

ADM TRONICS UNLIMITED, INC.

Form 10-Q

August 21, 2017

**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 June 30, 2017

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," "smaller reporting company" and "emerging growth 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]

Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

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:

67,588,492 shares of Common Stock, \$.0005 par value, as of August 21, 2017.

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December

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

INDEX

|   | Page<br>Number |
|---|----------------|
| Part I - Financial Information  |                |
| Item 1. Condensed Consolidated Financial Statements:  |                |
| Condensed Consolidated Balance Sheets – June 30, 2017 (unaudited) and March 31, 2017 (audited)                | 3              |
| Condensed Consolidated Statements of Operations for the three months ended June 30, 2017 and 2016 (unaudited) | 4              |
| Condensed Consolidated Statements of Cash Flows for the three months ended June 30, 2017 and 2016 (unaudited) | 5              |
| Notes to Condensed Consolidated Financial Statements (unaudited)  | 6              |
| Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations                 | 10             |
| Item 3. Quantitative and Qualitative Disclosures about Market Risk  | 13             |
| Item 4. Controls and Procedures   | 14             |
| Part II - Other Information   |                |
| Item 1. Legal Proceedings   | 14             |
| Item 1A. Risk Factors   | 15             |
| Item 2. Unregistered Sales of Equity Securities and Use of Proceeds   | 15             |
| Item 3. Defaults Upon Senior Securities   | 15             |

|                                 |    |
|---------------------------------|----|
| Item 4. Mine Safety Disclosures | 15 |
| Item 5. Other Information       | 15 |
| Item 6. Exhibits                | 15 |

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

|  | June 30,<br>2017<br>(Unaudited) | March 31,<br>2017<br>(Audited) |
|--|---------------------------------|--------------------------------|
| <b>ASSETS</b>  |                                 |                                |
| Current assets:  |                                 |                                |
| Cash and cash equivalents  | \$1,750,323                     | \$1,982,276                    |
| Accounts receivable, net of allowance for doubtful accounts of \$25,000                        | 1,028,234                       | 862,619                        |
| Inventories  | 486,649                         | 369,796                        |
| Prepaid expenses and other current assets  | 18,505                          | 35,752                         |
| Total current assets   | 3,283,711                       | 3,250,443                      |
| Property and equipment, net of accumulated depreciation of \$43,436 and \$32,562, respectively | 160,124                         | 170,998                        |
| Inventories - long-term portion  | 20,331                          | 56,611                         |
| Intangible assets, net of accumulated amortization of \$9,593 and \$9,244, respectively        | 11,341                          | 11,690                         |
| Other assets   | 92,644                          | 104,907                        |
| Deferred tax asset   | 851,000                         | 926,000                        |
| Total other assets   | 1,135,440                       | 1,270,206                      |
| Total assets   | \$4,419,151                     | \$4,520,649                    |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                                 |                                |
| Current liabilities:   |                                 |                                |
| Capital lease payable  | \$31,196                        | \$30,895                       |
| Accounts payable   | 175,183                         | 269,007                        |
| Accrued expenses and other current liabilities   | 141,770                         | 148,731                        |
| Customer deposits  | 125,142                         | 125,142                        |
| Due to stockholder   | 107,699                         | 195,562                        |
| Total current liabilities  | 580,990                         | 769,337                        |
| Long-term liabilities  |                                 |                                |
| Capital lease payable, net of current portion  | 78,778                          | 83,812                         |

|   |              |              |
|---|--------------|--------------|
| Total liabilities   | 659,768      | 853,149      |
| 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 shares authorized, 67,588,492 shares issued and outstanding | 33,794       | 33,794       |
| Additional paid-in capital  | 33,294,069   | 33,294,069   |
| Accumulated deficit   | (29,568,480) | (29,660,363) |
| Total stockholders' equity  | 3,759,383    | 3,667,500    |
| Total liabilities and stockholders' equity  | \$4,419,151  | \$4,520,649  |

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

**ADM TRONICS UNLIMITED, INC. AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**FOR THE THREE MONTHS ENDED JUNE 30, 2017 AND 2016**

