Company Registration No. 02273993

Blueprint Cafe Limited

Annual Report and Financial Statements

For the year ended 31 March 2019

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Annual report and financial statements for the year ended 31 March 2019

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Annual report and financial statements for the year ended 31 March 2019

Officers and professional advisers

Directors

D A L Gunewardena D M Loewi

Registered Office

16 Kirby Street London EC1N 8TS United Kingdom

Auditor

BDO LLP 55 Baker Street London W1U 7EU United Kingdom

Banker

HSBC Bank plc 8 Canada Square London E14 5HQ

Solicitor

CMS CMNO LLP Cannon Place, 78 Cannon Street London EC4N 6AF

Directors' report

The directors present their report and the financial statements for the year ended 31 March 2019.

Directors

The directors, who served throughout the year and to the date of this report, were as follows:

D A L Gunewardena

D M Loewi

Principal Activity

The principal activity of the company is the operation of Blueprint Café in London.

Business Review

The directors consider the results for the year to be satisfactory in light of challenging market conditions.

The directors consider Turnover and EDITDAM (earnings before interest, taxation, depreciation, amortisation and management charges) as the key performance indicators for the company. Turnover for the year decreased from £781,000 in 2018 to £711,000 in 2019. EBITDAM has improved from a loss of £106,000 in 2018 to a loss of £80,000 in 2019.

The reconciliation between EBITDAM and loss before tax is shown below:

Reconciliation between EBITDAM and loss before tax

	2019 £′000	2018 £'000
EDITDAM	(80)	(106)
Depreciation	(71)	(67)
Loss before tax	(151)	(173)

Results and Dividends

The profit and loss account is set out on page 8 and shows a loss before taxation for the year of £151,000 (2018: £173,000). The directors did not recommend payment of a dividend in the year (2018: £nil).

Directors' indemnities

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Principal risks and uncertainties

The company follows the mitigating activities of its parent company, Panther Partners Limited, to manage the principal risks and uncertainties, arising from both internal and external factors that could impact the company's performance. The risks below are discussed in its parent company's financial statements which are publicly available.

- Economic and market risk;
- Operational efficiency and cost control;
- Financing and treasury;
- Major operational risk; and
- Major health and safety risks.

Directors' report (continued)

Post balance sheet events

There have been no significant events affecting the company since the year end.

Going Concern Basis

During the year the company made an operating loss of £151,000 (2018: £173,000). The balance sheet shows net current assets before intercompany funding of £359,000 (2018: £6,000). The company has received a commitment of ongoing financial support from its ultimate parent undertaking, Panther Partners Limited, so as to enable the company to meet its obligations as they fall due for at least the next 12 months from the date of approval of these financial statements. Further consideration on going concern is given in note 1 to the financial statements.

The directors have reviewed the current and projected financial position of the company and of the group the company belongs to, making reasonable assumptions about trading performance. The directors have a reasonable expectation that the company will have access to adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

Directors' statements as to disclosure of information to auditor

The directors who were members of the board at the time of approving the Directors' report are listed above and on page 1.

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware;
 and
- the directors have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's 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

BDO LLP have indicated their willingness to continue in office and a resolution to reappoint them as auditor will be put to the members at the Annual General Meeting.

Approved by the Board and signed on its behalf by:

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27 September 20

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Directors' responsibilities statement

The directors are responsible for preparing the annual 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland." 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 year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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; 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 to 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.

Independent auditor's report to the members of Blueprint Cafe Limited

Opinion

We have audited the financial statements of Blueprint Cafe Limited ("the Company") for the year ended 31 March 2019 which comprise the profit and loss account, balance sheet, the statement of income and retained earnings and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2019 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 prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report and Financial Statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Independent auditor's report to the members of Blueprint Cafe Limited (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report and Director's report.

We have nothing to report in respect of the following matters in relation to which 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.
- The Directors were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

Responsibilities of Directors

As explained more fully in the Director's responsibility statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting

Independent auditor's report to the members of Blueprint Cafe Limited (continued)

unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an

auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at:

https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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.

