements of Ingenious Broadcasting 38 Limited for the year ended 5 April 2013 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement, the Notes to the Cash Flow Statement and the related notes 1 to 12. 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).

This report is made solely to the Company's members, as a body, in accordance with chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities, 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 (APB's) Ethical Standards for Auditors.

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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INGENIOUS BROADCASTING 38 LIMITED (CONTINUED)

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 5 April 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 properly prepared in accordance with the Companies Act 2006

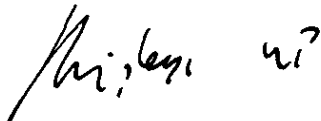
Opinion on other matters prescribed by the Companies Act 2006

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

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



Stephen Joberns (Senior Statutory Auditor)

for and on behalf of Shipleys LLP (Chartered Accountants and Statutory Auditor)
10 Orange Street, Haymarket, London, WC2H 7DQ

Date 20/2/13

INGENIOUS BROADCASTING 38 LIMITED

PROFIT AND LOSS ACCOUNT YEAR ENDED 5 APRIL 2013

	Notes	Year ended 5 April 2013 £	Year ended 5 April 2012 £
Administrative expenses		<u>7,266</u>	<u>(1,264)</u>
Operating profit/(loss)	2	7,266	(1,264)
Share of the Partnership's result	3	<u>5,644</u>	<u>(16,384)</u>
Profit/(loss) on ordinary activities before taxation		12,910	(17,648)
Taxation	4	<u>(77)</u>	<u>-</u>
Profit/(loss) for the financial year	9	12,833	(17,648)

All of the Company's activities relate to continuing operations during the current and prior year

There are no recognised gains and losses other than those shown above and therefore no separate Statement of Total Recognised Gains and Losses has been presented

The notes on pages 11 to 15 form an integral part of the financial statements

INGENIOUS BROADCASTING 38 LIMITED

BALANCE SHEET AS AT 5 APRIL 2013

	Notes	5 April 2013 £	5 April 2012 £
Fixed assets			
Investments	3	-	1,750,695
Current assets			
Debtors	6	145,054	-
Cash at bank		-	18,049
		<u>145,054</u>	<u>18,049</u>
Creditors: amounts falling due within one year	7	<u>(139,577)</u>	<u>(1,040)</u>
Net current assets		5,477	17,009
Total assets less current liabilities		<u>5,477</u>	<u>1,767,704</u>
Net assets		<u>5,477</u>	<u>1,767,704</u>
Capital and reserves			
Called up equity share capital	8	19,726	1,972,289
Profit and Loss Account	9	<u>(14,249)</u>	<u>(204,585)</u>
Shareholders' funds	10	<u>5,477</u>	<u>1,767,704</u>

The notes on pages 11 to 15 form an integral part of the financial statements

The financial statements were approved by the board of directors and authorised for issue on *18 December 2013*, and are signed on their behalf by



N A Forster
Director

Company Registration Number 6027620 (England and Wales)

INGENIOUS BROADCASTING 38 LIMITED

CASH FLOW STATEMENT **YEAR ENDED 5 APRIL 2013**

	Notes	5 April 2013 £	5 April 2012 £
Cash flow from operating activities	A	749	(1,424)
Cash outflow from returns on investment and servicing of finance	B	(18,721)	-
Taxation	C	<u>(77)</u>	<u>-</u>
Net cash outflow before management of liquid resources and financing		<u>(18,049)</u>	<u>(1,424)</u>
Decrease in cash in the year	E	<u>(18,049)</u>	<u>(1,424)</u>

