NEUTRA CORP.
Form 10-Q
September 22, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(MARK ONE)

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended July 31, 2014

or

o **TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _________ to _________

Commission File Number: **333-172417**

NEUTRA CORP.

(Exact name of registrant as specified in its charter)

Florida	**27-4505461**
(State or other jurisdiction of Incorporation or organization)	(I.R.S. Employer Identification Number)
8875 Hidden River Parkway, Suite 300 **Tampa, FL**	**34243**
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: **(813) 367-2041**

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 þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months.

Yes o No þ

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

Large accelerated filer	o	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	þ
(Do not check is smaller reporting company)			

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No þ

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of September 22, 2014, 31,637,461 shares of common stock are issued and outstanding.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this report contain or may contain forward-looking statements. These statements, identified by words such as “plan”, “anticipate”, “believe”, “estimate”, “should”, “expect” and similar expressions include our expectations objectives regarding our future financial position, operating results and business strategy. These statements are subject to known and unknown risks, uncertainties and other factors, which may cause actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward - looking statements. These forward-looking statements were based on various factors and were derived utilizing numerous assumptions and other factors that could cause our actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, our ability to secure suitable financing to continue with our existing business or change our business and conclude a merger, acquisition or combination with a business prospect, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, and other factors. Most of these factors are difficult to predict accurately and are generally beyond our control. You should consider the areas of risk described in connection with any forward-looking statements that may be made herein. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Readers should carefully review this report in its entirety, including but not limited to our financial statements and the notes thereto and the risks described in our Annual Report on Form 10-K for the fiscal year ended January 31, 2014. We advise you to carefully review the reports and documents we file from time to time with the Securities and Exchange Commission (the “SEC”), particularly our quarterly reports on Form 10-Q and our current reports on Form 8-K. Except for our ongoing obligations to disclose material information under the Federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events.

OTHER PERTINENT INFORMATION

When used in this report, the terms, “we,” the “Company,” “our,” and “us” refers to Neutra Corp., a Florida corporation.

PART I — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NEUTRA CORP.

CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

	July 31, 2014	January 31, 2014
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 30,941	$ 46,551
Total current assets	30,941	46,551
TOTAL ASSETS	**$ 30,941**	**$ 46,551**
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 242,778	$ 244,635
Advances payable	130,240	99,637
Current portion of convertible notes payable, net of discount of $57,520 and $0, respectively.	68,399	—
Current portion of accrued interest payable	241	—
Total current liabilities	441,658	344,272
Convertible notes payable, net of discount of $643,785 and $704,046, respectively.	227,765	177,886
Accrued interest payable	45,568	29,149
TOTAL LIABILITIES	714,991	551,307
COMMITMENTS AND CONTINGENCIES	—	—
STOCKHOLDERS' DEFICIT		
Common Stock, $0.0001 par value; 100,000,000 shares authorized; 26,637,461 shares issued and outstanding at July 31, 2014 and January 31, 2014, respectively.	2,664	1,490
Additional paid-in capital	1,909,425	1,201,608
Accumulated deficit	(2,596,139)	(1,707,854)
Total stockholders' deficit	(684,050)	(504,756)

TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	**$**	**30,941**	**$**	**46,551**

The accompany notes are an integral part of these unaudited financial statements.

NEUTRA CORP.

CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

	Six months ended July 31, 2014	Six months ended July 31, 2013	Three months ended July 31, 2014	Three months ended July 31, 2013
REVENUE	$ —	$ —	$ —	$ —
OPERATING EXPENSES				
General and administrative expenses	350,018	430,021	211,631	242,681
LOSS FROM OPERATIONS	(350,018)	(430,021)	(211,631)	(242,681)
OTHER INCOME (EXPENSE)				
Interest expense	(448,267)	(63,867)	(296,347)	(32,275)
Loss on acquisition of Diamond Anvil	(90,000)	—	(20,000)	—
Total other income (expense)	(538,267)	(63,867)	(316,347)	(32,275)
NET LOSS	$ (888,285)	(493,888)	(527,978)	(274,956)
NET LOSS PER COMMON SHARE – Basic and fully diluted	$ (0.04)	(0.07)	$ (0.02)	$ (0.03)
COMMON SHARES OUTSTANDING – Basic and fully diluted	20,494,956	7,358,659	23,259,621	8,617,287

The accompany notes are an integral part of these unaudited financial statements.

