

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

☒ ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **March 31, 2023**

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT

For the transition period from _____ to _____

Commission file number: **000-55512**

Xenous Holdings, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

87-0363526

(IRS Employer
Identification No.)

**Room 1120, 11th Floor, Peninsula Centre
67 Mody Road
Tsim Sha Tsui, East Kowloon
Hong Kong**

(Address of principal executive offices)

+852 6464-2017

(Registrant's telephone number)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: OTC Pink Sheet

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark the registrant is a large accelerated filer, an accelerated "filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐
Non-accelerated Filer ☒

Accelerated filer ☐
Smaller reporting company ☒
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. Yes ☐ No ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☒ No ☐

The aggregate market value of the issuer's voting and non-voting common equity held by non-affiliates as of September 30, 2022 was \$897,362.

The number of shares of the issuer's common stock outstanding as of June 22, 2023 was 760,250,000 shares, par value \$0.001 per share.

XENOUS HOLDINGS, INC.
FORM 10-K
Fiscal Year Ended March 31, 2023

INDEX

	<u>Page</u>
<u>PART 1</u>	
<u>ITEM 1</u> <u>Business</u>	4
<u>ITEM 1A</u> <u>Risk Factors</u>	9
<u>ITEM 1B</u> <u>Unresolved Staff Comments</u>	9
<u>ITEM 2</u> <u>Properties</u>	9
<u>ITEM 3</u> <u>Legal Proceedings</u>	9
<u>ITEM 4</u> <u>Mine Safety Disclosures</u>	9
<u>ITEM 5</u> <u>Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities</u>	10
<u>ITEM 6</u> <u>Selected Financial Data</u>	10
<u>ITEM 7</u> <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	11
<u>ITEM 7A</u> <u>Quantitative and Qualitative Disclosures About Market Risk</u>	13
<u>ITEM 8</u> <u>Financial Statements and Supplementary Data</u>	13
<u>ITEM 9</u> <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	14
<u>ITEM 9A</u> <u>Controls and Procedures</u>	14
<u>ITEM 9B</u> <u>Other Information</u>	14
<u>ITEM 10</u> <u>Directors, Executive Officers, and Corporate Governance</u>	15
<u>ITEM 11</u> <u>Executive Compensation</u>	17
<u>ITEM 12</u> <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	18
<u>ITEM 13</u> <u>Certain Relationships and Related Transactions, and Director Independence</u>	19
<u>ITEM 14</u> <u>Principal Accounting Fees and Services</u>	19
<u>ITEM 15</u> <u>Exhibits, Financial Statement Schedules</u>	20
<u>SIGNATURES</u>	21

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (the “Report”), including “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 contains forward-looking statements regarding future events and the future results of Xenous Holdings, Inc. (the “Company”) that are based on management’s current expectations, estimates, projections and assumptions about the Company’s business. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “sees,” “estimates” and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements due to numerous factors, including, but not limited to, those discussed in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 and elsewhere in this Report as well as those discussed from time to time in the Company’s other Securities and Exchange Commission filings and reports. In addition, such statements could be affected by general industry and market conditions. Such forward-looking statements speak only as of the date of this Report or, in the case of any document incorporated by reference, the date of that document, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this Report. If we update or correct one or more forward-looking statements, investors and others should not conclude that we will make additional updates or corrections with respect to other forward-looking statements.

PART I

ITEM 1. BUSINESS

Background

Xenous Holdings, Inc. (the “Company”) was incorporated on May 20, 1980 as Dayne Weiss and Associates, Inc. under the laws of the State of Utah.

On January 4, 1990, the Company acquired Concept Technologies, Inc. (CTI) which then became a wholly owned subsidiary of the Company. CTI was dissolved in January 1991 and the name of Company was changed to Concept Technologies, Inc.

On December 19, 2014, the Company completed a change of domiciliary merger and moved the Company’s state of incorporation to Nevada changing the name to Concept Holding Corporation.

On July 21, 2017, the Board of Directors of the Company elected to file Articles of Merger with the Nevada SOS whereby it would enter into a statutory merger with its wholly-owned subsidiary, M101 Corp., a Nevada corporation, pursuant to Nevada Revised Statutes 92A.200, et seq. The effect of such merger is that the Company is the surviving entity and changed its name to “M101 Corp.” The merger took effect on August 14, 2017. The Company currently has no business operations.

On November 2, 2019, a majority of shareholders approved a resolution to change the name of the Company to Xenous Holdings, Inc.. On November 19, 2019, the Company received notice that the Secretary of State of Nevada accepted the Company’s Certificate of Amendment to its Articles of Incorporation to change the name of the Company to Xenous Holdings, Inc.

Since its merger on August 14, 2017, the Company had no business operations.

Description of Business

We are currently seeking and investigating potential assets, property or businesses to acquire. We currently have no material business operations. Our plan of operation for the next 12 months is to: (i) consider guidelines of industries in which we may have an interest; (ii) adopt a business plan regarding engaging in the business of any selected industry; and (iii) to commence such operations through funding and/or the acquisition of a “going concern” engaged in any industry selected. We are unable to predict the time as to when and if we may actually participate in any specific business endeavor, and will be unable to do so until we determine any particular industry in which we may engage.

We are not currently engaged in any substantive business activity except the search for potential assets, property or businesses to acquire, and we have no current plans to engage in any other activity in the foreseeable future unless and until we complete any such acquisition. In our present form, we are deemed to be a vehicle to acquire or merge with a business or company. We do not intend to restrict our search for business opportunities to any particular business or industry, and the areas in which we will seek out business opportunities or acquisitions, reorganizations or mergers may include all lawful businesses. We recognize that the number of suitable potential business ventures that may be available to us may be extremely limited, and may be restricted as to acquisitions, reorganizations and mergers with businesses or entities that desire to avoid what such entities may deem to be the adverse factors related to an initial public offering (“IPO”) as a method of going public. The most prevalent of these factors include substantial time requirements, legal and accounting costs, the inability to obtain an underwriter who is willing to publicly offer and sell shares, the lack of or the inability to obtain the required financial statements for such an undertaking, state limitations on the amount of dilution to public investors in comparison to the stockholders of any such entities, along with other conditions or requirements imposed by various federal and state securities laws, rules and regulations and federal and state agencies that implement such laws, rules and regulations.

Any target acquisition or merger candidate will become subject to the same reporting requirements as the Company following finalization of an acquisition or merger. Thus, in the event the Company successfully completes the acquisition of or merger with an operating business, that business must provide audited financial statements for at least the two most recent fiscal years or, in the event it has been in business for less than two years, audited financial statements will be required from the period of inception. This could limit the Company’s potential target business opportunities due to the fact that many private businesses either do not have audited financial statements or are unable to produce audited statements without undo time and expense. See the caption “Regulations” hereinafter.