The notes on pages 11 to 15 form an integral part of the financial statements

INGENIOUS BROADCASTING 38 LIMITED

NOTES TO THE CASH FLOW STATEMENT YEAR ENDED 5 APRIL 2013

A. Reconciliation of operating profit/(loss) to net cash flow from operating activities	5 Aprnl 2013 £	5 Aprnl 2012 £	
Operating profit/(loss)	7,266	(1,264)	
Increase in debtors	(145,054)	-	
Increase/(decrease) in creditors	<u>138,537</u>	<u>(160)</u>	
Net cash flow from operating activities	749	(1,424)	
B. Returns on investment and servicing of finance	5 Aprnl 2013	5 Aprnl 2012	
Derecognition of investment	1,756,339	-	
Capital reduction	<u>(1,775,060)</u>	<u>-</u>	
Net cash outflow from returns on investment and servicing of finance	(18,721)	-	
B. Taxation	5 Aprnl 2013 £	5 Aprnl 2012 £	
Corporation tax expense	(77)	-	
C. Analysis of changes in net funds	At 6 Aprnl 2012 £	Cash flows £	At 5 Aprnl 2013 £
Cash at bank	18,049	(18,049)	-
D. Reconciliation of net cash flow to movement in net funds	5 Aprnl 2013 £	5 Aprnl 2012 £	
Decrease in cash in the year	(18,049)	(1,424)	
Net funds at start of year	<u>18,049</u>	<u>19,473</u>	
Net funds at end of year	-	18,049	

The notes on pages 11 to 15 form an integral part of the financial statements

INGENIOUS BROADCASTING 38 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

5 APRIL 2013

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention. The financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards. The significant accounting policies adopted are summarised below.

For the reasons explained in the Directors' Report, the financial statements have not been prepared on a going concern basis. No adjustments were necessary to the amounts at which the remaining assets and liabilities are included in these financial statements.

Investment in the Partnership

The investment in the Partnership is accounted for using the equity method. The Profit and Loss Account includes the Company's share of the Partnership's profits less losses while the Company's share of the net assets of the Partnership is shown in the Balance Sheet.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the Balance Sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Financial instruments

The Company's principal financial instrument is its bank balance. The main purpose of the bank balance is to provide funding for the Company's operations and to ensure the Company can meet its liabilities as they fall due. Due to the nature of the financial instrument used by the Company, there is no exposure to price risk. Credit risk of receivables is closely monitored. The Company makes use of money market facilities when appropriate.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5 APRIL 2013

2. Operating profit/(loss)

	Year ended 5 April 2013 £	Year ended 5 April 2012 £
The operating profit/(loss) is stated after charging		
Auditor's remuneration for audit services	-	1,040

Audit fees for the current year have been borne by Ingenious Media Investments Limited

3. Investments

	Year ended 5 April 2013 £	Year ended 5 April 2012 £
Cost / share of net assets		
Balance brought forward	1,750,695	1,767,079
Movement during the year		
Share of the Partnership's result	5,644	(16,384)
Disposals	(1,756,339)	-
Balance carried forward	-	1,750,695

The investment represents the interest in the Partnership. The Company de-recognised the investment in the Partnership during the year. At the year end, the Company had a nil% (year ended 5 April 2012: 2.2%) interest in the capital of the Partnership, but held an entitlement to an allocation of profits and losses based on its respective weighted member's shares during the year. The Partnership was formed under the Limited Liability Partnerships Act 2000 to develop, produce and exploit a high quality portfolio of television programmes. Its place of business and head office address is 15 Golden Square, London, W1F 9JG, United Kingdom. The Partnership made a net loss of £675,077 during the year to 5 April 2013 (year ended 5 April 2012: loss of £1,075,549).

INGENIOUS BROADCASTING 38 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5 APRIL 2013

4. Taxation

	Year ended 5 April 2013 £	Year ended 5 April 2012 £
UK corporation tax at 20% for the year ended 5 April 2013 (20% for the year ended 5 April 2012) based on the adjusted results for the year	77	-
Current tax charge	77	-

	Year ended 5 April 2013 £	Year ended 5 April 2012 £
Factors affecting the tax charge for the year		
Profit/(loss) on ordinary activities before taxation	12,910	(17,648)
Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax of 20% for the year ended 5 April 2013 (20% for the year ended 5 April 2012) based on the adjusted results for the year	2,582	(3,530)
Effects of		
Adjustment to allocation from the Partnership	(1,333)	-
Utilisation of tax losses brought forward	(1,172)	-
Tax losses not utilised	-	3,530
Current tax charge for the year	77	-