NEUTRA CORP.

STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

(UNAUDITED)

	Common Stock Shares	Common Stock Amount	Additional Paid In Capital	Deficit	Total Equity
BALANCE, January 31, 2013	**4,949,515**	**$ 495**	**$ 183,700**	**$ (449,571)**	**$ (265,375)**
Shares issued for conversion of notes payable	9,955,000	996	98,555	—	99,551
Discount on issuance of convertible note payable	—	—	919,353	—	919,353
Net Loss	—	—	—	(1,258,283)	(1,258,283)
BALANCE, January 31, 2014	**14,904,515**	**$ 1,490**	**$ 1,201,608**	**$ (1,707,854)**	**$ (504,756)**
Shares issued for conversion of notes payable	11,732,946	1,174	312,155	—	313,329
Discount on issuance of convertible note payable	—	—	395,662	—	395,662
Net Loss	—	—	—	(888,285)	(888,285)
BALANCE, July 31, 2014	**26,637,461**	**$ 2,664**	**$ 1,909,425**	**$ (2,596,139)**	**$ (684,050)**

On August 8, 2012, the Company effected a one-for-twenty reverse stock split. All share and per share amounts have been retroactively restated to reflect the reverse split.

The accompany notes are an integral part of these unaudited financial statements.

NEUTRA CORP.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

	Six months ended July 31, 2014			2013	
CASH FLOW FROM OPERATING ACTIVITIES:					
Net Loss	$	(888,285)	$	(493,888)	
Adjustments to reconcile net loss to net cash used in operating activities:					
Amortization of discount on convertible note payable		398,403		58,336	
Loss on acquisition of Diamond Anvil Designs		90,000		—	
Changes in operating assets and liabilities:					
Accounts payable and accrued liabilities		(1,857)		(8,030)	
Accrued interest payable		49,864		—	
NET CASH USED IN OPERATING ACTIVITIES		(351,875)		(443,582)	
CASH FLOWS FROM INVESTING ACTIVITIES					
Cash paid to acquire Diamond Anvil Designs		(90,000)		—	
NET CASH USED IN INVESTING ACTIVITIES		(90,000)		—	
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from advances		426,265		664,098	
NET CASH PROVIDED BY FINANCING ACTIVITIES		426,265		664,098	
NET INCREASE (DECREASE) IN CASH		**(15,610)**		**220,516**	
CASH, at the beginning of the period		**46,551**		**7,100**	
CASH, at the end of the period	**$**	**30,941**	**$**	**227,616**	
Supplemental Disclosures of Cash Flow Information:					
Cash paid during the period for:					
Interest	$	—	$	—	
Taxes	$	—	$	—	
Noncash investing and financing transaction:					
Refinancing of advances into convertible notes payable	$	395,662	$	44,550	
Beneficial conversion on convertible note payable	$	395,662	$	44,550	
Conversion of convertible notes payable	$	313,329	$	443,465	

The accompany notes are an integral part of these unaudited financial statements.

NEUTRA CORP.

NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 2014

Note 1. General Organization and Business

Neutra Corp. is a development stage company incorporated in Florida on January 11, 2011 to market and participate in the Nutraceutical space by bringing products derived from all natural and organic origins. Along with participating in the actual nutraceutical products, we plan to research and bring new technology to the Nutraceutical space. Nutraceutical natural medicine is an alternative system that focuses on natural remedies and the body’s vital ability to heal and maintain itself. One of the nutraceutical sub-markets is the new thriving medical cannabis market, in which we will be doing our due diligence and participating. We intend to entrust the manufacturing to a nutraceutical contractor to private label all of our products and to sell them under our unique brand. In accordance with ASC 915, we are considered to be in the development stage. We have established a fiscal year end of January 31.

We have narrowed our product focus to research and development in the following areas: weight-loss, detox, men’s health, acid-alkali pH balance, anti-aging, sleep disorders, autism, pain management with the use of the new thriving medical cannabis products, and air space sanitation derived by nutraceutical technology. We are continuously testing different ingredients and suppliers for purity and quality of transportation and storage of ingredients to preserve their potency. This will ensure that we are always at the top of the technology and purity of our products. In addition, we have contracted with a company that has the ability to infuse our formulations with a bio-energy infusion that enhances the efficacy of the ingredients on a sub-molecular level. For the time being, we are in negotiations with veterans in the medical cannabis space in California for further involvement. We see many barriers to enter this market, which are technology of delivery, which include oral – baked, oral – capsule, topical, injections or microinjections, and inhalation.