Since the termination of its prior business, Xenous has had no operations other than seeking an acquisition or merger to bring an operating entity into the Company. The Company’s officers and directors do not propose to restrict their search for a business opportunity to any particular industry or geographical area and may, therefore, engage in essentially any business in any industry. The Company has unrestricted

discretion in seeking and participating in a business opportunity, subject to the availability of such opportunities, economic conditions, and other factors.

[Table of Contents](#)

The selection of a business opportunity in which to participate is complex and risky. Additionally, the Company has only limited resources and may find it difficult to locate good opportunities. There can be no assurance that the Company will be able to identify and acquire any business opportunity which will ultimately prove to be beneficial to Xenous and its stockholders. The Company's officers and directors will select any potential business opportunity based on their business judgment.

The Company is not currently conducting any business, nor has it conducted any business for several years. Therefore, it does not possess products or services, distribution methods, competitive business positions, or major customers. The Company does not possess any unexpired patents or trademarks. The Company does not have any employees.

Amendments to Form 8-K by the SEC regarding shell companies and transactions with shell companies that require the filing of all information about an acquired company that would have been required to have been filed had any such company filed a Form 10 with the SEC, along with required audited, interim and pro forma financial statements, within four business days of the closing of any such transaction (Item 5.01(a) (8) of Form 8-K); and the amendments to Rule 144 adopted by the SEC, effective on February 15, 2008, limit the resale of most securities of shell companies until one year after the filing of such information, may eliminate many of the perceived advantages of these types of going public transactions. These types of transactions are customarily referred to as "reverse" reorganizations or mergers in which the acquired company's shareholders become controlling shareholders in the acquiring company and the acquiring company becomes the successor to the business operations of the acquired company. Regulations governing shell companies also deny the use of Form S-8 for the registration of securities and limit the use of this Form to a reorganized "shell company" until the expiration of 60 days from when any such entity is no longer considered to be a shell company. This prohibition could further restrict opportunities for us to acquire companies that may already have stock option plans in place that cover numerous employees. In such instances, there may be no exemption from registration for the issuance of securities in any business combination to these employees, thereby necessitating the filing of a registration statement with the SEC to complete any such reorganization, and incurring the time and expense that are normally avoided by reverse reorganizations or mergers.

Amendments to Rule 144, adopted by the SEC and effective on February 15, 2008, codify the SEC's prior position limiting the tradability of certain securities of shell companies, including those issued by us in any acquisition, reorganization or merger, and further limit the tradability of additional securities of shell companies; these proposals will further restrict the availability of opportunities for us to acquire any business or enterprise that desire to utilize us as a means of going public. Any of these types of transactions, regardless of the particular prospect, would require us to issue a substantial number of shares of our common stock and result in substantial dilution to current shareholders.

Our management intends to consider a number of factors prior to making any decision as to whether to participate in any specific business endeavor, none of which may be determinative or provide any assurance of success. These may include, but will not be limited to, as applicable, an analysis of the quality of the particular business or entity's management and personnel; the anticipated acceptability of any new products or marketing concepts that any such business or company may have; the merits of any such business' or company's technological changes; the present financial condition, projected growth potential and available technical, financial and managerial resources of any such business or company; working capital, history of operations and future prospects; the nature of present and expected competition; the quality and experience of any such business' or company's management services and the depth of management; the business' or the company's potential for further research, development or exploration; risk factors specifically related to the business' or company's operations; the potential for growth, expansion and profit of the business or company; the perceived public recognition or acceptance of the company's or the business' products, services, trademarks and name identification; and numerous other factors which are difficult, if not impossible, to properly or accurately quantify or analyze, let alone describe or identify, without referring to specific objective criteria of an identified business or company.

Regardless, the results of operations of any specific entity may not necessarily be indicative of what may occur in the future, by reason of changing market strategies, plant or product expansion, changes in product emphasis, future management personnel and changes in innumerable other factors. Further, in the case of a new business venture or one that is in a research and development mode, the risks will be substantial, and there will be no objective criteria to examine the effectiveness or the abilities of its management or its business objectives. Also, a firm market for its products or services may yet need to be established, and with no past track record, the profitability of any such entity will be unproven and cannot be predicted with any certainty.

Our management will attempt to meet personally with management and key personnel of any entity providing any potential business opportunity afforded to us, visit and inspect material facilities, obtain independent analysis or verification of information provided and gathered, check references of management and key personnel and conduct other reasonably prudent measures calculated to ensure a reasonably thorough review of any particular business opportunity; however, due to time constraints of management, these activities may be limited.

We are unable to predict the time as to when and if we may actually participate in any specific business endeavor. We anticipate that proposed business ventures will be made available to us through personal contacts of directors, executive officers and principal stockholders, professional advisors, broker dealers in securities, venture capital personnel and others who may present unsolicited proposals. In certain cases, we may agree to pay a finder's fee or to otherwise compensate the persons who submit a potential business endeavor in which we eventually participate. Such persons may include our directors, executive officers and beneficial owners of our securities or their affiliates. In this event, such fees may become a factor in negotiations regarding any potential venture and, accordingly, may present a conflict of interest for such individuals.

Although we currently have no plans to do so, depending on the nature and extent of services rendered, we may compensate members of management in the future for services that they may perform for us. Because we currently have extremely limited resources, and we are unlikely to have any significant resources until we have determined a business or enterprise to engage in or have completed a reorganization, merger or acquisition, management expects that any such compensation would take the form of an issuance of shares of our common stock to these persons; this would have the effect of further diluting the holdings of our other stockholders. There are presently no preliminary agreements or understandings between us and members of our management respecting such compensation. Any shares issued to members of our management would be required to be resold under an effective registration statement filed with the SEC or 12 months after we file the "Form 10 Information" about the acquired company with the SEC as now required by Form 8-K. These provisions could further inhibit our ability to complete the acquisition of any business or complete any merger or reorganization with another entity, where finders or others who may be subject to these resale limitations refuse to provide us with any introductions or to close any such transactions unless they are paid requested fees in cash or unless we agree to file a registration statement with the SEC that includes any shares that are to be issued to them, at no cost to them. These expenses could limit potential acquisition candidates, especially those in need of cash resources, and could affect the number of shares that our stockholders retain following any such transaction, by reason of the increased expense.

Substantial fees are also often paid in connection with the completion of all types of acquisitions, reorganizations or mergers, ranging from a small amount to hundreds of thousands of dollars or more. These fees are usually divided among consultants, brokers and selling shareholders, after deduction of legal, accounting and other related expenses, and it is not unusual for a portion of these fees to be paid to members of management or to principal stockholders as consideration for their agreement to retire a portion of their shares of our common stock that are owned by them or to provide an indemnification for all of our prior liabilities. Management may actively negotiate or otherwise consent to the purchase of all or any portion of their shares of common stock as a condition to, or in connection with, a proposed reorganization, merger or acquisition. It is not anticipated that any such opportunity will be afforded to other stockholders or that such other stockholders will be afforded the opportunity to approve or consent to any particular stock buy-out transaction. In the event that any such fees are paid or shares are purchased, these requirements may become a factor in negotiations regarding any potential acquisition or merger by us and, accordingly, may also present a conflict of interest for such individuals. We have no definitive arrangements or understandings respecting any of these types of fees or opportunities. Any of these types of fees that are paid in shares of our common stock will also be subject to the resale limitations embodied in the recent amendments to Rule 144.

