

**ORIOIUS PRODUCTIONS PLC**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**YEAR ENDED 5 APRIL 2012**



Company Registration Number 7493339 (England and Wales)

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

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## ORIOIUS PRODUCTIONS PLC

### THE COMPANY AND ITS ADVISERS

<b>Directors</b>	J L Boyton J H M Clayton J E T Reeve
<b>Company Secretary</b>	S J Cruickshank
<b>Registered Office</b>	15 Golden Square London W1F 9JG
<b>Company Number</b>	7493339 (England and Wales)
<b>Auditor</b>	Shipleys LLP Chartered Accountants and Statutory Auditor 10 Orange Street Haymarket London WC2H 7DQ
<b>Registrar</b>	SLC Registrars Thames House Portsmouth Road Esher KT10 9AD

**DIRECTORS' REPORT  
5 APRIL 2012**

The directors present the Annual Report and Financial Statements of Oriolus Productions plc ("the Company") for the year ended 5 April 2012

**Principal activities**

The Company was formed to produce and exploit high quality television programmes with ongoing potential for commercial exploitation across all media

In assessing which programmes to produce, the Company endeavours to work with the most successful broadcasters and sales agents, and engage the highest quality co-producers or production services companies and personnel to carry out its production activities. The Company also benefits from its relationship with Ingenious Media Holdings plc and its subsidiaries ("the Ingenious Group") to facilitate the sourcing of suitable television projects, and all aspects of production and exploitation

**Review of the year**

The Company made a loss after tax of £44,272 for the year ended 5 April 2012 (period ended 5 April 2011 £123,814)

The net assets of the Company at 5 April 2012 were £1,788,847 (period ended 5 April 2011 £1,176,188)

The directors consider the Company's performance during the year to be satisfactory, and will continue to monitor the trading activities undertaken by the Company. The directors are confident that the Company will generate profits in future years

**Dividends**

No interim dividends were paid during the year (period ended 5 April 2011 £nil). The directors do not propose to recommend the payment of a final dividend (period ended 5 April 2011 £nil)

**Production activities**

To date, the Company has raised capital of £2.0 million and has engaged in £1.7 million of television production expenditure

During the year the Company committed to co-produce one programme. The total budget in relation to the committed programme was £1.7 million and distributors acting on behalf of the Company have pre-sold the rights to this programme. The Company has engaged distributors to sell the programme internationally on its behalf and expects to generate further revenue in the forthcoming year. The programme was delivered during the year

## **ORIOIUS PRODUCTIONS PLC**

### **DIRECTORS' REPORT (CONTINUED)**

**5 APRIL 2012**

#### **Future prospects**

The directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. The Company is in a net asset position and continues to be well placed to benefit from the future exploitation of the film and television productions currently in development and accordingly the directors consider the Company's investment to continue to generate future revenues. As a result, they continue to adopt the going concern basis in preparing the Annual Report and Financial Statements.

#### **Directors**

The directors who served throughout the year were as follows:

J L Boyton  
J H M Clayton  
J E T Reeve

#### **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 Company settles amounts due to trade creditors on receipt of purchase invoices and any delay in payment is assessed to be negligible.

#### **Financial risk management objectives and procedures**

The key financial risks the Company's activities expose it to are credit risk and cashflow risk.

##### **Credit risk**

Credit risk is mitigated by the Company's credit control policies and production greenlighting procedure. In assessing which programmes to produce, the Company is advised by media specialist, Ingenious Media Services Limited. The Company 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. The Company continues to monitor the exploitation of programmes in international markets and anticipates further income from those sources.

##### **Cash flow risk**

The Company's activities expose it to the financial risks of changes in foreign currency exchange rates. The Company uses foreign exchange forward contracts to hedge these exposures. The Company does not use financial instruments for speculative purposes.

**DIRECTORS' REPORT (CONTINUED)**

**5 APRIL 2012**

**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 auditor is 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 auditor is 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.

**Auditor**

Shipleys LLP have indicated their willingness to remain in office and in accordance with section 489 of the Companies Act 2006, a resolution proposing that they be reappointed will be put to the next Annual General Meeting.