The Company will be a way of providing start up and operating expenses such as to facilitate the completion of the undertaking of the business.

We have not generated any revenues to date and our activities have been limited to developing our business plan, developing and launching our website, research and development of products and trial testing of our initial formulations. We will not have the necessary capital to fully develop or execute our business plan until we are able to secure additional financing. There can be no assurance that such financing will be available on suitable terms. We need to raise an additional $400,000 to implement our business plan over the next twelve months. Our current cash on hand is insufficient to commercialize our products or fully develop our business strategy. If we are unable to raise adequate additional funds or if those funds are not available on terms that are acceptable to us, we will not be able to execute our business plan and we may cease operations.

On February 11, 2014, the Company acquired Diamond Anvil Designs, a developer of smoke-free nutraceutical delivery systems. Diamond Anvil Designs is a startup vapor pen company that is designing an all-purpose vapor pen. Currently most vapor pens are manufactured only to be used for tobacco, so we feel this an underdeveloped area of the market.

We have no revenues, have incurred losses since inception, have been issued a going concern opinion from our auditors, and rely upon the sale of our securities and borrowing to fund operations.

Note 2. Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As of July 31, 2014, the Company has generated net losses since inception of $2,596,139. For the six months ended July 31, 2014, the Company had a net loss of $888,285 and negative cash flow from operating activities of $351,875. As of July 31, 2014, the Company had negative working capital of $410,717. Management does not anticipate having positive cash flow from operations in the near future.

These factors raise a substantial doubt about the Company’s ability to continue as a going concern. The accompanying consolidated 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 from the possible inability of the Company to continue as a going concern.

The Company does not have the resources at this time to repay its credit and debt obligations, make any payments in the form of dividends to its shareholders or fully implement its business plan. Without additional capital, the Company will not be able to remain in business.

Management has plans to address the Company’s financial situation as follows:

In the near term, management plans to continue to focus on raising the funds necessary to fully implement the Company’s business plan. Management will continue to seek out debt financing to obtain the capital required to meet the Company’s financial obligations. There is no assurance, however, that lenders will continue to advance capital to the Company or that the new business operations will be profitable. The possibility of failure in obtaining additional funding and the potential inability to achieve profitability raise doubts about the Company’s ability to continue as a going concern.

In the long term, management believes that the Company’s projects and initiatives will be successful and will provide cash flow to the Company, which will be used to finance the Company’s future growth. However, there can be no assurances that the Company’s planned activities will be successful, or that the Company will ultimately attain profitability. The Company’s long-term viability depends on its ability to obtain adequate sources of debt or equity funding to meet current commitments and fund the continuation of its business operations, and the ability of the Company to ultimately achieve adequate profitability and cash flows from operations to sustain its operations.

Note 3. Summary of Significant Accounting Policies

Interim Financial Statements

The accompanying these unaudited financial statements have been prepared in accordance with generally accepted accounting (“GAAP”) principles in the United States of America for interim financial information and with the instructions to Form 10-Q and Regulation S-X. Accordingly, the Consolidated financial statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included and such adjustments are of a normal recurring nature. These Consolidated financial statements should be read in conjunction with the Consolidated financial statements for the fiscal year ended January 31, 2014 and notes thereto and other pertinent information contained in our Form 10-K the Company has filed with the Securities and Exchange Commission (the “SEC”).

The results of operations for the six month period ended July 31, 2014 are not necessarily indicative of the results to be expected for the full fiscal year ending January 31, 2015.

Consolidated Financial Statements

The consolidated financial statements of the Company include the accounts of the Company and its wholly owned subsidiaries from the date of their formations. Significant intercompany transactions have been eliminated in consolidation.

Development Stage Company

The Company was a development stage enterprise reporting under the provisions of Accounting Standards Codification (“ASC”) 915 “Development Stage Entities”.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires 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 the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

For the purpose of the financial statements, cash equivalents include all highly liquid investments with maturity of three months or less. Cash and cash equivalents were $30,941 and $46,551 at July 31, 2014 and January 31, 2014, respectively.

