

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

**FORM 10-QSB**

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

**For the quarterly period ended July 31, 2006**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number: 333-136027**

**NEEMA, INC.**

(Exact name of small business issuer as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or organization)

**20-4126700**

(I.R.S. Employer Identification Number)

**#215-2211 W. 4<sup>th</sup> Avenue**

**Vancouver, BC**

**V6K 4S2**

(Address including zip code of principal executive offices)

**Issuer's telephone number: (604) 731-8188**

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the issuer 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No ☒

As of July 31, 2006, the registrant had outstanding \_\_\_\_\_ shares of its \$.001 par value Common Stock.

Transitional Small Business Disclosure Format: Yes ☐ No ☒

## **TABLE OF CONTENTS**

### **PART I. FINANCIAL INFORMATION**

#### **Item 1. Financial Statements**

Consolidated Balance Sheets as of July 31, 2006 (unaudited) and April 30, 2006 3

Consolidated Statements of Operations for the Three Months ended July 31, 2006 (unaudited) and from Inception to July 31, 2006 4

Consolidated Statements of Cash Flows for the Three Months ended July 31, 2006 (unaudited) and from Inception to July 31, 2006 5

Condensed Notes to Unaudited Consolidated Interim Financial Statements 6

Item 2. Management's Discussion and Analysis or Plan of Operation 8

Item 3. Controls and Procedures 10

### **PART II. OTHER INFORMATION**

#### **Item 6.**

Exhibits 11

Signature page 12

**NEEMA, INC.**  
**(A Development Stage Company)**  
**Consolidated Balance Sheet**  
**July 31, 2006**

	July 31, 2006 (Unaudited)	April 30, 2006
<b>ASSETS</b>		
Current Assets		
Cash	\$ 8,458	\$ 26,747
<b>TOTAL CURRENT ASSETS</b>	<b>8,458</b>	<b>26,747</b>
Fixed Assets, net	6,699	7,055
Other Assets	3,536	3,583
<b>TOTAL ASSETS</b>	<b>\$ 18,693</b>	<b>\$ 37,385</b>
<b>LIABILITIES &amp; STOCKHOLDERS' DEFICIT</b>		
Current Liabilities		
Accounts payable	\$ 2,735	\$ -
Related party - accounts payable	-	688
Due to related party	24,459	39,723
<b>TOTAL CURRENT LIABILITIES</b>	<b>27,194</b>	<b>40,411</b>
Stockholders' Deficit		
Common stock	1,000	1,000
25,000,000 shares authorized, \$0.001 par value; 1,000,000 shares issued and outstanding		
Additional paid in capital	4,000	4,000
Accumulated deficit during the development stage	(13,501)	(8,026)
<b>TOTAL STOCKHOLDERS' DEFICIT</b>	<b>(8,501)</b>	<b>(3,026)</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>\$ 18,693</b>	<b>\$ 37,385</b>

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

**NEEMA, INC.**  
**(A Development Stage Company)**  
**Consolidated Statement of Operations**

---

	For the Three Months  ended July 31, 2006 (Unaudited)	Period from January 16,2006 (Inception) Through July 31, 2006 (Unaudited)
<b>RENTAL INCOME</b>	\$ 8,897	\$ 12,596
<b>OPERATING EXPENSES</b>		
Rent	5,304	8,887
General & administrative	1,004	3,158
Supplies	2,343	8,088
Professional fees	5,361	5,361
Depreciation	360	603
Total Operating Expense	\$ 14,372	\$ 26,097
<b>LOSS FROM OPERATIONS</b>	(5,475)	(13,501)
<b>INCOME TAX EXPENSE</b>	-	-
<b>NET LOSS</b>	\$ <u>(5,475)</u>	\$ <u>(13,501)</u>
<b>NET LOSS PER SHARE, BASIC AND DILUTED</b>	\$ <u>(0.01)</u>	
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING BASIC AND DILUTED</b>	<u>1,000,000</u>	

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

**NEEMA, INC.****(A Development Stage Company)****Consolidated Statement of Cash Flows**

	For the Three Months ended July 31, 2006 (Unaudited)	Period from 16-Jan-06 (Inception) through July 31, 2006 (Unaudited)
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (5,475)	\$ (13,501)
Adjustment to reconcile net loss to cash used by operating activities:		
Depreciation	360	603
Gain/(loss) in foreign currency exchange	(4)	285
Increase (Decrease) in:		
Other Assets	47	(3,536)
Accounts Payable	2,735	2,735
Accounts Payable - related party	(688)	-
Net cash used by operating activities	(3,025)	(13,414)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of fixed assets	-	(7,587)
Net cash used in investing activities	-	(7,587)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Sale of common stock	-	5,000
Related party loan repayment	(17,680)	(17,680)
Proceeds from loans, related party	2,416	42,139
Net cash provided by (used in) investing activities	(15,264)	29,459
<b>NET INCREASE (DECREASE) IN CASH</b>	(18,289)	8,458
<b>CASH, BEGINNING OF PERIOD</b>	26,747	-
<b>CASH, END OF PERIOD</b>	<b>\$ 8,458</b>	<b>\$ 8,458</b>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