This report was approved and signed by order of the board of directors on 16.8.12 by



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

Company Registration Number 7493339 (England and Wales)

## **ORIOIUS PRODUCTIONS PLC**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ORIOIUS PRODUCTIONS PLC**

We have audited the financial statements of Oriolus Productions plc for the year ended 5 April 2012 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 auditor**

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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ORIONUS PRODUCTIONS PLC (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 2012 and of its loss 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

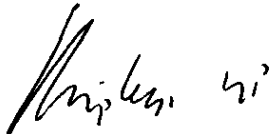
**Opinion on other matters prescribed by the Companies Act 2006**

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 17/8/12

# ORIOLOUS PRODUCTIONS PLC

## PROFIT AND LOSS ACCOUNT YEAR ENDED 5 APRIL 2012

	Notes	Year ended 5 April 2012 £	Period from 14 January 2011 to 5 April 2011 £
Turnover		1,719,667	-
Cost of sales		<u>(1,690,693)</u>	<u>-</u>
<b>Gross profit</b>		<b>28,974</b>	<b>-</b>
Administrative expenses		<u>(78,145)</u>	<u>(123,814)</u>
<b>Operating loss</b>	2	<b>(49,171)</b>	<b>(123,814)</b>
Interest receivable and similar income	3	<u>5,334</u>	<u>-</u>
<b>Loss on ordinary activities before taxation</b>		<b>(43,837)</b>	<b>(123,814)</b>
Taxation	4	<u>(435)</u>	<u>-</u>
<b>Loss for the financial year/period</b>	9	<b>(44,272)</b>	<b>(123,814)</b>

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

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 16 form an integral part of the financial statements

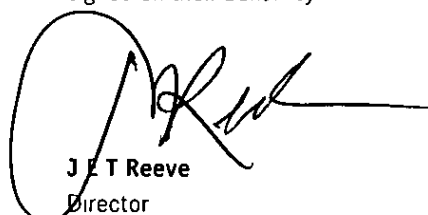
# ORIOIUS PRODUCTIONS PLC

## **BALANCE SHEET** **AS AT 5 APRIL 2012**

	Notes	5 April 2012 £	5 April 2011 £
<b>Current assets</b>			
Debtors	6	1,957,669	1,350,005
Cash at bank		45,144	-
		<u>2,002,813</u>	<u>1,350,005</u>
<b>Creditors: amounts falling due within one year</b>	7	<u>(213,966)</u>	<u>(173,817)</u>
<b>Net current assets</b>		<u>1,788,847</u>	<u>1,176,188</u>
<b>Net assets</b>		<u>1,788,847</u>	<u>1,176,188</u>
<b>Capital and reserves</b>			
Called up equity share capital	8	1,956,933	1,300,002
Profit and Loss Account	9	<u>(168,086)</u>	<u>(123,814)</u>
<b>Shareholders' funds</b>	10	<u>1,788,847</u>	<u>1,176,188</u>

The notes on pages 11 to 16 form an integral part of the financial statements

The financial statements were approved by the board of directors and authorised for issue on 16.8.12, and are signed on their behalf by

  
**J E T Reeve**  
 Director

Company Registration Number 7493339 (England and Wales)

# **ORIOIUS PRODUCTIONS PLC**

## **CASH FLOW STATEMENT** **YEAR ENDED 5 APRIL 2012**

	Notes	5 April 2012 £	5 April 2011 £
Cash outflow from operating activities	A	(1,916,686)	-
Taxation	B	(435)	-
Returns on investment and servicing of finance	C	5,334	-
<b>Net cash outflow before management of liquid resources and financing</b>		<b>(1,911,787)</b>	<b>-</b>
Financing	D	1,956,931	-
<b>Increase in cash in the year/period</b>	E	<b>45,144</b>	<b>-</b>