Our directors and executive officers are evaluating potential merger targets, but as of the date of this report no definitive plans for a merger are in force.

Recent Developments

On November 11, 2022, the Company entered into a Memorandum of Understanding with Dadvance Agarwood Alpha Sdn Bhd ("Dadvance"), a company primarily engaged in the plantations, inoculations, cultivations, manufacturing, marketing, trading and conducting research and development of agricultural commodities in relation to Aquilaria trees and its related products with their headquarter based in Malaysia. The Company will be conducting full financial and legal due diligence of Dadvance and, if the due diligence is satisfactory, negotiate the definite acquisition agreement with Dadvance and its shareholders. The Board of Directors will not proceed with the acquisition unless an independent fairness opinion regarding fairness of the acquisition is obtained. The Company engaged YYC Advisors, a Malaysian accounting and financial advisory to conduct independent valuation on the targeted Malaysia plantation company. The Company engaged Eastnaga Capital Fund Ltd as an advisor and manager for corporate strategy.

On December, 1 2022, Messrs. YYC has completed their valuation on Dadvance, with an estimated valuation of approximately \$20 million (the "Valuation Report") using the discounted cash flow valuation method. Dadvance is currently managing a 150 acres land located in Pahang, Malaysia for the planting, inoculating and harvesting of approximately 101,000 Aquilaria trees. The Valuation Report also estimated that the valuation will be increased to approximately \$76 million within the next 3 to 4 years upon the completion of inoculation and harvesting of the Aquilaria trees. Building upon the favorable valuation provided by Messrs. YYC, the Company is actively pursuing the acquisition of Dadvance. Since our initial announcement in November 2022, Dadvance has made substantial strides, propelled by the execution of multiple agreements. Notably, on February 2, 2023, Dadvance solidified an exclusive distribution agreement with Tropical Extracts Sdn. Bhd. ("Tropical"), by appointing them as the exclusive distributor and proficient marketing agent for Dadvance's products in the European Market.

Concurrently, Dadvance has proactively initiated discussions with several reputable entities from the Middle East and the Gulf Region to facilitate the distribution and supply of their coveted Agarwood Oil Extracts within the region wherein the discerning industry leaders have conducted meticulous sample testing on Dadvance's oil products, duly recognizing and accepting their impeccable quality. Ongoing negotiations are currently underway to establish a mutually beneficial agreement to supply certain products from Dadvance's product portfolio.

With the growing demand serving as a catalyst, Dadvance has astutely placed an order for an estimated 100 units of distillers from certain suppliers to be delivered in batches. This strategic move is specifically tailored to fulfill the escalating orders emanating from both the European and Middle Eastern markets, allowing Dadvance to effectively meet the evolving needs of its valued clientele.

In pursuit of additional validation, Dadvance has diligently submitted its oil for comprehensive lab testing at the esteemed Bioaromatic Research Centre of Universiti Malaysia Pahang and are thrilled to announce that the ensuing report, dated February 17, 2023, has certified Dadvance's oil an esteemed grade of A+ denoting premium high quality. This resounding certification is enthusiastically welcomed by our Group, as it solidifies Dadvance's reputation for delivering exceptional product excellence within the lucrative Middle East market. Through unwavering commitment and meticulous execution, Dadvance is poised to redefine the Agarwood industry, spearheading a paradigm shift in the perception of quality and innovation.

Currently, the negotiation for the acquisition terms of Dadvance is ongoing.

The Company plans to finance the transaction with (i) the capital which will be raised from a share issuance to an investor; or (ii) a share issuance to the target company.

In February 2023, the Company previously announced that it was conducting a full financial and legal due diligence of a US-based company involving renewable energies which have been awarded a solar farm project backed by the US Government. However, the negotiations on the acquisition terms were unsuccessful.

Principal Products or Services and Their Markets

None.

Distribution Methods of the Products or Services

None.

Status of any Publicly Announced New Product or Service

None.

Competitive Business Conditions and Small or Reporting Company's Competitive Position in the Industry and Methods of Competition

Our management believes that there are a large number of shell companies engaged in endeavors similar to those engaged in by us; many of these companies have substantial current assets and cash reserves. Competitors also include thousands of other publicly-held companies whose business operations have proven unsuccessful, and whose only viable business opportunity is that of providing a publicly-held vehicle through which a private entity may have access to the public capital markets via a reverse reorganization or merger. There is no reasonable way to assess and predict our competitive position or that of any other entity in these endeavors; however, we, having limited assets and no cash reserves, will no doubt be at a competitive disadvantage in competing with entities that have significant cash resources and have recent operating histories.

Sources and Availability of Raw Materials and Names of Principal Suppliers

None.

Dependence on One or a Few Major Customers

None.

Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements or Labor Contracts, including Duration

None.

Need for any Governmental Approval of Principal Products or Services

Since we currently have no business operations and produce no products nor provide any services, we are not presently subject to any governmental regulation in this regard. However, in the event that we complete a reorganization, merger or acquisition transaction with an entity that is engaged in business operations or provides products or services, we will become subject to all governmental approval requirements to which the reorganized, merged or acquired entity is subject or may become subject.

Effect of Existing or Probable Governmental Regulations on the Business

Smaller Reporting Company

We are subject to the reporting requirements of Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and we are subject to the disclosure requirements of Regulation S-K of the SEC, as a "smaller reporting company." That designation will relieve us of some of the informational requirements of Regulation S-K.

Sarbanes-Oxley Act

We are also subject to the Sarbanes-Oxley Act of 2002. The Sarbanes-Oxley Act created a strong and independent accounting oversight board to oversee the conduct of auditors of public companies and strengthens auditor independence. It also requires steps to enhance the direct responsibility of senior members of management for financial reporting and for the quality of financial disclosures made by public companies; establishes clear statutory rules to limit, and to expose to public view, possible conflicts of interest affecting securities analysts; creates guidelines for audit committee members' appointment, compensation and oversight of the work of public companies' auditors; management assessment of our internal controls; prohibits certain insider trading during pension fund blackout periods; requires companies and auditors to evaluate internal controls and procedures; and establishes a federal crime of securities fraud, among other provisions. Compliance with the requirements of the Sarbanes-Oxley Act will substantially increase our legal and accounting costs.

