

ADM TRONICS UNLIMITED, INC.

Form 10-Q

November 17, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended September 30, 2016

OR

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

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

*COMMISSION FILE NO. 0-17629*

**ADM TRONICS UNLIMITED, INC.**

(Exact name of registrant as specified in its charter)

Delaware

22-1896032

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(State or Other Jurisdiction (I.R.S. Employer  
of Incorporation or organization) Identification Number)

224-S Pegasus Ave., Northvale, New Jersey 07647  
(Address of Principal Executive Offices)

Registrant's Telephone Number, including area code: (201) 767-6040

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 [X]  
NO [ ]

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 (or for such shorter period that the registrant was required to submit and post such files). YES [X] NO [ ]

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 [ ]

Accelerated filer [ ]

Non-accelerated filer [ ] (Do not check if a smaller reporting company) Smaller reporting company [X]

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

YES [ ] NO [X]

State the number of shares outstanding of each of the Issuer's classes of common equity, as of the latest practicable date:

67,008,502 shares of Common Stock, \$.0005 par value, as of November 17, 2016.

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**ADM TRONICS UNLIMITED, INC. AND SUBSIDIARY**

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**PART I. FINANCIAL INFORMATION****ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****ADM TRONICS UNLIMITED, INC. AND SUBSIDIARY****CONDENSED CONSOLIDATED BALANCE SHEETS**

	September 30, 2016 (Unaudited)	March 31, 2016 (Audited)
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$1,676,761	\$1,398,848
Accounts receivable, net of allowance for doubtful accounts of \$25,000 for each period	917,754	588,875
Inventories	350,822	216,108
Prepaid expenses and other current assets	19,169	18,419
Restricted cash	233,215	233,050
Deferred tax asset	250,000	410,000
Total current assets	3,447,721	2,865,300
Property and equipment, net of accumulated depreciation of \$20,496 and \$77,690, respectively	27,754	26,859
Inventories - long-term portion	36,547	52,657
Intangible assets, net of accumulated amortization of \$8,546 and \$155,062, respectively	12,388	13,086
Other assets	17,644	17,644
Deferred tax asset	607,000	447,000
Total other assets	701,333	557,246
Total assets	\$4,149,054	\$3,422,546
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Note payable - bank	\$86,966	\$96,966
Accounts payable	116,412	276,171
Accrued expenses and other current liabilities	248,851	331,231
Customer deposits	108,342	108,342
Due to shareholder	275,208	246,696
Total current liabilities	835,779	1,059,406

Total liabilities	835,779	1,059,406
Stockholders' equity:		
Preferred stock, \$.01 par value; 5,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, \$0.0005 par value; 150,000,000 authorized, 67,008,502 shares issued and outstanding at September 30, 2016 and March 31, 2016, respectively	33,504	33,504
Additional paid-in capital	33,195,759	33,195,759
Accumulated deficit	(29,915,988)	(30,866,123)
Total stockholders' equity	3,313,275	2,363,140
Total liabilities and stockholders' equity	\$4,149,054	\$3,422,546

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

**ADM TRONICS UNLIMITED, INC. AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF OPERATIONS****FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2016 AND 2015**

(Unaudited)

	Three months ended September 30,		Six months ended September 30,	
	2016	2015	2016	2015
Net revenues	\$ 1,380,338	\$ 1,252,881	\$ 2,757,769	\$ 2,308,809
Cost of sales	636,231	495,680	1,096,158	796,553
Gross Profit	744,107	757,201	1,661,611	1,512,256
Operating expenses:				
Research and development	17,395	30,522	37,796	55,211
Selling, general and administrative	296,762	475,186	671,369	770,411
Stock based compensation	-	598,699	-	598,699
Depreciation and amortization	1,487	709	2,939	1,306
Total operating expenses	315,644	1,105,116	712,104	1,425,627
Income (loss) from operations	428,463	(347,915 )	949,507	86,629
Other income (expense):				
Interest income	762	248	1,460	569
Interest expense	(331 )	(830 )	(843 )	(1,471 )
Total other income (expense)	431	(582 )	617	(902 )
Income (loss) before provision for income taxes	428,894	(348,497 )	950,124	85,727
Benefit for income taxes - deferred	-	857,000	-	857,000
Net income	\$ 428,894	\$ 508,503	\$ 950,124	\$ 942,727
Basic and diluted per common share:	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.01
Weighted average shares of common stock outstanding - basic	67,008,502	66,176,418	67,008,502	65,561,357
Weighted average shares of common stock outstanding - diluted	67,008,502	66,994,600	67,008,502	66,379,539