(Unaudited)

|   | 2017        | 2016        |
|---|-------------|-------------|
| Net revenues  | \$1,146,355 | \$1,377,431 |
| Cost of sales   | 456,545     | 508,324     |
| Gross Profit  | 689,810     | 869,107     |
| Operating expenses:   |             |             |
| Research and development                                      | 149,957     | 20,401      |
| Selling, general and administrative                           | 364,371     | 326,210     |
| Depreciation and amortization                                 | 7,491       | 1,452       |
| Total operating expenses                                      | 521,819     | 348,063     |
| Income from operations  | 167,991     | 521,044     |
| Other income (expense):                                       |             |             |
| Interest income   | 1,620       | 698         |
| Interest expense  | (728)       | (512)       |
| Total other income (expense)                                  | 892         | 186         |
| Income before provision for income taxes                      | 168,883     | 521,230     |
| Provision for income taxes:                                   |             |             |
| Current   | 2,000       | -           |
| Deferred  | 75,000      | -           |
| Total provision for income taxes                              | 77,000      | -           |
| Net income  | \$91,883    | \$521,230   |
| Basic and diluted earnings per common share:                  | \$0.00      | \$0.01      |
| Weighted average shares of common stock outstanding - basic   | 67,588,492  | 67,008,502  |
| Weighted average shares of common stock outstanding - diluted | 67,588,492  | 67,008,502  |



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

4

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**ADM TRONICS UNLIMITED, INC. AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE THREE MONTHS ENDED JUNE 30, 2017 AND 2016**

(Unaudited)

|   | 2017        | 2016        |
|---|-------------|-------------|
| Cash flows from operating activities:   |             |             |
| Net income  | \$91,883    | \$521,230   |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |             |             |
| Depreciation and amortization   | 11,223      | 2,410       |
| Deferred taxes  | 75,000      | -           |
| Changes in operating assets and liabilities balances:                                       |             |             |
| Accounts receivable   | (165,615 )  | (95,760 )   |
| Inventories   | (80,573 )   | (80,712 )   |
| Prepaid expenses and other current assets   | 29,511      | (9,717 )    |
| Accounts payable  | (93,824 )   | (78,699 )   |
| Accrued expenses and other current liabilities  | (6,962 )    | 64,418      |
| Due to shareholder  | (87,863 )   | 14,256      |
| Net cash provided by (used in) operating activities   | (227,220 )  | 337,426     |
| Cash flows from investing activities:   |             |             |
| Purchase of equipment   | -           | (4,970 )    |
| Restricted cash   | -           | (87 )       |
| Net cash provided by (used in) investing activities   | -           | (5,057 )    |
| Cash flows (used) in financing activities:  |             |             |
| Repayments on notes payable   | -           | (6,000 )    |
| Repayments on capital lease payable   | (4,733 )    | -           |
| Net cash (used in) financing activities   | (4,733 )    | (6,000 )    |
| Net (decrease) increase in cash and cash equivalents  | (231,953 )  | 326,369     |
| Cash and cash equivalents - beginning of period   | 1,982,276   | 1,398,848   |
| Cash and cash equivalents - end of period   | \$1,750,323 | \$1,725,217 |
| Cash paid for:  |             |             |
| Interest  | \$728       | \$512       |

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)**

**JUNE 30, 2017 AND MARCH 31, 2017**

**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 unaudited condensed consolidated financial statements have been prepared by ADM pursuant to generally accepted accounting principles in the United States and 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, 2017 as disclosed in our annual report on Form 10-K for that year. The operating results and cash flows for three months ended June 30, 2017 (unaudited) are not necessarily indicative of the results to be expected for the pending full year ending March 31, 2018.

**NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES**

**PRINCIPLES OF CONSOLIDATION**

The condensed consolidated financial statements include the accounts of ADM Tronics Unlimited, Inc. and its wholly owned 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 months ended June 30, 2017 and 2016. 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.

#### EARNINGS PER SHARE

Basic earnings per share is calculated based on the weighted average number of common shares outstanding during the periods. Diluted earnings per share is computed similar to basic earnings 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 earnings amounted to \$0.00 and \$0.01 for the three months ended June 30, 2017 and 2016, respectively. There were 3,000,000 and 3,600,000 common stock equivalents at June 30, 2017 and 2016, respectively.