Exchange Act Reporting Requirements

Section 14(a) of the Exchange Act requires all companies with securities registered pursuant to Section 12(g) of the Exchange Act to comply with the rules and regulations of the SEC regarding proxy solicitations, as outlined in Regulation 14A. Matters submitted to our stockholders at a special or annual meeting thereof or pursuant to a written consent will require us to provide our stockholders with the information outlined in Schedules 14A or 14C of Regulation 14; preliminary copies of this information must be submitted to the SEC at least 10 days prior to the date that definitive copies of this information are forwarded to the our stockholders.

We are required to file annual reports on Form 10-K and quarterly reports on Form 10-Q with the Securities Exchange Commission on a regular basis, and are required to timely disclose certain material events (e.g., changes in corporate control; acquisitions or dispositions of a significant amount of assets other than in the ordinary course of business; and bankruptcy) in a Current Report on Form 8-K.

Research and Development Costs During the Last Two Fiscal Years

None.

Cost and Effects of Compliance with Environmental Laws

We do not believe that our current or intended business operations are subject to any material environmental laws, rules or regulations that would have an adverse material effect on our business operations or financial condition or result in a material compliance cost; however, we will become subject to all such governmental requirements to which the reorganized, merged or acquired entity is subject or may become subject.

Number of Total Employees and Number of Full Time Employees

None.

ITEM 1A. RISK FACTORS

Not applicable to a smaller reporting company.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable to a smaller reporting company.

ITEM 2. PROPERTIES

The Company uses office space at Room 1120, 11th Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui, East Kowloon, Hong Kong.

ITEM 3. LEGAL PROCEEDINGS

There are no legal proceedings which are pending or have been threatened against us or any of our officers, directors or control persons of which management is aware.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Xenous Holdings, Inc.'s Common Stock is currently quoted on the OTC Pink Sheets under the symbol "XITO."

Xenous Holdings, Inc. has previously issued shares of common stock that constitute restricted securities as that term is defined in Rule 144 adopted under the Securities Act. Subject to certain restrictions, such securities may generally be sold in limited amounts under Rule 144. As of March 31, 2023, Xenous Holdings, Inc. had 760,250,000 shares of common stock issued and outstanding, all of which were issued more than twelve months ago. All of these shares would generally be available for resale. Currently, Rule 144 would not be available for 707,050,000 of those shares until at least one year after a merger with an operating company or the creation of business operations by the Company and the filing of an 8-K containing certain information required in a Form 10 filing. As such timing of the availability of resale exemptions for these shares is unknown and currently they are not available for resale under Rule 144. When the shares potentially become available for resale, there could be a depressive effect of any market that may develop for the Company's common stock given the amount of shares that would be available for resale versus the number currently available.

There is currently no established trading market for shares of our common stock. Management does not expect any viable market to develop in our common stock unless and until we complete an acquisition or merger. In any event, no assurance can be given that any market for our common stock will develop or be maintained.

For any market that develops for our common stock, the sale of "restricted securities" (common stock) pursuant to Rule 144 of the SEC by members of management or any other person to whom any such securities may be issued in the future may have a substantial adverse impact on any such public market. For information regarding the requirements of resales under Rule 144, see the heading "Rule 144" below.

Holders

We currently have 721 stockholders, not including an indeterminate number who may hold shares in "street name."

Dividends

We have not declared any cash dividends with respect to our common stock, and do not intend to declare dividends in the foreseeable future. Our future dividend policy cannot be ascertained with any certainty, and if and until we complete any acquisition, reorganization or merger, no such policy will be formulated. There are no material restrictions limiting, or that are likely to limit, our ability to pay dividends on our securities.

Securities Authorized for Issuance under Equity Compensation Plans

None.

Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities

Xenous did not sell shares of its common stock or preferred stock during the year ended March 31, 2023, or subsequently through the date of this filing.

Use of Proceeds of Registered Securities

There were no proceeds received during the fiscal year ended March 31, 2032 from the sale of registered securities.

Purchases of Equity Securities by Us and Affiliated Purchasers

None.

Other Stockholder Matters

None.

ITEM 6. SELECTED FINANCIAL DATA

Not applicable to a smaller reporting company.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

When used in this Annual Report, the words "may," "will," "expect," "anticipate," "continue," "estimate," "project," "intend," and similar expressions are intended to identify forward-looking statements within the meaning of Section 27a of the Securities Act and Section 21e of the Exchange Act regarding events, conditions, and financial trends that may affect our future plans of operations, business strategy, operating results, and financial position. Persons reviewing this Annual Report are cautioned that any forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties and actual results may differ materially from those included within the forward-looking statements as a result of various factors. Such factors are discussed further below under "Trends and Uncertainties," and also include general economic factors and conditions that may directly or indirectly impact our financial condition or results of operations.

Plan of Operation

Our plan of operation for the next 12 months is to: (i) consider guidelines of industries in which we may have an interest; (ii) adopt a business plan regarding engaging in the business of any selected industry; and (iii) to commence such operations through funding and/or the acquisition of a "going concern" engaged in any industry selected.

During the next 12 months, our only foreseeable cash requirements will relate to maintaining our good standing or the payment of expenses associated with legal fees, accounting fees and reviewing or investigating any potential business venture, which may be advanced by management or principal stockholders as loans to us. Because we have not determined any business or industry in which our operations will be commenced, and we have not identified any prospective venture as of the date of this Annual Report, it is impossible to predict the amount of any such loan. Any such loan will be on terms no less favorable to us than would be available from a commercial lender in an arm's length transaction. No advance or loan from any affiliate will be required to be repaid as a condition to any agreement with future acquisition partners.

Results of Operations***Years Ended March 31, 2023 and March 31, 2022***

	Year Ended March 31, 2023	Year Ended March 31, 2022	Changes
Operating Expenses	\$ 57,718	\$ 64,714	\$ (6,966)
Net Loss	\$ (57,718)	\$ (64,714)	\$ 6,966

We had no operations during the year ended March 31, 2023 and 2022, nor do we have operations as of the date of this filing. We had a net loss of \$57,718 and \$64,714 for the year ended March 31, 2023 and 2022, respectively. The decrease was mainly attributable to the decrease in professional fees incurred during the year ended March 31, 2023. Professional fees were \$57,188 and \$63,990 for the year ended March 31, 2023 and 2022, respectively.

Liquidity and Capital Resources

	As of March 31, 2023	As of March 31, 2022	Changes
Current Asset	\$ -	\$ 72	\$ (72)
Current Liabilities	\$ 775,420	\$ 717,774	\$ 57,646
Working Capital (Deficiency)	\$ (775,420)	\$ (717,702)	\$ (57,718)

We had no asset as of March 31, 2023 and March 31, 2022.

As of March 31, 2023 and 2022, our total liabilities were \$775,420 and \$717,774, respectively.

Stockholders' deficit was at \$775,420 as of March 31, 2023 compared to deficit of \$717,702 as of March 31, 2022.