Income Taxes

The Company accounts for income taxes under ASC 740 *Income Taxes*. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. 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. No deferred tax assets or liabilities were recognized as of July 31, 2014 or January 31, 2014.

Earnings (Loss) per Common Share

The Company computes basic and diluted earnings per common share amounts in accordance with ASC Topic 260, *Earnings per Share*. The basic earnings (loss) per common share are calculated by dividing the Company's net income available to common shareholders by the weighted average number of common shares outstanding during the year. The diluted earnings (loss) per common share are calculated by dividing the Company's net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted as of the first of the year for any potentially dilutive debt or equity. There are no dilutive shares outstanding for any periods reported.

Financial Instruments

The Company's balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period between the origination of these instruments and their expected realization.

FASB Accounting Standards Codification (ASC) 820 *Fair Value Measurements and Disclosures* (ASC 820) defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of July 31, 2014. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include accounts receivable, other current assets, accounts payable, and accrued expenses. The fair value of the Company's notes payable is estimated based on current rates that would be available for debt of similar terms that is not significantly different from its stated value.

Recently Issued Accounting Pronouncements

We have reviewed the FASB issued Accounting Standards Update ("ASU") accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation's reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

Note 4. Acquisition of Diamond Anvil Designs

On February 7, 2014, the Company acquired all of the shares of Diamond Anvil Designs, LLC ("Diamond Anvil") for $150,000. The agreement called for a $25,000 payment on the agreement date, and $125,000 in additional payments over the following five months. Through July 31, 2014, we have made cash payments of $90,000. Diamond Anvil owns intellectual property for a vapor pen; they have no tangible assets.

Note 5. Advances

During the six months ended July 31, 2014, the Company received net, non-interest bearing advances from certain third parties totaling $426,265. The total amount due under these advances as of July 31, 2014 was $130,240. These advances are not collateralized, non-interest bearing and are due on demand.

Note 6. Convertible Notes Payable

Convertible Notes Payable consists of the following as of July 31, 2014 and January 31, 2014:

		July 31, 2014		January 31, 2014
Convertible note payable, dated February 28, 2013, bearing interest at 10% per annum, matures on February 28, 2015 and convertible into shares of common stock at $0.01 per share	$	—	$	67,229
Convertible note payable, dated July 31, 2013, bearing interest at 10% per annum, matures on July 31, 2015 and convertible into shares of common stock at $0.05 per share		125,919		338,815

Convertible note payable, dated October 31, 2013, bearing interest at 10% per annum, matures on October 31, 2015 and convertible into shares of common stock at $0.05 per share	475,888	475,888
Convertible note payable, dated April 30, 2014, bearing interest at 10% per annum, matures on April 30, 2016 and convertible into shares of common stock at $0.05 per share	395,662	—
Total convertible notes payable	$ 997,469	$ $881,932
Less: current portion of convertible notes payable	(125,919)	—
Less: discount on noncurrent convertible notes payable	(643,785)	(704,046)
Convertible notes payable, net of discount	**$** 227,765	**$** 177,886

Advances Refinanced into Convertible Promissory Notes

During the six months ended July 31, 2014, the Company has signed Convertible Promissory Notes that refinance non-interest bearing advances into convertible notes payable. The Convertible Promissory Notes bear interest at 10% per annum and are payable along with accrued interest. The Convertible Promissory Note and unpaid accrued interest are convertible into common stock at the option of the holder.

Date Issued	**Maturity Date**	**Interest Rate**	**Conversion Rate**	**Amount of Note**	**Beneficial Conversion Feature**
April 30, 2014	April 30, 2016	10%	$ 0.05	$ 395,662	$ 395,662

The Company evaluated the application of ASC 470-50-40/55, *Debtor's Accounting* for a Modification or Exchange of Debt Instrument as it applies to the note listed above and concluded that the revised terms constituted a debt modification rather than a debt extinguishment because the present value of the cash flow under the terms of the new instrument was less than 10% from the present value of the remaining cash flows under the terms of the original note. No gain or loss on the modifications was required to be recognized.