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

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**ADM TRONICS UNLIMITED, INC. AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2016 AND 2015**

(Unaudited)

	2016	2015
Cash flows from operating activities:		
Net income	\$950,124	\$942,727
Adjustments to reconcile net income to net cash provided in operating activities:		
Stock-based compensation	-	598,699
Depreciation and amortization	4,772	1,600
Deferred income tax	-	(857,000)
Increase (decrease) in cash flows as a result of changes in net assets and liabilities balances:		
Accounts receivable	(328,879 )	(184,743)
Inventories	(118,604 )	(42,427 )
Prepaid expenses and other current assets	(750 )	(5,000 )
Accounts payable	(159,759 )	(90,538 )
Accrued expenses and other current liabilities	(82,368 )	50,022
Due to shareholder	28,512	25,757
Net cash provided by operating activities	293,048	439,097
Cash flows from investing activities:		
Purchase of equipment	(4,970 )	-
Restricted cash	(165 )	(349 )
Net cash used by investing activities	(5,135 )	(349 )
Cash flows provided (used) in financing activities:		
Repayments on note payable - Bank	(10,000 )	(13,000 )
Sale of common stock	-	300,000
Net cash provided by (used) in financing activities	(10,000 )	287,000
Net increase in cash	277,913	725,748
Cash and cash equivalents - beginning of year	1,398,848	216,395
Cash and cash equivalents - end of year	\$1,676,761	\$942,143
Cash paid for:		
Interest	\$843	\$1,471

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

**ADM TRONICS UNLIMITED, INC. AND SUBSIDIARY**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)**

**SEPTEMBER 30, 2016 AND 2015**

**NOTE 1 - NATURE OF BUSINESS**

ADM Tronics Unlimited, Inc. ("we", "us", the "Company" or "ADM"), was incorporated under the laws of the state of Delaware on November 24, 1969. We are a technology-based developer and manufacturer of diversified lines of products and derive revenues from the production and sale of electronics for medical devices and other applications; environmentally safe chemical products for industrial, medical and cosmetic uses; and, research, development, regulatory and engineering services.

The accompanying condensed consolidated financial statements as of September 30, 2016 (unaudited) and March 31, 2016 and for the three and six months ended September 30, 2016 and 2015 (unaudited) have been prepared by ADM pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") including Form 10-Q and Regulation S-X. The information furnished herein reflects all adjustments (consisting of normal recurring accruals and adjustments) which are, in the opinion of management, necessary to fairly present the condensed financial position and operating results for the respective periods. Certain information and footnote disclosures normally present in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations. These condensed consolidated financial statements and the information included under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be read in conjunction with the audited consolidated financial statements and explanatory notes for the year ended March 31, 2016 as disclosed in our annual report on Form 10-K for that year. The operating results and cash flows for three and six months ended September 30, 2016 (unaudited) are not necessarily indicative of the results to be expected for the pending full year ending March 31, 2017.

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

**PRINCIPLES OF CONSOLIDATION**

The condensed consolidated financial statements include the accounts of ADM Tronics Unlimited, Inc. and its subsidiary Sonotron. All significant intercompany balances and transactions have been eliminated in consolidation.