As of March 31, 2023, we had a working capital deficit of \$775,420 compared with a working capital deficit of \$717,702 as of March 31, 2022. The increase in working capital deficit was primarily attributed to the increase in amount due to related party for advancement from the Company's majority shareholder paying off vendors on behalf of the Company.

	Year Ended March 31, 2023	Year Ended March 31, 2022	Changes
Net cash used in operating activities	\$ (61,837)	\$ (58,385)	\$ (3,452)
Net cash provided by financing activities	\$ 61,837	\$ 58,385	\$ 3,452
Net changes in cash and cash equivalents	\$ -	\$ -	\$ -

Cash Flow from Operating Activities

We have not generated any positive cash flow from operating activities.

For the year ended March 31, 2023, net cash flows used in operating activities was \$61,837. The net cash used in operating activities for the year ended March 31, 2023 was attributed to a net loss of \$57,718, increased by net changes in operating assets and liabilities of \$4,119.

For the year ended March 31, 2022, net cash flows used in operating activities was \$58,385. The net cash used in operating activities for the year ended March 31, 2022 was attributed to a net loss of \$64,714, decreased by net changes in operating assets and liabilities of \$6,329.

Cash Flow from Financing Activities

We have financed our operations primarily from advances and loans from related parties.

For the year ended March 31, 2023 and March 31, 2022, net cash from financing activities was \$61,837 and \$58,385 from advancement from Smartex Investment Ltd., the majority shareholder of the Company, respectively.

Going Concern

Our independent auditors have added an explanatory paragraph to their audit issued in connection with the financial statements for the year ended March 31, 2023, relative to our ability to continue as a going concern. The Company, which has not generated any revenues, has incurred net losses, has nominal assets and a stockholders' deficit. These conditions, among others, raise substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on its ability to meet its obligations, to obtain additional financing as may be required and ultimately to attain profitability. The financial statements do not include any adjustments that might result from the outcome of this uncertainty

The Company is dependent on advances from its principal shareholders or other affiliated parties for continued funding. There are no commitments or guarantees from any third party to provide such funding nor is there any guarantee that the Company will be able to access the funding it requires to continue its operations.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to an investor in our securities.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Pursuant to Item 305(e) of Regulation S-K (§ 229.305(e)), the Company is not required to provide the information required by this Item as it is a "smaller reporting company," as defined by Rule 229.10(f)(1).

ITEM 8. FINANCIAL STATEMENTS ADD SUPPLEMENTARY DATA

INDEX TO FINANCIAL STATEMENTS

	Page
Reports of Independent Registered Public Accounting Firm	F-2
Balance Sheets	F-3
Statements of Operations	F-4
Statements of Changes in Stockholders' Deficit	F-5
Statements of Cash Flows	F-6
Notes to the Audited Financial Statements	F-7



JP CENTURION & PARTNERS PLT
(AF002386) (LLP0025093-LCA)
Chartered Accountants
(A Firm registered with Malaysian Institute of Accountants and US PCAOB)

No. 36G-2, Jalan Radin Anum
Bandar Baru Sri Petaling
57000 Kuala Lumpur
Malaysia

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of Xenous Holdings, Inc.

Suite 20.03, Plaza 138, Jalan Ampang,
Kuala Lumpur, Malaysia, 50450.

Opinion on the Financial Statements

We have audited the accompanying balance sheets of Xenous Holdings, Inc. (the 'Company') as of March 31, 2023 and 2022, and the related statements of operations, statements of changes in stockholders' equity, and statements of cash flows for the each of two years in the year ended of March 31, 2023 and 2022, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2023 and 2022, and the results of its operations and its cash flows for each of two years in the year ended March 31, 2023 and 2022, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, for the year ended March 31, 2023 the Company has not established any source of revenue to cover its operating costs. This condition raises substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Critical Audit Matters

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to those charged with governance and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgements. We determined that there are no critical matters.

/s/ JP CENTURION & PARTNERS PLT

JP CENTURION & PARTNERS PLT

We have served as the Company's auditor since
2020.

Kuala Lumpur, Malaysia

June 27, 2023

PCAOB ID: 6723

XENOUS HOLDINGS, INC.
Balance Sheets

	March 31, 2023	March 31, 2022
ASSET		
Current Asset		
Prepaid expenses	\$ -	\$ 72
Total Current Asset	-	72
TOTAL ASSET	<u>\$ -</u>	<u>\$ 72</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 13,966	\$ 18,157
Due to a related party	761,454	699,617
Total Current Liabilities	775,420	717,774
TOTAL LIABILITIES	775,420	717,774
STOCKHOLDERS' DEFICIT		
Preferred stock, par value \$0.001 per share, 10,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, par value \$0.001 per share, 10,000,000,000 shares authorized, 760,250,000 shares issued and outstanding	760,250	760,250
Capital deficiency	(449,450)	(449,450)
Accumulated deficit	(1,086,220)	(1,028,502)
Total Stockholders' Deficit	(775,420)	(717,702)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	<u>\$ -</u>	<u>\$ 72</u>

The accompanying notes are an integral part of these audited financial statements.

XENOUS HOLDINGS, INC.
Statements of Operations

	For the Year Ended	
	March 31, 2023	March 31, 2022
OPERATING EXPENSES		
General and administrative	\$ 530	\$ 724
Professional fees	57,188	63,990
	<u>57,718</u>	<u>64,714</u>
NET LOSS	<u>\$ (57,718)</u>	<u>\$ (64,714)</u>
Basic and Diluted Loss per Common Share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Basic and Diluted Weighted Average Number of Common Shares	<u>760,250,000</u>	<u>760,250,000</u>

The accompanying notes are an integral part of these audited financial statements.

XENOUS HOLDINGS, INC.
Statements of Changes in Stockholders' Deficit
For the year ended March 31, 2023 and 2022

	<u>Common Stock</u>		<u>Capital</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Number of</u>	<u>Amount</u>	<u>Deficiency</u>	<u>Deficit</u>	<u>Stockholders'</u>
	<u>Shares</u>				<u>Deficit</u>
Balance - March 31, 2021	760,250,000	\$ 760,250	\$ (449,450)	\$ (963,788)	\$ (652,988)
Net loss	-	-	-	(64,714)	(64,714)
Balance - March 31, 2022	760,250,000	\$ 760,250	\$ (449,450)	\$ (1,028,502)	\$ (717,702)
Net loss	-	-	-	(57,718)	(57,718)
Balance - March 31, 2023	<u>760,250,000</u>	<u>\$ 760,250</u>	<u>\$ (449,450)</u>	<u>\$ (1,086,220)</u>	<u>\$ (775,420)</u>

The accompanying notes are an integral part of these audited financial statements.