The Company evaluated the terms of the new note in accordance with ASC Topic No. 815 - 40, *Derivatives and Hedging - Contracts in Entity's Own Stock* and determined that the underlying common stock is indexed to the Company's common stock. The Company determined that the conversion features did not meet the definition of a liability and therefore did not bifurcate the conversion feature and account for it as a separate derivative liability. The Company evaluated the conversion feature for a beneficial conversion feature. The effective conversion price was compared to the market price on the date of the note and was deemed to be less than the market value of underlying common stock at the inception of the note. Therefore, the Company recognized beneficial conversion features as show in the table above. The beneficial conversion features were recorded as an increase in additional paid-in capital and a discount to the Convertible Notes Payable. Discounts to the Convertible Notes Payable are amortized to interest expense over the life of the note.

Conversions to Common Stock

During six months ended July 31, 2014, the holders of the Convertible Note Payable dated February 28, 2013 elected to convert principal and accrued interest in the amounts show below into share of common stock at a rate of $0.01 per share. On the conversion date, the unamortized discount related to the principal amount converted was immediately amortized to interest expense. No gain or loss was recognized on the conversions as they occurred within the terms of the agreement that provided for conversion.

Date		**Amount Converted**	**Number of Shares Issued**		**Unamortized Discount**
February 7, 2014	$	6,000	600,000	$	3,061
February 11, 2014		7,000	700,000		3,533
March 3, 2014		9,000	900,000		4,069
March 18, 2014		8,000	800,000		3,796
March 25, 2014		8,000	800,000		3,380
April 15, 2014		8,000	800,000		3,208
April 15, 2014		8,000	800,000		2,341
May 7, 2014		8,000	800,000		1,964
May 14, 2014		6,329	632,946		—
Total	**$**	**68,329**	**6,832,946**	**$**	**25,352**

During six months ended July 31, 2014, the holders of the Convertible Note Payable dated July 31, 2013 elected to convert principal and accrued interest in the amounts show below into share of common stock at a rate of $0.05 per share. On the conversion date, the unamortized discount related to the principal amount converted was immediately amortized to interest expense. No gain or loss was recognized on the conversions as they occurred within the terms of the agreement that provided for conversion.

Date		**Amount Converted**	**Number of Shares Issued**		**Unamortized Discount**
May 7, 2014	$	5,000	100,000	$	—
May 21, 2014		20,000	400,000		—
June 12, 2014		50,000	1,000,000		25,899
June 17, 2014		20,000	400,000		10,960
July 7, 2014		50,000	1,000,000		25,476
July 11, 2014		50,000	1,000,000		25,724
July 24, 2014		50,000	1,000,000		23,828
Total	**$**	**245,000**	**4,900,000**	**$**	**111,887**

Note 8. Stockholders' Equity

Conversion of shares

During six months ended July 31, 2014, the holders of our convertible notes elected to convert principal and interest into shares of common stock as detailed below:

Date		**Amount Converted**	**Number of Shares Issued**
February 7, 2014	$	6,000	600,000
February 11, 2014		7,000	700,000
March 3, 2014		9,000	900,000
March 18, 2014		8,000	800,000
March 25, 2014		8,000	800,000
April 15, 2014		8,000	800,000
April 15, 2014		8,000	800,000
May 7, 2014		8,000	800,000
May 7, 2014		5,000	100,000
May 14, 2014		6,329	632,946
May 21, 2014		20,000	400,000
June 12, 2014		50,000	1,000,000
June 17, 2014		20,000	400,000
July 7, 2014		50,000	1,000,000
July 11, 2014		50,000	1,000,000
July 24, 2014		50,000	1,000,000
Total	**$**	**313,329**	**11,732,946**

Note 9. Subsequent Events

On August 4, 2014, the holders of the Convertible Note Payable dated July 31, 2013, elected to convert principal and accrued interest in the amount of $60,000 into 1,200,000 shares of common stock at a rate of $0.05 per share. On the conversion date, the unamortized discount related to the principal amount converted was immediately amortized to interest expense. No gain or loss was recognized on the conversions as they occurred within the terms of the agreement.

On August 5, 2014, the holders of the Convertible Note Payable dated July 31, 2013, elected to convert principal and accrued interest in the amount of $60,000 into 1,200,000 shares of common stock at a rate of $0.05 per share. On the conversion date, the unamortized discount related to the principal amount converted was immediately amortized to interest expense. No gain or loss was recognized on the conversions as they occurred within the terms of the agreement.

On August 8, 2014, the holders of the Convertible Note Payable dated October 31, 2013, elected to convert principal and accrued interest in the amount of $65,000 into 1,300,000 shares of common stock at a rate of $0.05 per share. On the conversion date, the unamortized discount related to the principal amount converted was immediately amortized to interest expense. No gain or loss was recognized on the conversions as they occurred within the terms of the agreement.