In light of the fact that it is the intention of the directors to cease trading in the Company for the foreseeable future, a potential deferred tax asset of £20,640 (2012 £21,812) in respect of tax losses carried forward has not been recognised due to uncertainty over the availability of taxable profits in future chargeable accounting periods

5. Directors and employees

The Company did not have any employees during the current or prior year. The directors did not receive any remuneration for their services during either the current or prior year.

6. Debtors

	5 April 2013 £	5 April 2012 £
Other debtors	145,054	-

INGENIOUS BROADCASTING 38 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) 5 APRIL 2013

7. Creditors: amounts falling due within one year

	5 April 2013 £	5 April 2012 £
Corporation tax	77	-
Other creditors	139,500	-
Accruals	-	1,040
	<u>139,577</u>	<u>1,040</u>

8. Share capital

	Allotted, called up and fully paid 5 April 2013		5 April 2012	
	£	No	£	No
Ordinary shares of £1 each issued at par	19,726	19,726	1,972,289	1,972,289

On 28 May 2012, the Company re-registered as a private limited company under section 97 of the Companies Act 2006 with the name Ingenious Broadcasting 38 Limited and on 29 May 2012 the Company reduced its capital in accordance with section 642 of the Companies Act 2006 by the cancellation of 1,952,563 Ordinary shares of £1 each, representing 99% of the original called up Share capital. For each Ordinary share cancelled 90 9p was paid to the registered shareholder as at the date of the capital reduction.

9. Statement of movements on Profit and Loss Account

	5 April 2013 £	5 April 2012 £
Balance brought forward	(204,585)	(186,937)
Profit/(loss) for the financial year	12,833	(17,648)
Capital reduction	<u>177,503</u>	<u>-</u>
Balance carried forward	(14,249)	(204,585)

10. Reconciliation of movements in shareholders' funds

	5 April 2013 £	5 April 2012 £
(1) Equity shareholders' funds		
Capital reduction	(1,775,060)	-
Profit/(loss) for the financial year	<u>12,833</u>	<u>(17,648)</u>
Net movement in equity shareholders' funds	(1,762,227)	(17,648)
Opening equity shareholders' funds	<u>1,767,704</u>	<u>1,785,352</u>
Closing equity shareholders' funds	5,477	1,767,704

INGENIOUS BROADCASTING 38 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5 APRIL 2013

11. Related party transactions

Ingenious Media Investments Limited (the Operator of the Partnership) is a wholly-owned subsidiary of Ingenious Media Limited, a company registered in England and Wales. Ingenious Media Limited is a wholly-owned subsidiary within the Ingenious Group.

The directors of the Company were also directors of the Operator during the year ended 5 April 2013. The Operator administers the Company under a placing and administration agreement.

J L Boyton and D M Reid, directors of the Company, are members of the Executive Committee of the Partnership. The Executive Committee has discretion to approve any television programmes proposed for production by the Operator. The total amount withdrawn by the Company from the Partnership during the year is disclosed in Note 3 (year ended 5 April 2012: £nil). The Operator issued credit notes to the value of £7,162 (year ended 5 April 2012: £nil) in relation to fees charged in the prior periods. At the year end, the balance due from the Partnership to the Company was £145,054 (year ended 5 April 2012: £nil).

At the year end, the Company had a nil% (year ended 5 April 2012: 2.2%) interest in the capital of the Partnership and an entitlement to an allocation of profits and losses based on its respective weighted member's share (see note 3). During the year, the Company was allocated a profit of £5,644 (year ended 5 April 2012: allocated a loss of £16,384) from the Partnership.

12. Controlling party

During the year ended 5 April 2013 there was no direct or ultimate controlling party.