#### RECLASSIFICATION

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

## RECENT ACCOUNTING PRONOUNCEMENTS

Management is still evaluating the impact of recently issued, but not yet effective accounting pronouncements, if adopted. The effects of the standards on the Company's consolidated financial statements are not known at this time.

**NOTE 3 - INVENTORIES**

Inventories at June 30, 2017 consisted of the following:

|                | Current   | Long<br>Term | Total     |
|----------------|-----------|--------------|-----------|
| Raw materials  | \$479,875 | \$20,331     | \$500,206 |
| Finished goods | 6,774     | -            | 6,774     |
|                | \$486,649 | \$20,331     | \$506,980 |

Inventories at March 31, 2017 consisted of the following:

|                | Current   | Long<br>Term | Total     |
|----------------|-----------|--------------|-----------|
| Raw materials  | \$338,443 | \$56,611     | \$395,054 |
| Finished goods | 31,353    | -            | 31,353    |
|                | \$369,796 | \$56,611     | \$426,407 |

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 June 30, 2017, two customers accounted for 60% of our net revenue.

During the three-month period ended June 30, 2016, one customer accounted for 57% of our net revenue.

As of June 30, 2017, one customer represented 78% of our accounts receivable.

As of March 31, 2017, one customer represented 83% of our accounts receivable.

The Company's customer base is comprised of foreign and domestic entities with diverse demographics. Revenues from foreign customers represented \$68,381 of net revenue or 6.0% for the three months ended June 30, 2017 and \$88,849 of net revenue or 6.4% for the three months ended June 30, 2016.

As of June 30, 2017, and March 31, 2017, accounts receivable included \$1,690 and \$48,213, respectively, from foreign customers.

**NOTE 5 - SEGMENT INFORMATION**

Information about segments is as follows:

|                                  | Chemical    | Electronics | Engineering | Total       |
|----------------------------------|-------------|-------------|-------------|-------------|
| Three months ended June 30, 2017 |             |             |             |             |
| Revenue from external customers  | \$308,355   | \$493,592   | \$344,408   | \$1,146,355 |
| Segment operating income         | \$65,446    | \$42,646    | \$59,899    | \$167,991   |
| Three months ended June 30, 2016 |             |             |             |             |
| Revenue from external customers  | \$291,484   | \$566,623   | \$519,324   | \$1,377,431 |
| Segment operating income         | \$(1,009)   | \$280,107   | \$241,946   | \$521,044   |
| Total assets at June 30, 2017    | \$1,188,698 | \$1,902,775 | \$1,327,678 | \$4,419,151 |



Total assets at March 31, 2017      \$1,110,111   \$1,553,484   \$1,857,054   \$4,520,649

**NOTE 6 - OPTIONS OUTSTANDING**

On September 2, 2015, ADM granted 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 for the periods ended June 30, 2017 and March 31, 2017.

|                                  | June 30, 2017 |                                 | March 31, 2017 |                                 |
|----------------------------------|---------------|---------------------------------|----------------|---------------------------------|
|                                  | # of Shares   | Weighted Average Exercise Price | # of Shares    | Weighted Average Exercise Price |
| Outstanding, beginning of period | 3,000,000     | \$ 0.20                         | 3,000,000      | \$ 0.20                         |
| Issued                           | -             | \$ -                            | -              | \$ -                            |
| Exercised                        | -             | \$ -                            | -              | \$ -                            |
| Expired                          | -             | \$ -                            | -              | \$ -                            |
| Outstanding, end of period       | 3,000,000     | \$ 0.20                         | 3,000,000      | \$ 0.20                         |
| Exercisable, end of period       | 3,000,000     | \$ 0.20                         | 3,000,000      | \$ 0.20                         |

**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 June 30, 2017 is as follows:

For the twelve  
months ended  
June 30,

Period Per year  
2018 \$104,625

\$104,625

Rent and real estate tax expense for all facilities for the three months ended June 30, 2017 and 2016 was approximately \$32,000 for each period.