On August 15, 2014, Sydney Jim resigned as our Chief Executive Officer and Director. On the same date, Our Board of Directors appointed Christopher Brown as Chief Executive Officer and Director.

On August 22, 2014, the holders of the Convertible Note Payable dated October 31, 2013, elected to convert principal and accrued interest in the amount of $65,000 into 1,300,000 shares of common stock at a rate of $0.05 per share. On the conversion date, the unamortized discount related to the principal amount converted was immediately amortized to interest expense. No gain or loss was recognized on the conversions as they occurred within the terms of the agreement.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Neutra Corp. is a development stage company incorporated in Florida on January 11, 2011 to market and participate in the Nutraceutical space by bringing products derived from all natural and organic origins. Along with participating in the actual nutraceutical products, we plan to research and bring new technology to the Nutraceutical space. Nutraceutical natural medicine is an alternative system that focuses on natural remedies and the body's vital ability to heal and maintain itself. One of the nutraceutical sub-markets is the new thriving medical cannabis market, in which we will be doing our due diligence and participating. We intend to entrust the manufacturing to a nutraceutical contractor to private label all of our products and to sell them under our unique brand. In accordance with ASC 915, we are considered to be in the development stage. We have established a fiscal year end of January 31.

On January 11, 2013, the Company executed an Option Agreement with Purlife Distributors Inc, and authorized distributor of DrivePur and Purteq products in Canada, (hereafter referred to as "Purlife". Purlife owns rights to market, in Canada, environmentally friendly, sustainable, and long-lasting antimicrobial solutions for indoor and outdoor surfaces. The Option Agreement shall be for a period of ninety (90) days beginning from the date of the agreement. The Company will pay Purlife a $5,000 non-refundable payment. Under the option agreement, the Company, will have the right to conduct a due diligence review of Purlife with complete access to data, patent applications, financial statements and other pertinent information. From the Option Agreement, the Company was able to form a Joint Venture with Purlife on February 1, 2013.

On February 1, 2013, the Company entered into a Joint Venture Agreement with Purlife. The Joint Venture was created towards developing and marketing the brands represented by Purlife. Purlife will execute the business plan or other programs as agreed to as well as make any necessary disbursements on behalf of the Joint Venture, and collect and distribute profits in accordance with the ownership percentages. The Joint Venture will allocate profits for a period of 3 years with the Company receiving 10% and the Joint Venture receiving 90%. All loss and disbursements incurred by Purlife in acquiring, holding, and protecting the business interest and the net profits shall, during the period of the venture be paid by Purlife. All losses incurred by the Parties will be limited to their financial contribution to the Joint Venture. The Company will provide consulting to the Joint Venture and participate in strategic and operation decisions as required.

The Company will be a way of providing start up and operating expenses such as to facilitate the completion of the undertaking of the Business.

During the year ended January 31, 2014, the Company paid a total of $150,000 to fund the cash flow requirements as set forth in an approved budget prepared by Purlife. These payments are included in general and administrative expense on the statement of operations. The Company has no further obligation to continue funding.

On May 30, 2013, the Company entered into a joint venture agreement with Field of View Technologies, LLC. (the "Field of View JV"). The purpose of the Field of View JV is to develop, produce, and market a new cannabis inhalation delivery system. Under the terms of the agreement, the Company will provide funding for the project and provide consulting services to the Field of View JV. Field of View Technologies, LLC will develop the product and manage the joint venture. In exchange, the Company will receive 25% of the profit on all inhalation cannabinoid delivery systems for a period of 36 months. The Company has committed to fund $175,000 of the costs of the Field of View JV.

On June 5, 2013, the Company entered into a joint venture agreement with Vertigo Technologies, LLC. (the "Vertigo JV"). The purpose of the Vertigo JV is to develop post-production equipment in the horticultural market. Under the terms of the agreement, the Company will provide funding for the project. Vertigo Technologies, LLC will develop the product and manage the joint venture. In exchange, the Company will receive 30% of the profit on all cannabinoid post-production technology products for a period of 36 months. The Company has committed to fund $85,000 of the costs of the Vertigo JV.