## USE OF ESTIMATES

These unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and, accordingly, require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. Significant estimates made by management include expected economic life and value of our medical devices, reserves, deferred tax assets, valuation allowance, impairment of long lived assets, fair value of equity instruments issued to consultants for services and fair value of equity instruments issued to others, option and warrant expenses related to compensation to employees and directors, consultants and investment banks, allowance for doubtful accounts, and warranty reserves. Actual results could differ from those estimates.

## REVENUE RECOGNITION

### CHEMICAL PRODUCTS:

Revenues are recognized when products are shipped to end users. Shipments to distributors are recognized as revenue when no right of return exists.

### ELECTRONICS:

We recognize revenue from the sale of our electronic products when they are shipped to the purchaser. We offer a limited 90-day warranty on our electronics products and a limited 5-year warranty on our electronic controllers for spas and hot tubs. We have no other post shipment obligations. Based on prior experience, no amounts have been accrued for potential warranty costs and actual costs were less than \$2,000, for each of the three and six months ended September 30, 2016 and 2015. For contract manufacturing, revenues are recognized after shipment of the completed products.

### ENGINEERING SERVICES:

We provide certain engineering services, including research, development, quality control, and quality assurance services along with regulatory compliance services. We recognize revenue from engineering services as the services are provided.

## NET INCOME PER SHARE

Basic net income per share is calculated based on the weighted average number of common shares outstanding during the periods. Diluted net income per share is computed similar to basic income per share, except that the denominator

is increased to include the number of additional common shares that would have been outstanding if the potential shares had been issued and if the additional shares were dilutive.

Per share basic and diluted net income amounted to \$0.01 and \$0.01 for the three and six months ended September 30, 2016 and 2015, respectively. There were 3,000,000 and 3,600,000 common stock equivalents at September 30, 2016 and 2015, respectively.

#### RECLASSIFICATION

Certain items in the prior financial statements have been reclassified to conform to the current period presentation.

#### RECENT ACCOUNTING PRONOUNCEMENTS

Management does not believe that any recently issued, but not yet effective accounting pronouncement, if adopted, would have a material effect on the accompanying condensed consolidated financial statements.

**NOTE 3 - INVENTORIES**

Inventory at September 30, 2016 consisted of the following:

	Current	Long Term	Total
Raw materials	\$334,512	\$35,937	\$370,449
Finished Goods	16,310	610	16,920
	\$350,822	\$36,547	\$387,369

Inventory at March 31, 2016 consisted of the following:

	Current	Long Term	Total
Raw materials	\$187,333	\$51,939	\$239,272
Finished Goods	28,775	718	29,493
	\$216,108	\$52,657	\$268,765

The Company values its inventories at the first in, first out ("FIFO") method at the lower of cost or market.

**NOTE 4 – CONCENTRATIONS**

During the three-month period ended September 30, 2016, one customer accounted for 58% of our revenue.

During the three-month period ended September 30, 2015, one customer accounted for 42% of our revenue.

During the six-month period ended September 30, 2016, one customer accounted for 57% of our revenue. As of September 30, 2016, two customers represented 58% of our accounts receivable.

During the six-month period ended September 30, 2015, one customer accounted for 42% of our revenue. As of September 30, 2015, one customer represented 50% of our accounts receivable.



The Company's customer base is comprised of foreign and domestic entities with diverse demographics. Revenues from foreign customers represented \$97,866 of net revenue or 7.1% for the three months ended September 30, 2016 and \$98,411 of net revenue or 7.9% for the three months ended September 30, 2015.

Revenues from foreign customers represented \$198,398 of net revenue or 7.2% for the six months ended September 30, 2016 and \$199,638 of net revenue or 8.6% for the six months ended September 30, 2015.

As of September 30, 2016 and 2015, accounts receivable included \$4,142 and \$35,241, respectively, from foreign customers.