XENOUS HOLDINGS, INC.
Statements of Cash Flows

	For the Year Ended	
	March 31, 2023	March 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (57,718)	\$ (64,714)
Changes in operating assets and liabilities:		
Prepaid expenses	72	(72)
Accounts payable and accrued liabilities	(4,191)	6,401
Net cash used in operating activities	(61,837)	(58,385)
CASH FLOWS FROM FINANCING ACTIVITY		
Proceeds from related party advances	61,837	58,385
Net cash provided by financing activity	61,837	58,385
Net changes in cash and cash equivalents	-	-
Cash and cash equivalents - beginning of period	-	-
Cash and cash equivalents - end of period	<u>\$ -</u>	<u>\$ -</u>
Supplemental Cash Flow Disclosures		
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these audited financial statements.

XENOUS HOLDINGS, INC.
Notes to the Audited Financial Statements
March 31, 2023

NOTE 1 - NATURE OF BUSINESS AND CONTINUANCE OF OPERATIONS

Xenous Holdings, Inc. (the “Company”) was incorporated on May 20, 1980 as Dayne Weiss and Associates, Inc. under the laws of the State of Utah.

On December 19, 2014, the Company completed a change of domicile merger with Concept Holding Corp., a Nevada corporation, which became the surviving entity.

On July 21, 2017, the Board of Directors of the Company elected to file Articles of Merger with the Nevada SOS whereby it would enter into a statutory merger with its wholly-owned subsidiary, M101 Corp., a Nevada corporation, pursuant to Nevada Revised Statutes 92A.200, et seq. The effect of such merger is the Company is the surviving entity and changed its name to “M101 Corp.” The merger took effect on August 14, 2017.

On November 2, 2019, a majority of shareholders approved a resolution to change the name of the Company to Xenous Holdings, Inc. On November 19, 2019, the Company received notice that the Secretary of State of Nevada accepted the Company’s Certificate of Amendment to its Articles of Incorporation to change the name of the Company to Xenous Holdings, Inc. The Company currently has no business operations.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements and related disclosures have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). These financial statements have been prepared using the accrual basis of accounting in accordance with Generally Accepted Accounting Principles (“GAAP”) of the United States.

Use of Estimates

The Company prepares its financial statements in conformity with “GAAP,” which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Fair Value of Financial Instruments

ASC 820 “*Fair Value Measurements and Disclosures*” establishes a three-tier fair value hierarchy, which prioritizes the inputs in measuring fair value. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

These tiers include:

Level 1: defined as observable inputs such as quoted prices in active markets;

Level 2: defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and

Level 3: defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The Company’s financial instruments consist primarily of accounts payable and debts. The carrying amounts of such financial instruments approximate their respective estimated fair value due to the short-term maturities and approximate market interest rates of these instruments.

Basic and Diluted Earnings Per Share

The Company has adopted ASC Topic 260, *"Earnings per Share,"* ("EPS") which requires presentation of basic EPS on the face of the income statement for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation. In the accompanying financial statements, basic earnings (loss) per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period.

As of March 31, 2023 and 2022, the Company did not have any potentially dilutive securities.

Related Parties

We follow ASC 850, *"Related Party Disclosures,"* for the identification of related parties and disclosure of related party transactions. (see Note 4).

Income Taxes

The Company accounts for income taxes pursuant to FASB ASC 740 *"Income Taxes"*. Pursuant to ASC 740 deferred income taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences, and operating loss carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The provision for income taxes represents the tax expense for the period, if any, and the change during the period in deferred tax assets and liabilities. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

ASC 740 also provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax positions. Under ASC 740, the impact of an uncertain tax position on the income tax return may only be recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. At March 31, 2023, there were no unrecognized tax benefits. (see Note 6)

Recently Issued Accounting Pronouncements

The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and do not believe the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

In May 2019, the FASB issued ASU 2019-05, which is an update to ASU Update No. 2016-13, Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, which introduced the expected credit losses methodology for the measurement of credit losses on financial assets measured at amortized cost basis, replacing the previous incurred loss methodology. The amendments in Update 2016-13 added Topic 326, Financial Instruments—Credit Losses, and made several consequential amendments to the Codification. The amendments in this Update address those stakeholders' concerns by providing an option to irrevocably elect the fair value option for certain financial assets previously measured at amortized cost basis. For those entities, the targeted transition relief will increase comparability of financial statement information by providing an option to align measurement methodologies for similar financial assets. Furthermore, the targeted transition relief also may reduce the costs for some entities to comply with the amendments in Update 2016-13 while still providing financial statement users with decision-useful information. In November 2019, the FASB issued ASU No. 2019-10, which to update the effective date of ASU No. 2016-13 for private companies, not-for-profit organizations and certain smaller reporting companies applying for credit losses, leases, and hedging standard. The new effective date for these preparers is for fiscal years beginning after December 15, 2022. ASU 2019-05 is effective for the Company for annual and interim reporting periods beginning January 1, 2023 as the Company is qualified as a smaller reporting company. The Company is currently evaluating the impact ASU 2019-05 may have on its consolidated financial statements.

NOTE 3 - GOING CONCERN

The Company has not yet generated any revenue since its inception and has an operating loss and net loss of \$57,718 for the year ended March 31, 2023. As of March 31, 2023, the Company has accumulated deficit of \$1,086,220, negative operating cash flow of \$61,837 and negative working capital of \$775,420. The Company's continuation as a going concern is dependent on its ability to execute its operation plan to generate sufficient cash flows from operations to meet its obligations and/or obtaining additional financing from its major shareholders or other sources, as may be required. There can be no assurance that the necessary debt or equity financing will be available or will be available on terms acceptable to the Company.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern; however, the above conditions raise substantial doubt about the Company's ability to do so. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

While we believe in the viability of our strategy to generate sufficient revenues in the future and in our ability to raise additional funds, there can be no assurances to that effect.

NOTE 4 - RELATED PARTY TRANSACTIONS

Due to Related Party

During the year ended March 31, 2023 and 2022, Smartex Investment Ltd., the majority shareholder of the Company which is holding 82% of the Company's common shares, advanced \$61,837 and \$58,385, respectively, to the Company for operating expenses. As of March 31, 2023 and March 31, 2022, total amount due to Smartex Investment Ltd. was \$761,454 and \$699,617 respectively. The loan is non-interest bearing and due on demand.

NOTE 5 - SHARE CAPITAL

Preferred Stock

The Company is authorized to issue 10,000,000 shares of preferred stock with a par value of \$0.001 per share. As of March 31, 2023 and March 31, 2022, no preferred shares have been issued.

Common Stock

The Company is authorized to issue 10,000,000,000 shares of common stock with a par value of \$0.001 per share.

There were no stock issuances during the year ended March 31, 2023 and 2022. As of March 31, 2023 and March 31, 2022, the Company had 760,250,000 shares of common stock issued and outstanding.