On August 25, 2013, the Company entered into a joint venture agreement with Second Wave Ventures, LLC. (the "Second Wave JV"). The purpose of the Second Wave JV is to develop, produce and market nutraceutical products and deliver systems. Under the terms of the agreement, the Company will provide funding for the operations of the joint venture. In exchange, the Company will receive 30% of the profits on all products and delivery systems within the nutraceutical market. The Company has committed to fund $85,000 under the Second Wave JV, which will be paid in weekly payments of $5,000.

On August 27, 2013, the Company entered into a joint venture agreement with Surface to Air Solutions, LLC. (the "S2O2 JV"). The purpose of the S2O2 JV is to work together to develop, produce, and market new services and products that are utilized within the market of horticultural production. Under the terms of the agreement, the Company will provide management, marketing, and other consulting services to the S2O2 JV. In addition, the Company will re-design the web marketing material for the joint venture. NTRR will fund up to $100,000 of the operating costs of the S2O2 JV at its discretion. After an initial payment of $10,000 on September 1, 2013, funding will be made in weekly installments of $7,500. In exchange, NTRR will receive 25% of the profits on all products and services that are used within the horticultural market.

On February 11, 2014, the Company acquired Diamond Anvil Designs, a developer of smoke-free nutraceutical delivery systems. Diamond Anvil Designs is a development stage startup vapor pen company that is designing an all-purpose vapor pen. Currently most vapor pens are manufactured only to be used for tobacco, so we feel this an underdeveloped area of the market.

In their audit report dated March 15, 2014; our auditors have expressed an opinion that substantial doubt exists as to whether we can continue as an ongoing business. If we do not raise additional capital within twelve months, we may be required to suspend or cease the implementation of our business plan.

We have not generated any revenues to date and our activities have been limited to developing our business plan, developing and launching our website, research and development of products and trial testing of our initial formulations. We will not have the necessary capital to fully develop or execute our business plan until we are able to secure additional financing. There can be no assurance that such financing will be available on suitable terms. We need to raise an additional $400,000 to implement our business plan over the next twelve months. Our current cash on hand is insufficient to commercialize our products or fully develop our business strategy. If we are unable to raise adequate additional funds or if those funds are not available on terms that are acceptable to us, we will not be able to execute our business plan and we may cease operations.

We have no revenues; have incurred losses since inception, have been issued a going concern opinion from our auditors and rely upon the sale of our securities and borrowing to fund operations.

Critical Accounting Policies

We prepare our Consolidated financial statements in conformity with GAAP, which requires management to make certain estimates and apply judgments. We base our estimates and judgments on historical experience, current trends, and other factors that management believes to be important at the time the condensed Consolidated financial statements are prepared. On a regular basis, we review our accounting policies and how they are applied and disclosed in our condensed Consolidated financial statements.

While we believe that the historical experience, current trends and other factors considered support the preparation of our condensed consolidated financial statements in conformity with GAAP, actual results could differ from our estimates and such differences could be material.

For a full description of our critical accounting policies, please refer to Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report for the year ended January 31, 2014 on Form 10-K.

Results of Operations

Six months ended July 31, 2014 compared to the six months ended July 31, 2013.

General and Administrative Expenses

We recognized general and administrative expenses in the amount of $350,018 and $430,021 for the six months ended July 31, 2014 and 2013, respectively. The decrease was due to a $47,068 reduction in promotional activities and a $67,500 reduction in spending toward profit participation agreements.

Interest Expense

Interest expense increased from $63,867 for the six months ended July 31, 2013 to $448,267 for the six months ended July 31, 2014. Interest expense for the six months ended July 31, 2014 included amortization of discount on convertible notes payable in the amount of $398,403, compared to $58,336 for the comparable period of 2013. The remaining amount is the result of the Company entering into interest-bearing convertible notes payable.

Loss on Acquisition

During the six months ended July 31, 2014, we incurred a $90,000 loss on the acquisition of Diamond Anvil. We had no acquisition losses during the six months ended July 31, 2013.

Net Loss

We incurred a net loss of $888,285 for the six months ended July 31, 2014 as compared to $493,888 for the comparable period of 2013. The decrease in the net loss was primarily the reductions in promotional activities and profit participation agreements, offset by the increases in interest expense and the loss on the Diamond Anvil acquisition.

Three months ended July 31, 2014 compared to the three months ended July 31, 2013.