## NOTE 5 - SEGMENT INFORMATION

Information about segments is as follows:

	Chemical	Electronics	Engineering	Total
Three months ended September 30, 2016				
Revenue from external customers	\$363,364	\$370,450	\$646,524	\$1,380,338
Segment operating income	\$102,390	\$98,388	\$227,685	\$428,463
Six months ended September 30, 2016				
Revenue from external customers	\$654,848	\$937,073	\$1,165,848	\$2,757,769
Segment operating income	\$101,215	\$378,958	\$469,334	\$949,507
Three months ended September 30, 2015				
Revenue from external customers	\$385,072	\$202,374	\$665,435	\$1,252,881
Segment operating income (loss)	\$(141,767)	\$(62,222)	\$(143,926)	\$(347,915)
Six months ended September 30, 2015				
Revenue from external customers	\$751,016	\$377,603	\$1,180,190	\$2,308,809
Segment operating income (loss)	\$59,133	\$(46,554)	\$74,050	\$86,629
Total assets at September 30, 2016	\$985,216	\$1,409,822	\$1,754,016	\$4,149,054
Total assets at March 31, 2016	\$1,070,944	\$644,189	\$1,707,413	\$3,422,546

**NOTE 6 - OPTIONS OUTSTANDING**

On September 2, 2015, ADM granted an additional 3,000,000 stock options to employees at an exercise price of \$0.20 per option and with a term of three years. The options were valued at \$598,699 using the Black Scholes option pricing model with the following assumptions: risk free interest rate of 2.03%, volatility of 353%, estimated useful life of 3 years and dividend rate of 0%.

The following table summarizes information on all common share purchase options issued by us as of September 30, 2016 and 2015.

	2016	Weighted	2015	Weighted
	# of	Average	# of	Average
	Shares	Exercise	Shares	Exercise
		Price		Price
Outstanding, beginning of year	3,000,000	\$ 0.20	600,000	\$ 0.02
Issued	-	\$ -	3,000,000	\$ 0.20
Exercised	-	\$ -	-	\$ -
Expired	-	\$ -	-	\$ -
Outstanding, end of period	3,000,000	\$ 0.20	3,600,000	\$ 0.17
Exercisable, end of period	3,000,000	\$ 0.20	3,600,000	\$ 0.17

**NOTE 7 - COMMITMENTS AND CONTINGENCIES**

We lease our office and manufacturing facility under a non-cancelable operating lease, which expires on June 30, 2019. The Company's future minimum lease commitment at September 30, 2016 is as follows:

For the twelve-month period ended September 30,	Amount
2017	\$ 104,625
2018	78,469
	\$ 183,094

Rent and real estate tax expense for all facilities for the six months ended September 30, 2016 and 2015 was approximately \$63,000 for each period.

On August 21, 2008, the Company entered into a note payable with a commercial bank in the amount of \$200,000. This note bears interest at a rate of 2% above the interest rate for the Company's savings account at this bank. Interest rates at September 30, 2016 and 2015 were 2.15% for each year. The note is secured by cash on deposit with the institution, which is classified as restricted cash. Amounts outstanding under the note are payable on demand and interest is payable monthly.

**NOTE 8 - INCOME TAXES**

At September 30, 2016, the Company had federal and state net operating loss carry-forwards ("NOL")s of approximately \$2,566,000, which are due to expire through fiscal 2034. These NOLs may be used to offset future taxable income through their respective expiration dates and thereby reduce or eliminate our federal and state income taxes otherwise payable. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. Ultimate utilization of such NOL's and credits is dependent upon the Company's ability to generate taxable income in future periods and may be significantly curtailed if a significant change in ownership occurs.

Due to the uncertainty related to future taxable income, the Company provides a partial valuation allowance for the deferred tax benefit resulting from the NOL's and depreciation and amortization. During the six months ended September 30, 2016, the Company utilized approximately \$692,000 in net operating losses and expects to utilize \$2,100,000 before expiration. For the six months ended September 30, 2016, the \$380,000 reduction in deferred income taxes was offset by a similar reduction in the valuation allowance.

