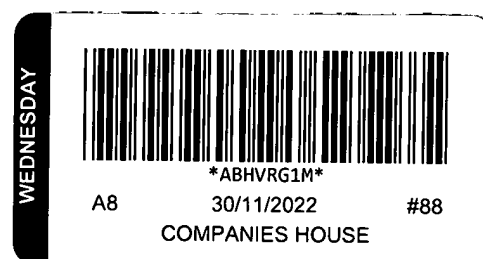


COMPANY REGISTRATION NUMBER: 05603076

**Alpha Aviation Academy (Asia) Limited (formerly known as
Alpha Aviation Academy (Europe) Limited)**

Financial Statements

31 March 2022



BARNES ROFFE LLP

Chartered Accountants & Statutory Auditor
3 Brook Business Centre
Cowley Mill Road
Uxbridge
Middlesex, UB8 2FX

**Alpha Aviation Academy (Asia) Limited (formerly known as Alpha
Aviation Academy (Europe) Limited)**

Officers and Professional Advisers

The board of directors	B Choudhrie C P Thomas
Company secretary	S Pudaruth
Registered office	23 Buckingham Gate London SW1E 6LB
Auditor	BARNES ROFFE LLP Chartered Accountants & Statutory Auditor 3 Brook Business Centre Cowley Mill Road Uxbridge Middlesex, UB8 2FX
Bankers	Bank of Scotland Pentland House 8 Lochside Avenue Edinburgh EH12 9DJ

Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited)

Directors' Report

Year ended 31 March 2022

The directors present their report and the financial statements of the company for the year ended 31 March 2022.

Directors

The directors who served the company during the year were as follows:

B Choudhrie
C P Thomas

Other matters

On 11 April 2022, the members passed a resolution whereby the company's name was changed from Alpha Aviation Academy (Europe) Limited to Alpha Aviation Academy (Asia) Limited. The certificate of incorporation in change of name was issued by the Registrar on 26 April 2022.

Directors' responsibilities statement

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 elected to prepare the financial statements in accordance with with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 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 judgments and accounting estimates that are reasonable and prudent;
- 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.

Auditor

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

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

**Alpha Aviation Academy (Asia) Limited (formerly known as Alpha
Aviation Academy (Europe) Limited)**

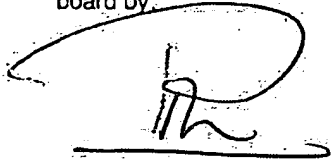
Directors' Report *(continued)*

Year ended 31 March 2022

Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board of directors on 16 November 2022 and signed on behalf of the board by:

A handwritten signature in black ink, appearing to be 'C P Thomas', written over a horizontal line.

C P Thomas
Director

Registered office:
23 Buckingham Gate
London
SW1E 6LB

Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited)

Independent Auditor's Report to the Members of Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited)

Year ended 31 March 2022

Opinion

We have audited the financial statements of Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited) (the 'company') for the year ended 31 March 2022 which comprise the statement of income and retained earnings, statement of financial position and the related notes, 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 FRS 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 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited)

Independent Auditor's Report to the Members of Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited) (continued)

Year ended 31 March 2022

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. 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.

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 has 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 directors' 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; or
- 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.

Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited)

Independent Auditor's Report to the Members of Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited)
(continued)

Year ended 31 March 2022

Responsibilities of directors

As explained more fully in the directors' responsibilities 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 unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited)

Independent Auditor's Report to the Members of Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited) (continued)

Year ended 31 March 2022

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 Auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with law and regulations, was as follows:

- The engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- We identified the laws and regulations applicable to the company through discussion with directors and other management, and from our commercial knowledge and experience of the relevant sector;
- The specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the parent company, are as follows:

- o Companies Act 2006
- o FRS 102
- o Tax legislation

- We assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and reviewing supporting evidence where applicable; and
- Laws and regulations were communicated within the audit team at the planning meeting, and during the audit as any further laws and regulation were identified. The audit team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the company and the parent company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur by:

- Making enquires of management as to where they consider there was susceptibility to fraud and their knowledge of actual suspected and alleged fraud;
- Considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations;
- Reviewing the financial statements and testing the disclosures against supporting documentation;

Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited)

Independent Auditor's Report to the Members of Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited)
(continued)

Year ended 31 March 2022

- Performing analytical procedures to identify any unusual or unexpected trends or anomalies;
- Inspecting and testing journal entries to identify unusual or unexpected transactions;
- Assessing whether judgement and assumptions made in determining significant accounting estimates, were indicative of management bias; and
- Investigating the rationale behind significant transactions, or transactions that are unusual or outside the company's usual course of business.

The areas that we identified as being susceptible to misstatement through fraud were:

- Management bias in the estimates and judgements made;
- Management override of controls; and
- Posting of unusual journals or transactions.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' 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 Hancock (Senior Statutory Auditor)

For and on behalf of
BARNES ROFFE LLP
Chartered Accountants & Statutory Auditor
3 Brook Business Centre
Cowley Mill Road
Uxbridge
Middlesex, UB8 2FX

29 November 2022

**Alpha Aviation Academy (Asia) Limited (formerly known as Alpha
Aviation Academy (Europe) Limited)**

Statement of Income and Retained Earnings

Year ended 31 March 2022

	Note	2022 £	2021 £
Administrative expenses		25,041	5,493
Other operating income		<u>183</u>	<u>500</u>
Operating loss		(24,858)	(4,993)
Other interest receivable and similar income		<u>—</u>	<u>36,537</u>
(Loss)/profit before taxation		(24,858)	31,544
Tax on (loss)/profit	6	<u>—</u>	<u>—</u>
(Loss)/profit for the financial year and total comprehensive income		<u>(24,858)</u>	<u>31,544</u>
Retained earnings at the start of the year		<u>2,626,477</u>	<u>2,594,933</u>
Retained earnings at the end of the year		<u>2,601,619</u>	<u>2,626,477</u>

All the activities of the company are from continuing operations.

The notes on pages 11 to 14 form part of these financial statements.

Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited)

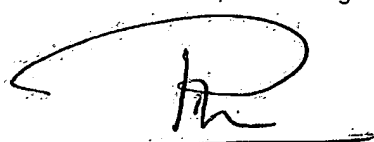
Statement of Financial Position

31 March 2022

	Note	2022 £	2021 £
Fixed assets			
Investments	7	2,120,363	
Current assets			
Debtors	8	448,186	463,223
Cash at bank and in hand		817,611	2,944,469
		<u>1,265,797</u>	<u>3,407,692</u>
Creditors: amounts falling due within one year	9	<u>8,541</u>	<u>5,215</u>
Net current assets		<u>1,257,256</u>	<u>3,402,477</u>
Total assets less current liabilities		<u>3,377,619</u>	<u>3,402,477</u>
Net assets		<u>3,377,619</u>	<u>3,402,477</u>
Capital and reserves			
Called up share capital	10	8,278	8,278
Share premium account		767,722	767,722
Profit and loss account		2,601,619	2,626,477
Shareholders funds		<u>3,377,619</u>	<u>3,402,477</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with Section 1A of FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

These financial statements were approved by the board of directors and authorised for issue on 16 November 2022, and are signed on behalf of the board by:



C P Thomas
Director

Company registration number: 05603076

The notes on pages 11 to 14 form part of these financial statements.

Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited)

Notes to the Financial Statements

Year ended 31 March 2022

1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is 23 Buckingham Gate, London, SW1E 6LB.

During the year under review the company has acted as an intermediate holding company and has invested in other companies and provided finance to other group companies.

2. Statement of compliance

These financial statements have been prepared in compliance with Section 1A of FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland' and the Companies Act 2006.

3. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities measured at fair value through profit or loss. The financial statements are prepared in sterling, which is the functional currency of the entity.