On December 2, 2016, the Company entered into a capital lease agreement with a commercial bank in the amount of \$85,680, including \$6,930 in deferred interest, for the purchase of certain property and equipment. The lease has a term of forty-eight (48) months and is payable in forty-eight equal installments of \$1,785. The balance of this obligation as of June 30, 2017, was \$67,266.

On December 2, 2016, the Company entered into a capital lease agreement with a commercial bank in the amount of \$54,710, including \$4,710 in deferred interest, for the purchase of certain property and equipment. The lease has a term of forty-eight (48) months and is payable in forty-eight equal installments of \$1,139. The balance of this obligation as of June 30, 2017, was \$42,708.

#### **NOTE 8 - INCOME TAXES**

At June 30, 2017, the Company had federal and state net operating loss carry-forwards ("NOL")'s of approximately \$2,101,000, 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.

The Company provides a partial valuation allowance for the deferred tax asset resulting from the uncertainty that the stock-based compensation will be deductible. During the three months ended June 30, 2017, the Company utilized approximately \$187,000 in net operating losses and expects to utilize the entire \$2,101,000 before expiration.

The effective rates were approximately 41% and (6%) for the three months ended June 30, 2017 and 2016, respectively. The 2016 tax rates were favorably impacted relative to the statutory rate by a decrease in the valuation allowance related to the estimated net operating loss carry-forward utilization.

#### **NOTE 9 – DUE TO STOCKHOLDER**

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 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, 2017.

## **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 MONTHS ENDED JUNE 30, 2017 AS COMPARED TO JUNE 30, 2016

### For the three months ended June 30, 2017

|                         | <b>Chemical</b> | <b>Electronics</b> | <b>Engineering</b> | <b>Total</b> |
|-------------------------|-----------------|--------------------|--------------------|--------------|
| Revenue                 | \$ 308,355      | \$ 493,592         | \$ 344,408         | \$ 1,146,355 |
| Cost of Sales           | 107,995         | 214,723            | 133,827            | 456,545      |
| Gross Profit            | 200,360         | 278,869            | 210,581            | 689,810      |
| Gross Profit Percentage | 65 %            | 56 %               | 61 %               | 60 %         |

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|  |           |           |           |            |
|--|-----------|-----------|-----------|------------|
| Operating Expenses                       | 134,914   | 236,223   | 150,682   | 521,819    |
| Operating Income (Loss)                  | 65,446    | 42,646    | 59,899    | 167,991    |
| Other income (expenses)                  | 240       | 384       | 268       | 892        |
| Income before provision for income taxes | \$ 65,686 | \$ 43,030 | \$ 60,167 | \$ 168,883 |

**For the three months ended June 30, 2016**

|  | <b>Chemical</b> | <b>Electronics</b> | <b>Engineering</b> | <b>Total</b> |
|--|-----------------|--------------------|--------------------|--------------|
| Revenue  | \$ 291,484      | \$ 566,623         | \$ 519,324         | \$ 1,377,431 |
| Cost of Sales                                  | 208,596         | 123,427            | 176,301            | 508,324      |
| Gross Profit                                   | 82,888          | 443,196            | 343,023            | 869,107      |
| Gross Profit Percentage                        | 28 %            | 78 %               | 66 %               | 63 %         |
| Operating Expenses                             | 83,897          | 163,089            | 101,077            | 348,063      |
| Operating Income (Loss)                        | (1,009 )        | 280,107            | 241,946            | 521,044      |
| Other income (expenses)                        | 39              | 77                 | 70                 | 186          |
| Income (loss) before benefit from income taxes | \$(970 )        | \$ 280,184         | \$ 242,016         | \$ 521,230   |