General and Administrative Expenses

We recognized general and administrative expenses in the amount of $211,631 and $242,681 for the three months ended July 31, 2014 and ended 2013, respectively. This was the result of a $49,903 reduction in promotional activities and a $22,500 reduction in profit participation agreements, offset by increases in professional fees.

Interest Expense

Interest expense increasedfrom $32,275 for the three months ended July 31, 2013 to $296,347 for the six months ended July 31, 2014. Interest expense for the three months ended July 31, 2014 included amortization of discount on convertible notes payable in the amount of $398,403227,098, compared to $58,33658,335 for the comparable period of 2013. The remaining amount is the result of the Company entering into interest-bearing convertible notes payable.

Loss on Acquisition

During the three months ended July 31, 2014, we incurred a $20,000 loss on the acquisition of Diamond Anvil. We had no acquisition losses during the six months ended July 31, 2013.

Net Loss

We incurred a net loss of $527,978 for three six months ended July 31, 2014 as compared to $274,956 for the comparable period of 2013. The increase in the net loss is due to the increases in interest expense and the loss on the Diamond Anvil acquisition, offset by our reductions in general and administrative expenses.

Liquidity and Capital Resources

At July 31, 2014, we had cash on hand of $30,941. The company has negative working capital of $410,717 . Net cash used in operating activities for the six months ended July 31, 2014 was $351,875. Cash on hand is adequate to fund our operations for less than one month. We do not expect to achieve positive cash flow from operating activities in the near future. We will require additional cash in order to implement our business plan. There is no guarantee that we will be able to attain fund when we need them or that funds will be available on terms that are acceptable to the Company. We have no material commitments for capital expenditures as of July 31, 2014.

Additional Financing

Additional financing is required to continue operations. Although actively searching for available capital, the Company does not have any current arrangements for additional outside sources of financing and cannot provide any assurance that such financing will be available.

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 investors.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable to a smaller reporting company.

ITEM 4. CONTROLS AND PROCEDURES

Management's Report on Internal Control over Financial Reporting

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of July 31, 2014. Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of July 31, 2014, our disclosure controls and procedures were not effective to ensure that information required to be disclosed in reports filed by us under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

1. As of July 31, 2014, we did not maintain effective controls over the control environment. Specifically we have not developed and effectively communicated to our employees our accounting policies and procedures. This has resulted in inconsistent practices. Further, the Board of Directors does not currently have any independent members and no director qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K. Since these entity level programs have a pervasive effect across the organization, management has determined that these circumstances constitute a material weakness.

2. As of July 31, 2014, we did not maintain effective controls over financial statement disclosure. Specifically, controls were not designed and in place to ensure that all disclosures required were originally addressed in our financial statements. Accordingly, management has determined that this control deficiency constitutes a material weakness.

Our management, including our principal executive officer and principal financial officer, who is the same person, does not expect that our disclosure controls and procedures or our internal controls will prevent all error or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

Change in Internal Controls Over Financial Reporting

There was no change in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We know of no material, active or pending legal proceedings against us, nor are we involved as a plaintiff in any material proceedings or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered beneficial shareholder are an adverse party or has a material interest adverse to us.

ITEM 1A. RISK FACTORS

Not applicable to a smaller reporting company.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

There were no sales of unregistered equity securities during the six months ended July 31, 2014.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

The Company has not defaulted upon senior securities.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable to the Company.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

3.1	Articles of Incorporation (1)
3.2	Bylaws (1)
21	Subsidiaries of the Registrant (3)
31.1	Rule 13(a)-14(a)/15(d)-14(a) Certification of principal executive officer and principal financial and account officer.
32.1	Section 1350 Certification of principal executive officer and principal financial accounting officer.
101	XBRL data files of Financial Statement and Notes contained in this Quarterly Report on Form 10-Q. (2),(4)

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(1) Incorporated by reference to our Form S-1 filed with the Securities and Exchange Commission on November 3, 2010

(2) In accordance with Regulation S-T, the Interactive Data Files in Exhibit 101 to the Quarterly Report on Form 10-Q shall be deemed “furnished” and not “filed.”

(3) Filed or furnished herewith

(4) To be submitted by amendment

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Neutra Corp.

Date: September 22, 2014

BY: /s/ Christopher Brown
Christopher Brown
President, Secretary, Treasurer, Principal Executive Officer, Principal Financial and Accounting Officer, and Sole Director