NOTE 6 - INCOME TAX

The Company provides for income taxes under ASC 740, "*Income Taxes*." Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax basis of assets and liabilities and the tax rates in effect when these differences are expected to reverse. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

[Table of Contents](#)

The components of the Company's deferred tax asset and reconciliation of income taxes computed at the statutory rate to the income tax amount recorded as of March 31, 2023 and 2022, are as follows:

	March 31, 2023	March 31, 2022
Net operating loss carryforward	\$ (741,283)	\$ (683,565)
Tax Rate	21%	21%
Deferred tax asset	(155,669)	(143,548)
Less: Valuation allowance	155,669	143,548
Deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

As of March 31, 2023, the Company had approximately \$741,000 of the U.S. net operating losses (the "U.S. NOLs"), which begin to expire between 2034 and 2038. NOLs generated in tax years prior to March 31, 2018, can be carried forward for twenty years, whereas NOLs generated after March 31, 2018 can be carried forward indefinitely.

In accordance with Section 382 of the U.S. Internal Revenue Code, the usage of the Company's net operating loss carry forwards is subject to annual limitations following greater than 50% ownership changes. Tax returns for the years ended 2014 through 2023 are subject to review by the tax authorities.

NOTE 7 - SUBSEQUENT EVENTS

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to December 31, 2022 to the date these financial statements were issued and has determined that it does not have other material subsequent events to disclose in these financial statements except as stated below:

In November 2022, the Company previously announced that it was conducting a full financial and legal due diligence of a Malaysia-based company involving the plantations, inoculations, cultivations, manufacturing, marketing, trading and conducting research and development of agricultural commodities in relation to Aquilaria trees and its related products. However, the due diligence process related to the acquisition plan is still in progress as at the date of this filing, and upon satisfactory only, the Company shall execute a separate share purchase agreement based on the valuation report.

In February 2023, the Company previously announced that it was conducting a full financial and legal due diligence of a US-based company involving renewable energies which have been awarded a solar farm project backed by the US Government. However, the negotiations on the acquisition terms were unsuccessful as at the date of this filing.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by the Annual Report were not effective in providing reasonable assurance that the information required to be disclosed by us in reports filed under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our President and Treasurer, as appropriate to allow timely decisions regarding disclosure. A controls system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes of accounting principles generally accepted in the United States.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives.

Our management, consisting of officers and directors, evaluated the effectiveness of our internal control over financial reporting as of March 31, 2023. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control - Integrated Framework (2013). Based on this evaluation, our management, with the participation of the President and Secretary/Treasurer, concluded that, as of March 31, 2023, our internal control over financial reporting was not effective.

This Annual Report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to the rules of the Security and Exchange Commission that permit us to provide only management's report in this Annual Report.

Changes in Internal Control over Financial Reporting

There have been no changes in internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE****Directors and Executive Officers**

Set forth below is the name of directors and executive officers as of this Annual Report:

Name	Age	Positions
Tang Wai Kee	61	Chairman and Director
Jonathan Chan Ye Earn	36	Chief Executive Officer and Director
Stephanie Mak	41	Chief Financial Officer and Director
Yao Gang	46	Chief Technology Officer

Mr. Tang Wai Kee serves as our chairman of the board of directors and a Director. Mr. Tang has more than 30 years of experience in the finance industry. Prior to joining us, Mr. Tang worked for Xin Tian Dou Asset Management Limited since June 2019 as the chief executive officer and an independent nonexecutive director of AsiaPac Financial Investment Company Limited (HKEx: 8193) since September 2017. From June 2011 to May 2019, Mr. Tang worked for various Securities Finance Commission licensed corporations in a top management role in Hong Kong, namely, the Thunder Capital Limited, Dakin Asset Management Limited, China Finance KAB Asset Management Limited and Goldenway Investments (HK) Limited. Mr. Tang obtained his Master of Science degree in financial economics from SOAS University of London in February 1995 and his bachelor's degree in Biology from the Chinese University of Hong Kong in May 1983. Currently, Mr. Tang is the vice president of the Financial Technical Analysts Association, a branch of The International Federation of Technical Analysts in the Greater China region since May 2015. Mr. Tang is also an individual member of the Global Association of Risk Professionals since September 2021, a permanent member of Hong Kong Stockbrokers Association Ltd since 1996 and an individual member of the Market Technician Association since January 2020.

Mr. Jonathan Chan Ye Earn serves as our chief executive officer and a Director. Since September 2018, Mr. Chan has been serving as the firm's partner of Messrs Anya Tan, Jon Chan & Co before renaming the firm to Messrs Jonathan & Joshua from July 2020 till current, a law firm in Malaysia. From January 2017 to September 2018, Mr. Chan served as legal associate of Messrs Ng, Gan & Partners, a law firm in Malaysia. Mr. Chan obtained his Bachelor of Laws from the University of Hertfordshire in the United Kingdom in 2014 and his Malaysian Certified of Legal Practice in 2015.

Ms. Stephanie Mak serves as our chief financial officer and a Director. Since May 2011, Ms. Stephanie Mak has been the deputy chief finance officer of Konsortium Multimedia Swasta Sdn Bhd. A company which provide internet based services and offers online booking, conducting examinations, summons checking, and identifying the bankruptcy status. Ms. Stephanie Mak has been a chartered accountant of the Malaysia Institute of Accountants.

Mr. Yao Gang serves as our Chief Technology Officer. Since January 2023, Mr. Yao has been serving as the assistance manager of Lie You Network Beijing Technology Ltd, a company engaged in comprehensive technology and digital development and deployment. Since August 2015, Mr. Yao has been serving as the general manager of Beijing Bo TianXia Technology Co. Ltd, a company engaged in digitalization, enterprise solutions and software as a service development. Mr. Yao obtained his Master's Degree in software engineering from Fudan University in the People's Republic of China in 2008 and his Bachelor's of Art in Computer Science from the University of Tianjin in the People's Republic of China in 2004. Mr. Yao is well versed with the latest technology and digitalization and specializing in the architectural design of big-scale projects.

Significant Employees

As of the date hereof, the Company has no significant employees.

Family Relationships

None.

Involvement in Certain Legal Proceedings

There have been no events under any bankruptcy act, no criminal proceedings and no judgments, injunctions, orders or decrees material to the evaluation of the ability and integrity of any director, executive officer, promoter or control person of the Company during the past five years.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires officers and directors, and greater than 10% stockholders of companies with a class of securities registered under Section 12 of the Exchange Act, to file reports of ownership and changes in ownership of its securities with the Securities and Exchange Commission. Copies of the reports are required by SEC regulation to be furnished to the Company. The Company is not aware of any late filings of any such reports.

Code of Ethics

We have adopted a Code of Ethics for our principal executive and financial officers.

Nominating Committee

We have not established a Nominating Committee because, due to our lack of operations and the fact that we only have three directors and three executive officers, we believe that we are able to effectively manage the issues normally considered by a Nominating Committee. Following the entry into any business or the completion of any acquisition, merger or reorganization, a further review of this issue will no doubt be necessitated and undertaken by new management.