**Variance**

|  | <b>Chemical</b> | <b>Electronics</b> | <b>Engineering</b> | <b>Total</b> |
|--|-----------------|--------------------|--------------------|--------------|
| Revenue  | \$ 16,871       | \$(73,031 )        | \$(174,916 )       | \$(231,076)  |
| Cost of Sales                                  | (100,601)       | 91,296             | (42,474 )          | (51,779 )    |
| Gross Profit                                   | 117,472         | (164,327 )         | (132,442 )         | (179,297)    |
| Gross Profit Percentage                        | 37 %            | -22 %              | -5 %               | -3 %         |
| Operating Expenses                             | 51,017          | 73,134             | 49,605             | 173,756      |
| Operating Income (Loss)                        | 66,455          | (237,461 )         | (182,047 )         | (353,053)    |
| Other income (expenses)                        | 201             | 307                | 198                | 706          |
| Income (loss) before benefit from income taxes | \$ 66,656       | \$(237,154 )       | \$(181,849 )       | \$(352,347)  |

Revenues for the three months ended June 30, 2017 decreased by \$231,076 or 17% due to decreases in electronics revenue of \$73,031 and engineering of \$174,916, partially offset by an increase in sales in our chemical division of \$16,871. The decrease in the engineering division is primarily the result of decreased sales volume from one customer. The decrease in the electronics division is primarily the result of decreased sales volume.

Gross profit for the three months ended June 30, 2017 decreased by \$179,297. The decrease in gross profit resulted from lower sales for the quarter.

We are highly dependent upon certain customers. During the three months ended June 30, 2017 two customers accounted for 60% of our revenue. During the three months ended June 30, 2016, one customer accounted for 57% 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 June 30, 2017 decreased by \$335,053 due mostly from reduced sales of \$231,076, coupled with increases in research and development expenses of \$129,556 and selling, general and administrative expenses of \$38,161. Selling, general, and administrative expenses increased by \$38,161 or 12%, from \$326,210 to \$364,371, mainly due to an increase of \$17,686 in advertising and promotion and a \$24,220 increase in consulting fees.

Interest income increased \$922 for the three months ended June 30, 2017. The increase is due to increased funds invested in a money market account.

The foregoing resulted in net income for the three months ended June 30, 2017 of \$91,883. Earnings per share were \$0.00 and \$0.01 per share for the three months ended June 30, 2017 and 2016, respectively.

## **LIQUIDITY AND CAPITAL RESOURCES**

At June 30, 2017, we had cash and cash equivalents of \$1,750,323 as compared to \$1,982,276 at March 31, 2017. The \$231,953 decrease was primarily the result of cash used in operations during the three-month period in the amount of \$227,220, coupled by cash used in financing activities of \$4,733. Our cash will continue to be used for increased marketing costs, and the related administrative expenses all in an attempt to increase our revenue, as well as increased expenditures for our internal R&D. We expect to have enough cash to fund operations for the next twelve months.

### **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 2017.

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 \$1,750,323 as of June 30, 2017, 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 used in operating activities was \$227,220 for the three months ended June 30, 2017, as compared to net cash provided by operating activities of \$337,426 for the three months ended June 30, 2016. The cash used during the three months ended June 30, 2017 was primarily due to net income of \$91,883 plus depreciation and amortization of \$11,224 coupled with a decrease in net operating liabilities of \$188,649, partially offset by a decrease in net operating assets of \$228,940.

In addition, we have increased our internal R&D expenditures as we are now devoting more of our engineering resources to advance our own proprietary medical device technologies.

## **INVESTING ACTIVITIES**

No cash was provided for or used in investing activities for the three months ended June 30, 2017.

## **FINANCING ACTIVITIES**

For the three months ended June 30, 2017, net cash used in financing activities was \$4,733. Cash was used for repayments on capital lease obligations.

## **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.

Cash and cash equivalents – For financial statement purposes, the Company considers as cash equivalents all highly liquid investments with an original maturity of three months or less at inception. The Company deposits cash and cash equivalents with high credit quality financial institutions and believes that any amounts in excess of insurance limitations to be at minimal risk. Cash and cash equivalents held at these accounts are current insured by the Federal Deposit Insurance Corporation (“FDIC”) up to a maximum of \$250,000. At June 30, 2017, approximately \$1,660,000 exceeded the FDIC limit.

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 June 30, 2017, 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 June 30, 2017, is 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 present fairly, in all material respects, the Company's condensed consolidated balance sheets as of June 30, 2017, and March 31, 2017 and the related condensed consolidated statements of operations, and cash flows for the three months ended June 30, 2017 and 2016, 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, 2017.

**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)