**NOTE 9 – DUE TO SHAREHOLDER**

The Company's President has been deferring his salary and bonuses periodically to assist the Company's cash flow. There are no repayment terms or interest accruing on this liability.

**NOTE 10 – SUBSEQUENT EVENTS**

We evaluated all subsequent events from the date of the condensed consolidated balance sheet through the issuance date of this report and determined that there are no events or transactions occurring during the subsequent event reporting period which require recognition or disclosure in the condensed consolidated financial statements.

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

The following discussion of our operations and financial condition should be read in conjunction with the condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q.

### **FORWARD-LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the "safe harbor" provisions under section 21E of the Securities and Exchange Act of 1934 and the Private Securities Litigation Act of 1995. We use forward-looking statements in our description of our plans and objectives for future operations and assumptions underlying these plans and objectives. Forward-looking terminology includes the words "may", "expects", "believes", "anticipates", "intends", "forecasts", "projects", or similar terms, variations of such terms or the negative of such terms. These forward-looking statements are based on management's current expectations and are subject to factors and uncertainties which could cause actual results to differ materially from those described in such forward-looking statements. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this Form 10-Q to reflect any change in our expectations or any changes in events, conditions or circumstances on which any forward-looking statement is based. Factors which could cause such results to differ materially from those described in the forward-looking statements include those set forth under "Item. 1 Description of Business – Risk Factors" and elsewhere in or incorporated by reference into our Annual Report on Form 10-K for the year ended March 31, 2016.

### **CRITICAL ACCOUNTING POLICIES**

#### **REVENUE RECOGNITION**

We recognize revenue from engineering services on a project or monthly basis and contract manufacturing revenues are recognized after shipment of completed products. For the sale of our electronic products, revenues are recognized when they are shipped to the purchaser. Shipping and handling charges and costs are de minimis. We offer a limited 90-day warranty on our electronics products and a limited 5-year warranty on our electronic controllers for spas and hot tubs. Historically, the amount of warranty revenue included in the sales of our electronic products have been de minimis. We have no other post shipment obligations and sales returns have been de minimis.

Revenues from sales of chemical products are recognized when products are shipped to end users. Shipments to distributors are recognized as sales where no right of return exists.

## **USE OF ESTIMATES**

Our discussion and analysis of our financial condition and results of operations is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to reserves, deferred tax assets and valuation allowance, impairment of long-lived assets, fair value of equity instruments issued to consultants for services and fair value of equity instruments issued to others. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions; however, we believe that our estimates, including those for the above described items, are reasonable.

## **BUSINESS OVERVIEW**

The Company is a technology-based developer and manufacturer of diversified lines of products and derives revenue from the production and sale of electronics for medical devices and other applications; environmentally safe chemical products for industrial, medical and cosmetic uses; and, research, development, regulatory and engineering services.

The Company is a corporation that was organized under the laws of the State of Delaware on November 24, 1969. Our operations are conducted through ADM Tronics Unlimited, Inc. ("ADM") and its subsidiary Sonotron Medical Systems, Inc. ("SMI").

**RESULTS OF OPERATIONS FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30 2016 AS COMPARED TO SEPTEMBER 30, 2015**

**For the Three Months Ended September 30, 2016**

	<b>Chemical</b>	<b>Electronics</b>	<b>Engineering</b>	<b>Total</b>
Revenue	\$ 363,364	\$ 370,450	\$ 646,524	\$ 1,380,338
Cost of Sales	175,777	193,184	267,269	636,231
Gross Profit	187,587	177,266	379,255	744,107
Gross Profit Percentage	52%	48%	59%	54%
Operating Expenses	85,197	78,882	151,565	315,644
Operating Income (Loss)	102,390	98,384	227,689	428,463
Other income (expenses)	108	133	190	431
Income (loss) before benefit from income taxes	\$ 102,498	\$ 98,517	\$ 227,879	\$ 428,894