Mark RA Edwards (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor

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27/09/2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Profit and loss account For the year ended 31 March 2019

	Notes	2019 £'000	2018 £'000
Turnover Cost of sales	3	711 (860)	781 (952)
Gross loss	,	(149)	(171)
Administrative expenses		(2)	(2)
Operating loss Tax on loss	4 7	(151)	(173) 27
Loss after taxation	•	(128)	(146)

There were no recognised gains or losses during the current year and prior year other than the loss for the financial year. Accordingly no Statement of Comprehensive Income has been presented.

Statement of income and retained earnings/(accumulated losses)

For the year ended 31 March 2019

As at 31 March 2019	(201)
Loss for the financial year	<u>(128)</u>
As at 31 March 2018	(73)
	0003
Profit and loss account	2019

The notes on pages 10 to 17 form part of these financial statements.

Balance sheet As at 31 March 2019

	Notes	2019 £'000	2018 £'000
Fixed assets	wotes	£ 000	1 000
Tangible assets	8	310	323
		310	323
Current assets			
Stock	9	41	17
Debtors: amounts falling due within one year	10	158	167
Cash at bank and in hand		349	,33
		548	217
Creditors: amounts falling due within one year	11	(189)	(211)
Net current assets before intercompany funding		359	6
Creditors: intercompany funding	11	(817)	(349)
Net current liabilities after intercompany funding		(458)	(343)
Net liabilities		(148)	(20)
Capital and reserves			
Share capital	13	53	53
Profit and loss account		(201)	(73)
÷		(148)	(20)

The financial statements of Blueprint Café Limited (registered number 02273993) were approved by the Board of Directors and authorised for issue on 27 September 2019.

Signed on behalf of the Board of Directors

The notes on pages 10 to 17 form part of these financial statements.

Notes to the financial statements For the year ended 31 March 2019

1. Significant accounting policies

General Information

Blueprint Cafe Limited is a private company limited by shares incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the company's operations and its principal activities are set out in the directors' report.

Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland and the Companies Act 2006.

The financial statements are prepared in pounds sterling, which is the functional currency of the company. Monetary amounts in these financial statements have been rounded to the nearest £000's, unless otherwise stated.

The following principal accounting policies have been applied:

Leases and Lease incentives

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

The company has taken advantage of the optional exemption available on transition to FRS 102 which allows lease incentives on leases entered into before the date of the transition to the standard 01 April 2015 to continue to be charged over the period to the first market rent review rather than the term of the lease.

Going concern

The directors have reviewed the current and projected financial position of the company and of the group the company belongs to, making reasonable assumptions about trading performance. Thus, the directors have a reasonable expectation that the company will have access to adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

Turnover

Turnover represents sales to outside customers at invoiced amounts excluding discretionary service charge and Value Added Tax.

Turnover is recognised when the significant risks and benefits of ownership of the products have transferred to the buyer. This will occur through the provision of restaurant services and sale of goods, and will be upon the completion of a sale to customers.

Exceptional Items

Exceptional items are those outside the normal course of business both for costs and income.

Financial Assets

Financial assets, other than investments and derivatives, are initially measured at transaction price (including transaction costs) and subsequently held at cost, less any impairment.

Notes to the financial statements (continued) For the year ended 31 March 2019

1. Significant accounting policies (continued)

Tangible fixed assets

Tangible fixed assets are included at cost, less accumulated depreciation and any provision for impairment. Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method. Depreciation is provided on the following basis:

Leasehold improvements – over the shorter of the period of the lease and 25 years

Plant and equipment – over 4 years
Fixtures, fittings and equipment – over 10 years

Stocks

Stocks consist of raw materials and consumables, crockery, linen and staff uniforms. Raw materials and consumables are stated at the lower of cost and net realisable value on a first-in, first-out basis.