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

## **NOTE 1 – BASIS OF PRESENTATION**

The foregoing unaudited interim financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB and Regulation S-B as promulgated by the Securities and Exchange Commission. Accordingly, these financial statements do not include all of the disclosures required by generally accepted accounting principles for complete financial statements. These unaudited interim financial statements should be read in conjunction with the audited financial statements for the period ended April 30, 2006. In the opinion of management, the unaudited interim financial statements furnished herein include all adjustments, all of which are of a normal recurring nature, necessary for a fair statement of the results for the interim period presented. This interim financial information is not necessarily indicative of the results that may be expected for the year ending April 30, 2007.

The preparation of financial statements in accordance with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and the reported amounts of revenues and expenses during the reporting period. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of the Company's financial statements; accordingly, it is possible that the actual results could differ from these estimates and assumptions that could have a material effect on the reported amounts of the Company's financial position and results of operations.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. As at July 31, 2006, the Company has a working capital deficit of approximately \$19,000, and an accumulated deficit of approximately \$13,500.

## **NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### Revenue and Cost Recognition

The Company recognizes revenue from sales when there is persuasive evidence that an arrangement exists, services have been rendered, and the seller's price to the buyer is determinable. Revenue is recognized as it is earned.

**NEEMA, INC.****Condensed Notes to Consolidated Interim Financial Statements****July 31, 2006**

---

Recent Accounting Pronouncements

In March 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 156, "Accounting for Servicing of Financial Assets—an amendment of FASB Statement No. 140." This statement requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract in any of the following situations: a transfer of the servicer's financial assets that meets the requirements for sale accounting; a transfer of the servicer's financial assets to a qualifying special-purpose entity in a guaranteed mortgage securitization in which the transferor retains all of the resulting securities and classifies them as either available-for-sale securities or trading securities; or an acquisition or assumption of an obligation to service a financial asset that does not relate to financial assets of the servicer or its consolidated affiliates. The statement also requires all separately recognized servicing assets and servicing liabilities to be initially measured at fair value, if practicable and permits an entity to choose either the amortization or fair value method for subsequent measurement of each class of servicing assets and liabilities. The statement further permits, at its initial adoption, a one-time reclassification of available for sale securities to trading securities by entities with recognized servicing rights, without calling into question the treatment of other available for sale securities under Statement 115, provided that the available for sale securities are identified in some manner as offsetting the entity's exposure to changes in fair value of servicing assets or servicing liabilities that a servicer elects to subsequently measure at fair value and requires separate presentation of servicing assets and servicing liabilities subsequently measured at fair value in the statement of financial position and additional disclosures for all separately recognized servicing assets and servicing liabilities. This statement is effective for fiscal years beginning after September 15, 2006, with early adoption permitted as of the beginning of an entity's fiscal year. Management believes the adoption of this statement will have no immediate impact on the Company's financial condition or results of operations.

In February 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 155, "Accounting for Certain Hybrid Financial Instruments, an Amendment of FASB Standards No. 133 and 140" (hereinafter "SFAS No. 155"). This statement established the accounting for certain derivatives embedded in other instruments. It simplifies accounting for certain hybrid financial instruments by permitting fair value remeasurement for any hybrid instrument that contains an embedded derivative that otherwise would require bifurcation under SFAS No. 133 as well as eliminating a restriction on the passive derivative instruments that a qualifying special-purpose entity ("SPE") may hold under SFAS No. 140. This statement allows a public entity to irrevocably elect to initially and subsequently measure a hybrid instrument that would be required to be separated into a host contract and derivative in its entirety at fair value (with changes in fair value recognized in earnings) so long as that instrument is not designated as a hedging instrument pursuant to the statement. SFAS No. 140

**NEEMA, INC.****Condensed Notes to Consolidated Interim Financial Statements****July 31, 2006**

---

previously prohibited a qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. This statement is effective for fiscal years beginning after September 15, 2006, with early adoption permitted as of the beginning of an entity's fiscal year. Management believes the adoption of this statement will have no immediate impact on the Company's financial condition or results of operations.

**NOTE 3 – RELATED PARTY TRANSACTIONS**

During the three months ended July 31, 2006, the Company's officers loaned the Company \$2,416. In the same period, the Company repaid one of its officers \$17,680.