**For the Three Months Ended September 30, 2015**

	<b>Chemical</b>	<b>Electronics</b>	<b>Engineering</b>	<b>Total</b>
Revenue	\$ 385,072	\$ 202,374	\$ 665,435	\$ 1,252,881
Cost of Sales	174,205	84,650	236,825	495,680
Gross Profit	210,867	117,724	428,610	757,201
Gross Profit Percentage	55%	58%	64%	60%
Operating Expenses	352,634	179,946	572,536	1,105,116
Operating Income (Loss)	(141,767)	(62,222 )	(143,926 )	(347,915 )
Other income (expenses)	(140 )	(94 )	(348 )	(582 )
Income (loss) before benefit from income taxes	\$ (141,907)	\$ (62,316 )	\$ (144,274 )	\$ (348,497 )

**Variance**

	<b>Chemical</b>	<b>Electronics</b>	<b>Engineering</b>	<b>Total</b>
Revenue	\$(21,708 )	\$ 168,076	\$ (18,911 )	\$ 127,457
Cost of Sales	1,572	108,534	30,444	140,551
Gross Profit	(23,280 )	59,542	(49,355 )	(13,094 )
Gross Profit Percentage	-3%	-10%	-6%	-7%
Operating Expenses	(267,437)	(101,064 )	(420,971 )	(789,472 )
Operating Income (Loss)	244,157	160,606	371,615	776,378
Other income (expenses)	248	227	538	1,013
Income (loss) before benefit from income taxes	\$ 244,405	\$ 160,833	\$ 372,153	\$ 777,391

**For the Six Months Ended September 30, 2016**

	<b>Chemical</b>	<b>Electronics</b>	<b>Engineering</b>	<b>Total</b>
Revenue	\$654,848	\$937,073	\$1,165,848	\$2,757,769
Cost of Sales	384,540	316,146	395,471	1,096,158
Gross Profit	270,308	620,927	770,377	1,661,611
Gross Profit Percentage	41%	66%	66%	60.3%
Operating Expenses	169,093	241,969	301,042	712,104
Operating Income (Loss)	101,215	378,958	469,334	949,507
Other income (expenses)	147	210	260	617
Income (loss) before benefit from income taxes	\$101,362	\$379,168	\$469,594	\$950,124

**For the Six Months Ended September 30, 2015**

	<b>Chemical</b>	<b>Electronics</b>	<b>Engineering</b>	<b>Total</b>
Revenue	\$751,016	\$377,603	\$1,180,190	\$2,308,809
Cost of Sales	228,154	191,000	377,399	796,553
Gross Profit	522,862	186,603	802,791	1,512,256
Gross Profit Percentage	70%	49%	68%	66%
Operating Expenses	463,729	233,157	728,741	1,425,627
Operating Income (Loss)	59,133	(46,554 )	74,050	86,629
Other income (expenses)	(294 )	(148 )	(460 )	(902 )
Income (loss) before benefit from income taxes	\$58,839	\$(46,702 )	\$73,590	\$85,727

**Variance**

	<b>Chemical</b>	<b>Electronics</b>	<b>Engineering</b>	<b>Total</b>
Revenue	\$(96,168 )	\$559,470	\$(14,342 )	\$448,960
Cost of Sales	156,386	125,146	18,072	299,605
Gross Profit	(252,554)	434,324	(32,414 )	149,355
Gross Profit Percentage	-28%	17%	-2%	-5%
Operating Expenses	(294,636)	8,812	(427,699 )	(713,523 )
Operating Income (Loss)	42,082	425,512	395,284	862,878
Other income (expenses)	441	358	720	1,519
Income (loss) before benefit from income taxes	\$42,523	\$425,870	\$396,004	\$864,397



Revenues for the three months ended September 30, 2016 increased by \$127,457, or 10% due to an increase in electronics revenue of \$168,076 offset by decreases in engineering revenue of \$18,911 and a decrease in sales in our chemical division of \$21,708. The increase in the electronics division is primarily the result of increased sales volume from one customer. The decrease in the chemical division is primarily the result of decreased sales volume from one customer.