Cash

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Creditors

Short term creditors are measured at the transaction price. Other financial liabilities are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Financial Liabilities

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities, excluding convertible debt and derivatives, are initially measured at transaction price (after deducting transaction costs) and subsequently held at amortised cost.

Reserves

The company's reserves are as follows:

Called up share capital reserve represents the nominal value of the shares issued.

Pension costs and other post-retirement benefits

The company does not operate its own pension scheme. The company makes contributions to certain senior employees' personal pension schemes, which are charged to the profit and loss account as they fall due. The Group operates a defined contribution scheme. The assets of the plan attributable to individuals participating in the plan are independently administered and managed by The People's Pension. The amounts charged against profit represent the contributions payable to the scheme in respect of the accounting year.

Notes to the financial statements (continued) For the year ended 31 March 2019

1. Significant accounting policies (continued)

Taxation and deferred taxation

Corporation tax is provided on taxable profits at the current rate, using the tax rates applicable.

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 have occurred at that date and will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

- provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable; and
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than
 not that there will be suitable taxable profits from which the future reversal of the underlying timing
 differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In the preparation of the accounts the directors have made appropriate assessments and are of the opinion there are no critical accounting judgements or key sources of estimation uncertainty.

3. Turnovei

Turnover, attributable to continuing operations, is derived from the sale of food, wines, spirits, beverages and sundry items. The origin and end destination of all turnover was the United Kingdom.

Notes to the financial statements (continued) For the year ended 31 March 2019

4. Operating loss

Operating loss is stated after charging/(crediting):

	2019 £'000	2018 £'000
Fees payable to the company's auditor for the audit of the company's annual financial statements	1	1
Operating lease costs – property	65	65
Depreciation	71	67
Stock recognised as an expense	196	207

5. Directors' remuneration

No remuneration is payable directly to the directors nor are any pension contributions payable on their behalf.

Directors are remunerated directly by D&D London Limited, a fellow subsidiary undertaking of Panther Partners Limited. Of this remuneration £nil (2018: £nil) is allocated to Blueprint Cafe Limited.

6. Staff costs

	2019	2018
	£′000	£'000
Wages and salaries	305	366
Social security costs	20	26
Pension costs	3	2
	328	394

The average full-time equivalent number of persons employed by the company during the year was 14 (2018: 15).

This is split by function as follows:

	2019	2018
Management and admin	2	2
Hospitality	12	13
	14	16

Notes to the financial statements (continued) For the year ended 31 March 2019

7. Tax on loss on ordinary activities

(a) Tax on loss on ordinary activities

The tax charge is made up as follows:

	2019 £'000	2018 £'000
Current tax:		
UK corporation tax	(21)	(24)
Total current tax (note 7(b))	(21)	(24)
Deferred tax:		
Origination and reversal of timing differences	(2)	(3)
Effect of changes in tax rates	-	1
Adjustments to prior periods	<u> </u>	(1)
Total deferred tax	(2)	(3)
Tax charge on loss on ordinary activities	(23)	(27)

(b) Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year varies from the standard rate of corporation tax in the UK of 19% (2018: 19%). The differences are reconciled below:

	2019 £'000	2018 £'000
Profit/(loss) on ordinary activities before tax	(152)	(173)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018: 19%)	(29)	(33)
Expenses not deductible	6	6
Total current tax (note 7(a))	(23)	(27)

Notes to the financial statements (continued) For the year ended 31 March 2019

8. Tangible fixed assets

The net book value of tangible fixed assets of the company comprises:

	Leasehold improvements £'000	Leasehold Property £'000	Furniture, fixtures and fittings £'000	Plant and equipment £'000	Total £'000
Cost					
At 1 April 2018	345	562	91	70	1,068
Additions	-	6	45	-	51
Transfers between classes	-	-	7	-	7
At 31 March 2019	345	568	143	70	1,126
Accumulated depreciation					
At 1 April 2018	. 177	468	63	37	745
Provided during the year	40	15	11	5	71
At 31 March 2019	217	483	74	42	816
Net book value					
At 31 March 2019	128	85	69	28	310
At 31 March 2018	168	94	28	33	323
Stock					
				2019	2018

9. Stock

	2019 £'000	2018 £'000
Raw materials and consumables	6	7
Crockery, linen and staff uniforms	35	10
	41	17

There is no material difference between the carrying value and the replacement value of stocks.