If we do establish a Nominating Committee, we will disclose this change to our procedures in recommending nominees to our Board of Directors.

Audit Committee and Audit Committee Financial Expert

We have not established an Audit Committee because, due to our lack of material operations and the fact that we only have three directors and three executive officers, we believe that we are able to effectively manage the issues normally considered by an Audit Committee. Following the entry into any business or the completion of any acquisition, merger or reorganization, a further review of this issue will no doubt be necessitated and undertaken by new management.

ITEM 11. EXECUTIVE COMPENSATION**All Compensation**

No cash compensation, deferred compensation or long-term incentive plan awards were issued or granted to our management during the years ended March 31, 2023 or 2022. Furthermore, no member of our management has been granted any option or stock appreciation rights; accordingly, no tables relating to such items have been included within this Item.

Name and Position	Year	Cash Compensation	Other Compensation
Jonathan Chan Ye Earn ⁽¹⁾	February 15, 2022 to March 31, 2022	None	None
Tang Wai Kee ⁽²⁾	February 15, 2022 to March 31, 2022	None	None
Stephanie Mak ⁽³⁾	February 18, 2022 to March 31, 2022	None	None
Tham Soon Hua ⁽⁴⁾	April 1, 2021 to February 15, 2022	None	None
Ronald Paul Cartey ⁽⁵⁾	April 1, 2021 to February 18, 2022	None	None
Shrikumar Vasant Mordekar ⁽⁶⁾	April 1, 2021 to February 18, 2022	None	None

(1) Jonathan Chan Ye Earn is our current Chief Executive Officer and Director.

(2) Tang Wai Kee is our current Chairman and Director.

(3) Stephanie Mak is our current Chief Financial Officer and Director.

(4) Tham Soon Hua was our current Chief Executive Officer and Director. Mr. Hua resigned from his positions on February 15, 2022.

(5) Ronald Paul Cartey was our current Company Secretary and Director. Mr. Cartey resigned from his positions on February 18, 2022.

(6) Shrikumar Vasant Mordekar was our current Chief Financial Officer and Director. Mr. Mordekar resigned from his positions on February 18, 2022.

Outstanding Equity Awards at Fiscal Year-End

None.

Compensation of Directors

There are no standard arrangements pursuant to which our directors are compensated for any services provided as director, including services for committee participation or for special assignments. Our directors received no compensation for service as directors for the year ended March 31, 2023.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Security Ownership of Certain Beneficial Owners

The following table sets forth certain information as of June 22, 2023, with respect to the beneficial ownership of Xenous's Common Stock by the officers and directors of Xenous, and each person known by Xenous to be the beneficial owner of more than 5% of Xenous's outstanding shares of Common Stock. At March 31, 2023 and through the date of this filing, there were 760,250,000 shares of common stock and no shares of preferred stock issued and outstanding.

For purposes of this table, information as to the beneficial ownership of shares of common stock is determined in accordance with the rules of the Securities and Exchange Commission and includes general voting power and/or investment power with respect to securities. Except as otherwise indicated, all shares of our common stock are beneficially owned, and sole investment and voting power is held, by the person named. For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares of common stock, which such person has the right to acquire within 60 days after the date hereof. The inclusion herein of such shares listed beneficially owned does not constitute an admission of beneficial ownership.

Name and Address	Number of Shares Beneficially Owned	Percent of Outstanding Shares
Principal Stockholders		
<i>5% or Greater Shareholders:</i>		
Smartex Investments Ltd.		
Unit 18-02 Level 18 Menara K1 Lorong 3/137C Off, Kuala Lumpur, Malaysia 58200	622,194,316	81.84%
Directors and Officers:		
Tang Wai Kee	-	-
Room 1120, 11th Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui, East Kowloon, Hong Kong		
Jonathan Chan Ye Earn	-	-
Room 1120, 11th Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui, East Kowloon, Hong Kong		
Stephanie Mak	-	-
Room 1120, 11th Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui, East Kowloon, Hong Kong		
Officers and Directors as a Group (3 persons)	-	-

SEC Rule 13d-3 generally provides that beneficial owners of securities include any person who, directly or indirectly, has or shares voting power and/or investment power with respect to such securities, and any person who has the right to acquire beneficial ownership of such security within 60 days. Any securities not outstanding which are subject to such options, warrants or conversion privileges exercisable within 60 days are treated as outstanding for the purpose of computing the percentage of outstanding securities owned by that person. Such securities are not treated as outstanding for the purpose of computing the percentage of the class owned by any other person. At the present time there are no outstanding options or warrants.

Securities Authorized for Issuance under Equity Compensation Plans

None.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, DIRECTOR INDEPENDENCE

Related Party Transactions

During the year ended March 31, 2023 and 2022, Smartex Investment Ltd., the majority shareholder of the Company which is holding 82% of the Company's common shares, advanced \$61,837 and \$58,385, respectively, to the Company for operating expenses.

Promoters and Certain Control Persons

See the heading "Transactions with Related Persons" above.

Parents of the Smaller Reporting Company

We have no parents.

Director Independence

We do not have any independent directors serving on our Board of Directors.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The following is a summary of the fees billed to us by our independent auditors during the fiscal years ended March 31, 2023 and 2022:

	2023	2022
Audit fees	\$ 5,000	\$ 4,000
Audit related fees	4,740	4,500
Tax fees	-	-
Other fees	-	-
Total Fees	\$ 9,740	\$ 8,500

Audit Fees - Consists of fees for professional services rendered by our principal accountants for the audit of our annual financial statements and review of the financial statements included in our Forms 10-Q or services that are normally provided by our principal accountants in connection with statutory and regulatory filings or engagements.

Audit-related Fees - Consists of fees for assurance and related services by our principal accountants that are reasonably related to the performance of the audit or review of our financial statements and are not reported under "Audit fees."

Tax Fees - Consists of fees for professional services rendered by our principal accountants for tax compliance, tax advice and tax planning.

All Other Fees - Consists of fees for products and services provided by our principal accountants, other than the services reported under "Audit fees," "Audit-related fees," and "Tax fees" above.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

We have not adopted an Audit Committee; therefore, there is no Audit Committee policy in this regard. However, we do require approval in advance of the performance of professional services to be provided to us by our principal accountant. Additionally, all services rendered by our principal accountant are performed pursuant to a written engagement letter between us and the principal accountant.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The following documents are filed as part of this 10-K:

Exhibits:

31.1	Certification of Principal Executive Officer as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Principal Executive and Financial Officer pursuant to 18 U.S.C section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

XENOUS HOLDINGS, INC.

DATED: June 28, 2023

By: /s/ Jonathan Chan Ye Earn
Jonathan Chan Ye Earn
Chief Executive Officer (Principal
Executive Officer)

By: /s/ Stephanie Mak
Stephanie Mak
Chief Financial Officer (Principal
Financial Officer)