Going concern

Due to the coronavirus pandemic (COVID -19), company activity is on hold as the directors evaluate business opportunities for the company, due to the pandemic these plans are currently on hold. They are of the opinion that the company is a going concern as it will continue to receive the support of its parent company for at least another 12 months from the date of signing the accounts. As such, the accounts have been prepared on a going concern basis.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to the profit and loss account.

Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited)

Notes to the Financial Statements *(continued)*

Year ended 31 March 2022

3. Accounting policies *(continued)*

Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date. For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

Financial instruments

Basic financial assets, which include debtors cash and bank balances and creditors, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

4. Auditor's remuneration

	2022	2021
	£	£
Fees payable for the audit of the financial statements	<u>2,315</u>	<u>2,315</u>

5. Employee numbers

The average number of persons employed by the company during the year amounted to 2 (2021: 2).

6. Tax on (loss)/profit

Reconciliation of tax income

The tax assessed on the (loss)/profit on ordinary activities for the year is higher than (2021: lower than) the standard rate of corporation tax in the UK of 19% (2021: 19%).

	2022	2021
	£	£
(Loss)/profit on ordinary activities before taxation	<u>(24,858)</u>	<u>31,544</u>
(Loss)/profit on ordinary activities by rate of tax	<u>(4,723)</u>	5,993
Utilisation of tax losses	–	(5,993)
Unused tax losses	<u>4,723</u>	–
Tax on (loss)/profit	<u>–</u>	<u>–</u>

Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited)

Notes to the Financial Statements *(continued)*

Year ended 31 March 2022

7. Investments

	Shares in group undertakings £
Cost	
At 1 April 2021	–
Additions	2,120,363
At 31 March 2022	<u>2,120,363</u>
Impairment	
At 1 April 2021 and 31 March 2022	<u>–</u>
Carrying amount	
At 31 March 2022	<u>2,120,363</u>
At 31 March 2021	<u>–</u>

On 29 April 2022, Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited) acquired 72.57% of ordinary share capital of AAG Centre for Aviation Training Private Limited, a company incorporated in India.

Subsidiaries, associates and other investments

Subsidiary undertakings	Class of share	Percentage of shares held
AAG Centre for Aviation Training Private Limited	Ordinary Shares	73

8. Debtors

	2022 £	2021 £
Amounts owed by group undertakings and undertakings in which the company has a participating interest	447,967	462,805
Other debtors	219	418
	<u>448,186</u>	<u>463,223</u>

9. Creditors: amounts falling due within one year

	2022 £	2021 £
Trade creditors	5,726	–
Accruals and deferred income	2,815	5,215
	<u>8,541</u>	<u>5,215</u>

Alpha Aviation Academy (Asia) Limited (formerly known as Alpha Aviation Academy (Europe) Limited)

Notes to the Financial Statements *(continued)*

Year ended 31 March 2022

10. Called up share capital

Issued, called up and fully paid

	2022		2021	
	No.	£	No.	£
Ordinary shares of £0.0001 each	<u>82,781,332</u>	<u>8,278</u>	<u>82,781,332</u>	<u>8,278</u>

11. Related party transactions

In the opinion of the director there is no one controlling party.

The company has taken advantage of the exemption from reporting related party transactions between Alpha Aviation Academy (Europe) Limited and other members of the C&C Alpha Group of companies, conferred by FRS 102 Sec 33, on the grounds that the companies are wholly owned members of the same group.

12. Controlling party

The company's ultimate parent undertaking at the balance sheet date is Harberry Investments Holdings Limited, a company incorporated in the British Virgin Islands.

The Company's immediate parent undertaking at the balance sheet date is Alpha Aviation Group Limited, a company registered in England and Wales.

At the balance sheet date, the parent undertaking of the largest group for which group accounts including Alpha Aviation Academy (Europe) Limited are drawn up is C&C Alpha Group Limited, a company registered in England and Wales. Copies of the consolidated accounts are available from Companies House or from the registered office:

23 Buckingham Gate
London
SW1E 6LB