**NOTE 4 – SUBSEQUENT EVENTS**

During August 2006, the Company held an initial public offering of its shares of common stock. The offering is to sell a minimum of 1,200,000 up to 3,800,000 shares of \$0.001 par value common stock at \$0.05 per share for a period of 180 days from the date of the Company's prospectus and ending February 14, 2007.



## **ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis should be read in conjunction with the consolidated financial statements and accompanying condensed notes filed as part of this report.

For further information refer to the financial statements and notes for the year ended April 30, 2006 included in our SB-2 filed on July 25, 2006.

### **Forward-Looking Statements**

The following Management's Discussion and Analysis of Financial Condition and Results of Operations, as well as information contained elsewhere in this report, contain statements that constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. These statements include statements regarding the intent, belief or current expectations of us, our directors or our officers with respect to, among other things: anticipated financial or operating results, financial projections, business prospects, future product performance and other matters that are not historical facts. The success of our business operations is dependent on factors such as the impact of competitive products, product development, commercialization and technology difficulties, the results of financing efforts and the effectiveness of our marketing strategies, general competitive and economic conditions. Forward-looking statements are not guarantees of future performance and involve risks and uncertainties. Actual results may differ materially from those projected in the forward-looking statements as a result of various factors.

### **Results of Operations**

For the three months ended July 31, 2006.

#### **Revenues**

Our revenues come directly from the rental of our facility to practitioners with whom True Health Studio has membership agreements. Revenues are collected on a cash basis, however recognized when earnings process is complete.

#### **Rent**

True Health Studio leases premises from a Gold's Gym facility at a rate of approximately \$1,800 a month.

## **Supplies**

We incurred \$2,343 in the three months ended July 31, 2006 for the purchase of supplies needed in setting up the facility. These include office supplies such as stationery for document organization and medical supplies such as gel packs.

## **Professional Fees**

We incurred professional fees of \$5,361 representing both legal and accounting expenses.

## **Net Income (Loss)**

We incurred a loss of \$5,475 for the three months ended July 31, 2006. Many of the expenses are one time expenses related to the setting up of the premises. There is no positive correlation between the number of practitioners we engage and our expenses; therefore, we do not expect to continue in a loss position as the fiscal year progresses.

## **Liquidity and Capital Resources**

As of July 31, 2006, we had working capital deficit of \$18,736.

Since inception, we financed operations through short term related party loans. To date, we have borrowed approximately \$37,300 from our officers of which \$17,680 was repaid. Such funds have been used as working capital.

## **ITEM 3. CONTROLS AND PROCEDURES**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to this company's management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Securities and Exchange Commission Rule 13a-15(b), we carried out an evaluation, under the supervision and with the participation of the Company's management, including our Chief Executive Officer and the Company's Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the quarter covered by this report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective in ensuring that the information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

There has been no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 6. Exhibits**

- 31.1 Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act, Liang
- 31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act, Yap
- 32.1 Certifications pursuant to Section 906 of the Sarbanes-Oxley Act, Liang
- 32.2 Certifications pursuant to Section 906 of the Sarbanes-Oxley Act, Yap

## **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.

NEEMA, INC.

By: /s/ Nigel Liang

---

Nigel Liang  
Chief Executive Officer

Dated: September 14, 2006

By: /s/ Audra Yap

---

Audra Yap  
Chief Financial Officer

Dated: September 14, 2006

Certification

I, Nigel Liang, certify that:

- (1) I have reviewed this quarterly report on Form 10-QSB of Neema Inc.
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) (Not required)
  - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

NEEMA, INC.

By: /s/ Nigel Liang

---

Nigel Liang  
Chief Executive Officer  
Dated: September 14, 2006

Exhibit 31.2

Certification

I, Audra Yap, certify that:

- (1) I have reviewed this quarterly report on Form 10-QSB of Neema Inc.
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
- (4) The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) (Not required)
  - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
- (5) The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

By: /s/ Audra Yap

Audra Yap  
Chief Financial Officer

Dated: September 14, 2006

**Exhibit 32.1**

**CERTIFICATION REQUIRED BY RULE 13a-14(b) OR RULE 15d-14(b) AND  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350**

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Neema Inc., a Nevada corporation, (the “Company”) hereby certifies to such officer’s knowledge that:

1. This quarterly report on Form 10-QSB of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in this quarterly report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Nigel Liang

---

Nigel Liang  
Chief Executive Officer

Dated: September 14, 2006

**Exhibit 32.2**

**CERTIFICATION REQUIRED BY RULE 13a-14(b) OR RULE 15d-14(b) AND  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002, 18 U.S.C. SECTION 1350**

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), the undersigned officer of Neema Inc., a Nevada corporation, (the “Company”) hereby certifies to such officer’s knowledge that:

1. This quarterly report on Form 10-QSB of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in this quarterly report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Audra Yap

---

Audra Yap  
Chief Financial Officer

Dated: September 14, 2006