The notes on pages 11 to 16 form an integral part of the financial statements

# ORIOIUS PRODUCTIONS PLC

## NOTES TO THE CASH FLOW STATEMENT YEAR ENDED 5 APRIL 2012

<b>A. Reconciliation of operating loss to net cash outflow from operating activities</b>	5 Aprl 2012 £	5 Aprl 2011 £	
Operating loss	(49,171)	(123,814)	
Increase in debtors	(1,957,664)	(3)	
Increase in creditors	90,149	123,817	
Corporation tax expense	-	-	
<b>Net cash outflow from operating activities</b>	<b>(1,916,686)</b>	<b>-</b>	
<b>B. Taxation</b>	5 Aprl 2012 £	5 Aprl 2011 £	
Corporation tax expense	(435)	-	
<b>C. Returns on investment and servicing of finance</b>	5 Aprl 2012 £	5 Aprl 2011 £	
Interest received	5,334	-	
<b>D. Financing</b>	5 Aprl 2012 £	5 Aprl 2011 £	
Issue of equity share capital	656,931	1,300,002	
Issue of non-equity share capital	-	50,000	
Redemption of non-equity share capital	(50,000)	-	
Decrease/(increase) in debtors	1,350,000	(1,350,002)	
<b>Net cash inflow from financing activities</b>	<b>1,956,931</b>	<b>-</b>	
<b>E. Analysis of changes in net funds</b>	At 6 Aprl 2011 £	Cash flow £	At 5 Aprl 2012 £
<b>Cash at bank</b>	<b>-</b>	<b>45,144</b>	<b>45,144</b>
<b>F. Reconciliation of net cash flow to movement in net funds</b>	5 Aprl 2012 £	5 Aprl 2011 £	
Increase in cash in the year/period	45,144	-	
Net funds at start of the year/on incorporation	-	-	
<b>Net funds at end of the year/period</b>	<b>45,144</b>	<b>-</b>	

The notes on pages 11 to 16 form an integral part of the financial statements

# **ORIOLOUS PRODUCTIONS PLC**

## **NOTES TO THE FINANCIAL STATEMENTS**

**5 APRIL 2012**

### **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. These policies have been consistently applied in the year.

#### **Turnover**

Turnover derives from one class of business, the production and exploitation of television programmes, and is stated net of Value Added Tax. Turnover is recognised at the fair value of the right to consideration and is not recognised until there is certainty over the right to consideration. Turnover which has been recognised but not invoiced by the Balance Sheet date is included in accrued income. Amounts invoiced in advance are included in deferred income.

#### **Cost of sales**

Cost of sales represents direct costs attributable to turnover.

#### **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 by 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.

#### **Stock**

Stock and work-in-progress other than long-term contracts, are stated at the lower of cost and net realisable value. Cost comprises contractual expenditure in respect of the television programmes being produced or co-produced. Net realisable value is based on estimated selling price less all further costs to completion and all relevant marketing, selling and distribution costs.

#### **Financial instruments**

The Company's principal financial instruments are its cash at bank and receivables. The main purpose of the cash at bank and receivables are 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 instruments used by the Company, there is no exposure to price risk. Credit risk of receivables is closely monitored.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**5 APRIL 2012**

**1. Accounting policies (continued)**

**Foreign currencies**

Transactions denominated in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rate of exchange ruling at the Balance Sheet date, with the exception of certain balances which are translated into sterling at the rate of exchange in forward and spot rate contracts. These contracts are in place in order to mitigate the risk of exchange rate fluctuations. Exchange differences are taken to the Profit and Loss Account.

# **ORIOLOUS PRODUCTIONS PLC**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**5 APRIL 2012**

### **2. Operating loss**

	Year ended 5 April 2012 £	Period from 14 January 2011 to 5 April 2011 £
The operating loss is stated after charging		
Auditor's remuneration for audit services	2,750	300

### **3. Interest receivable and similar income**

	Year ended 5 April 2012 £	Period from 14 January 2011 to 5 April 2011 £
Bank interest	4,099	
Other interest	1,235	
	5,334	-

### **4. Taxation**

	Year ended 5 April 2012 £	Period from 14 January 2011 to 5 April 2011 £
UK corporation tax at 20% for the year ended 5 April 2012 (21% for the period 14 January 2011 to 31 March 2011 and 20% for the period 1 April 2011 to 5 April 2011) based on the adjusted results for the year	435	-
<b>Current tax charge</b>	<b>435</b>	<b>-</b>

	Year ended 5 April 2012 £	Period from 14 January 2011 to 5 April 2011 £
Factors affecting the tax charge for the year/period		
Loss on ordinary activities before taxation	(43,837)	(123,814)
Loss on ordinary activities multiplied by the standard rate of corporation tax of 20% for the year ended 5 April 2012 (21% for the period 14 January 2011 to 31 March 2011 and 20% for the period 1 April 2011 to 5 April 2011) based on the adjusted results for the year	(8,767)	(26,001)
Effects of		
Expenses not deductible for tax purposes	3,942	8,190
Tax losses not utilised	22,223	-
Other short term timing differences	(16,963)	17,811
<b>Current tax charge</b>	<b>435</b>	<b>-</b>

A potential deferred tax asset of £22,223 (period ended 5 April 2011 £16,963) 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

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**5 APRIL 2012**

**5. Directors and employees**

The Company did not have any employees during the year (period ended 5 April 2011: nil). The directors did not receive any remuneration for their services during the year (period ended 5 April 2011: £nil).