Revenues for the six months ended September 30, 2016 increased by \$448,960, or 19% due to an increase in electronics revenue of \$559,470 offset by decreases in engineering revenue of \$14,342 and a decrease in sales in our chemical division of \$96,168. The increase in the electronics division is primarily the result of increased sales volume from one customer. The decrease in the chemical division is primarily the result of decreased sales volume from one customer.

Gross profit for the three months ended September 30, 2016 decreased by \$13,094. Gross profit for the six months ended September 30, 2016 increased \$149,355. The increase in gross profit in the electronics segments for the three and six months ended September 30, 2016 resulted from changes in the mix of products sold, as well as increased sales volume. The decrease in gross profit in the chemical segment resulted from lower sales for the quarter.

We are highly dependent upon certain customers. During the three months ended September 30, 2016 one customer accounted for 58% of our revenue. During the six months ended September 30, 2016, one customer accounted for 57% of our revenue. During the three and six months ended September 30, 2015, one customer accounted for 42% of our revenue. The complete loss of or significant reduction in business from, or a material adverse change in the financial condition of any of our customers could cause a material and adverse change in our revenues and operating results.

Income from operations for the three months ended September 30, 2016 increased by \$776,378 due mostly from the reduction of stock based compensation of \$598,699 that was recorded for the three months ended September 30, 2015. Selling, general, and administrative expenses decreased by \$178,424 or 38%, from \$475,186 to \$296,762 mainly due to decreases of \$193,002 in royalties and commissions and \$10,762 in insurances offset by an increase in engineering and regulatory of \$18,788.

Income from operations for the six months ended September 30, 2016 increased by \$862,878 due mostly from the reduction of stock based compensation of \$598,699 that was recorded for the six months ended September 30, 2015. Selling, general, and administrative expenses decreased by \$99,042 or 13%, from \$770,411 to \$671,369 mainly due to decreases of \$228,800 in royalties and commissions and \$7,022 in insurances offset by an increase in engineering and regulatory of \$68,827.

Interest income increased \$514 and \$891 for the three and six months ended September 30, 2016, respectively. The increase is due to increased funds invested in a money market account.

The foregoing resulted in net income for the three and six months ended September 30, 2016 of \$428,894 and \$950,124, respectively. Earnings per share were \$0.01 per share for both the three months and six months ended September 30, 2016.

## **LIQUIDITY AND CAPITAL RESOURCES**

At September 30, 2016, we had cash and cash equivalents of \$1,676,761 as compared to \$1,398,848 at March 31, 2016. The \$277,913 increase was primarily the result of cash provided in operations during the six-month period in the amount of \$293,048 offset by cash used in financing activities in the amount of \$10,000 and cash used in investing activities of \$5,135. Our cash will continue to be used for increased marketing costs, and the related administrative expenses in an attempt to increase our revenue. We expect to have enough cash to fund operations for the next twelve months. Our note payable of \$86,966 at September 30, 2016, is secured and collateralized by restricted cash of \$233,215. This note bears an interest rate of 2% above the rate of the savings account. The interest rate on this note at September 30, 2016 was 2.15% and is payable upon demand.

### **Future Sources of Liquidity:**

We expect that growth in profitable revenues and continued focus on new customers will enable us to continue to generate cash flows from operating activities during fiscal 2016.

If we do not generate sufficient cash from operations, face unanticipated cash needs or do not otherwise have sufficient cash, we may need to consider the sale of certain intellectual property which does not support the Company's operations. In addition, we have the ability to reduce certain expenses depending on the level of business operation.