10. Debtors

	2019	2018
	£′000	£′000
Trade debtors	4	6
Amounts owed by group undertakings	87	86
Other Debtors	2	6
Prepayments and accrued income	47	53
Deferred taxation (note 12)	18	16
	158	167
	-	

Notes to the financial statements (continued) For the year ended 31 March 2019

11. Creditors: amounts falling due within one year (before intercompany funding)

	2019 £'000	2018 £'000
Trade creditors	107	120
Other taxation and social security	13	12
Other creditors	31	52
Accruals and deferred income	38	27
	189	211
Creditors: Amounts falling due within one year (intercompany funding)		
	2019	2018
	£'000	£'000
Amounts owed to group undertakings	817	349

The loan from the company's parent undertaking is repayable out of the company's cash flow. At the balance sheet date, the company was not in a position to repay the major part of the loan until at least 12 months from the balance sheet date, and the parent undertaking agreed not to demand repayment for at least 12 months from the date of the approval of the company's financial statements but only to the extent the company has no available cash flows to meet such repayment.

12. Provisions for liabilities and charges

	2019 £'000	2018 £'000
Provision at start of period	16	12
Deferred tax charge to income statement for the period	3	3
Utilised in the year		1
	19	16
The provision for deferred taxation is made up as follows:		
	2019	
	£'000	
Fixed assets	19	
At 31 March 2019	19	

Notes to the financial statements (continued) For the year ended 31 March 2019

13. Share Capital

	2019	2018
	· £	£
Allocated, called up and fully paid		
53,125 (2018: 53,125) Ordinary Shares of £1 each	53	53
	53	53

14. Contingent liabilities

The company, together with its fellow subsidiaries, were party to an intercompany guarantee dated 11 October 2016 in favour of Santander UK Plc (as security agent for HSBC Bank Plc and Santander UK Plc) given as security for debt facilities provided to the parent undertaking and its subsidiaries. As at the balance sheet date the net amount due under these facilities was £34,270,000 (2018: £36,848,000).

15. Related party transactions

The company is a 95% owned subsidiary of CGL Restaurant Holdings Limited, the immediate parent undertaking. The ultimate parent undertaking is Panther Partners Limited.

The remaining 5% share of the company is owned by a former employee of the company. The minority shareholder left the employment of the company in 2010.

Transactions with the other companies within the group are shown below:

	Income/(Purchases)		Debtor/(Creditors)	
	2019 £'000	2018 £'000	2019 £'000	2018 £'000
D&D London Limited	137	158	(365)	(228)
CGL Restaurant Holdings Limited	-	-	38	14
Orrery Restaurant Limited	-	(1)	1	1
The Bluebird Store Limited	•	-	(1)	-
D&D Management Limited	299	(8)	(291)	8
The German Gymnasium Limited	-	-	6	6
Place Restaurants Limited	-	(20)	19	20
Old Bengal Warehouse Limited	3	1	(4)	1
Coq d'Argent Limited	5	5	(14)	(9)
The Butlers Wharf Chop-House Limited	16	(2)	(5)	11
Le Pont de la Tour Limited	28	10	(45)	(18)

16. Ultimate Parent undertaking and controlling party

The ultimate parent company is Panther Partners Limited, incorporated in the United Kingdom and registered in England and Wales. Panther Partners Limited is the ultimate parent company of the smallest and largest group into which the results of the company are consolidated. Panther Partners Limited is also the controlling party. Copies of the financial statements of Panther Partners Limited can be obtained from 16 Kirby Street, London EC1N 8TS.