**6. Debtors**

	5 April 2012 £	5 April 2011 £
Trade debtors	1,728,000	-
Other debtors	2	1,350,005
Accrued income	229,667	-
	<u>1,957,669</u>	<u>1,350,005</u>

**7. Creditors: amounts falling due within one year**

	5 April 2012 £	5 April 2011 £
Trade creditors	-	17
Other creditors	210,781	50,000
Corporation tax	435	-
Accruals	2,750	123,800
	<u>213,966</u>	<u>173,817</u>

**8. Share capital**

	Allotted, called up and fully paid			
	5 April 2012		5 April 2011	
	£	No.	£	No.
Ordinary shares of £1 each issued at par	1,956,933	1,956,933	1,300,002	1,300,002

# **ORIOLOUS PRODUCTIONS PLC**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)** **5 APRIL 2012**

### **9. Statement of movements on Profit and Loss Account**

	5 Aprl 2012 £	5 Aprl 2011 £
Balance brought forward/on incorporation	(123,814)	-
Loss for the financial year/period	<u>(44,272)</u>	<u>(123,814)</u>
<b>Balance carried forward</b>	<b><u>(168,086)</u></b>	<b><u>(123,814)</u></b>

### **10. Reconciliation of movements in shareholders' funds**

	5 Aprl 2012 £	5 Aprl 2011 £
<b>(1) Equity shareholders' funds</b>		
Loss for the financial year/period	(44,272)	(123,814)
Equity share capital issued for cash	<u>656,931</u>	<u>1,300,000</u>
Net movement in equity shareholders' funds	612,659	1,176,186
Opening shareholders' funds	<u>1,176,188</u>	<u>2</u>
<b>Closing equity shareholders' funds</b>	<b><u>1,788,847</u></b>	<b><u>1,176,188</u></b>

	5 April 2012 £	5 April 2011 £
<b>(11) Non-equity shareholders' funds</b>		
Non-equity share capital issued at par	-	50,000
Redemption of non-equity share capital	<u>(50,000)</u>	<u>-</u>
Net movement in non-equity shareholders' funds	(50,000)	50,000
Opening non-equity shareholders' funds	<u>50,000</u>	<u>-</u>
<b>Closing non-equity shareholders' funds</b>	<b><u>-</u></b>	<b><u>50,000</u></b>

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**5 APRIL 2012**

**11. Related party transactions**

Ingenious Media Investments Limited, Ingenious Media Services Limited and Ingenious Resources Limited are wholly-owned subsidiaries of Ingenious Media Limited, a company registered in England and Wales. Ingenious Media Limited is a wholly-owned subsidiary within the Ingenious Group.

During the year, J L Boyton and J H M Clayton were also directors of Ingenious Media Investments Limited, Ingenious Media Services Limited and Ingenious Resources Limited. J L Boyton was also a director of Ingenious Media Limited and Ingenious Media Holdings plc. Ingenious Media Investments Limited administers the Company under a distribution and administration agreement. Ingenious Media Services Limited provides media and production services to the Company.

During the year, Ingenious Media Services Limited charged fees to the Company of £50,421 (period ended 5 April 2011: £84,500). At the year end the outstanding balance was £nil (period ended 5 April 2011: £84,500).

During the year, Ingenious Media Investments Limited charged fees to the Company of £24,708 (period ended 5 April 2011: £39,014). At the year end the outstanding balance was £nil (period ended 5 April 2011: £39,014).

During the year, Ingenious Resources Limited issued a loan with the principal value of £170,000 to the Company (year ended 5 April 2011: £nil). At the year end the outstanding balance was £53,000 (year ended 5 April 2011: £nil).

Upon the incorporation of the Company, the Company issued 50,000 redeemable preference shares of £1 each to Ingenious Media Investments Limited. On 12 May 2011, these redeemable preference shares were fully paid up and on 13 June 2011, they were redeemed at par by the Company.

**12. Controlling party**

During the year ended 5 April 2012 there was no direct or ultimate controlling party.