Based on current expectations, we believe that our existing cash of \$1,676,761 as of September 30, 2016 and other potential sources of cash will be sufficient to meet our cash requirements. Our ability to meet these requirements will depend on our ability to generate cash in the future, which is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

## **OPERATING ACTIVITIES**

Net cash provided by operating activities was \$293,048 for the six months ended September 30, 2016, as compared to net cash provided by operating activities of \$439,097 for the six months ended September 30, 2015. The cash provided during the six months ended September 30, 2016 was primarily due to net income of \$950,124 offset by increases net operating assets of \$661,848.

## **INVESTING ACTIVITIES**

Cash was used in investing activities in the amount of \$5,135 consisting of deposits in the restricted cash account in the amount of \$165 and the purchase of equipment of \$4,970.

## **FINANCING ACTIVITIES**

For the six months ended September 30, 2016 net cash used in in financing activities was \$10,000. Cash was used for repayments on a note from a commercial bank to facilitate our acquisition of Action Industries Unlimited, Inc. (AIU).

Net cash provided by financing activities for the six months ended September 30, 2015 was \$287,000. For the six months ended September 30, 2015, \$13,000 was used for repayments on a note from a commercial bank to facilitate our acquisition of Action Industries Unlimited, Inc. (AIU) and \$300,000 was provided by the sale of the Company's common stock.

## **OFF BALANCE SHEET ARRANGEMENTS**

We have no off-balance sheet arrangements that have had 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.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

#### **Concentration of Credit Risk**

Financial instruments that potentially subject us to significant concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivable and our investment in ITI. We have no control over the market value of our investment in ITI.

We maintain cash and cash equivalents with FDIC insured financial institutions.

Our sales are materially dependent on a small group of customers, as noted in Note 4 of our condensed consolidated financial statements. We monitor our credit risk associated with our receivables on a routine basis. We also maintain credit controls for evaluating and granting customer credit.

## ITEM 4. CONTROLS AND PROCEDURES

### EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

The Company's management, including the Company's principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the "Exchange Act"). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were not effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the "SEC") (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. During the quarterly period ended September 30, 2016, there were no changes in the Company's internal control over financial reporting which materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

The determination that our disclosure controls and procedures were not effective as of September 30, 2016 are a result of:

a. *Deficiencies in Internal Control Structure Environment.* During the current year, the Company's focus was on expanding their customer base to initiate revenue production.

b. *Inadequate staffing and supervision within the accounting operations of our company.* The relatively small number of employees who are responsible for accounting functions prevents the Company from segregating duties within its internal control system. The inadequate segregation of duties is a weakness because it could lead to the untimely identification and resolution of accounting and disclosure matters or could lead to a failure to perform timely and effective reviews. The Company's plan is to expand its accounting operations as the business of the Company expands.

The Company believes that the financial statements fairly present, in all material respects, the Company's condensed consolidated balance sheets as of September 30, 2016 and March 31, 2016 and the related condensed consolidated statements of operations, and cash flows for the three and six months ended September 30, 2016 and 2015, in conformity with generally accepted accounting principles, notwithstanding the material weaknesses we identified.

**CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING**

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS.**

NONE

**ITEM 1A. RISK FACTORS**

There have been no material changes to the risk factors contained in our Annual Report on Form 10-K for the year ended March 31, 2016.

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

None

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None

**ITEM 4. MINE SAFETY DISCLOSURES**

None

**ITEM 5. OTHER INFORMATION**

None

**ITEM 6. EXHIBITS.**

(a) Exhibit No.

31.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS\*\* XBRL Instance

101.SCH\*\* XBRL Taxonomy Extension Schema

101.CAL\*\* XBRL Taxonomy Extension Calculation

101.DEF\*\* XBRL Taxonomy Extension Definition

101.LAB\*\* XBRL Taxonomy Extension Labels

101.PRE\*\* XBRL Taxonomy Extension Presentation

\*\* XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**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.

**ADM TRONICS UNLIMITED, INC.**  
(Registrant)

By: /s/ Andre' DiMino  
Andre' DiMino, Chief Executive  
Officer and Chief Financial Officer

Dated: Northvale, New Jersey  
November 17, 2016