

ADM TRONICS UNLIMITED INC/DE
Form 10QSB
February 22, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark One)

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

For the quarterly period ended December 31, 2004

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
(State or Other Jurisdiction of Incorporation or organization)	(I.R.S. Employer Identifi- cation Number)

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

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

Check whether the Issuer (1) has 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 the filing requirements for the past 90 days:

YES X NO _____

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

53,882,037 shares of Common Stock, \$.0005 par value,
as of February 4, 2005

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ADM TRONICS UNLIMITED, INC.

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ADM TRONICS UNLIMITED, INC.
CONSOLIDATED BALANCE SHEETS

	(UNAUDITED)	
	DECEMBER	MARCH
	31, 2004	31, 2004
ASSETS		

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Current assets:		
Cash and equivalents	\$2,032,406	\$ 90,081
Accounts receivable--trade, less allowance for doubtful accounts of \$29,000	174,681	118,433
Inventories:		
Raw materials and supplies	106,502	159,497
Finished goods	111,379	63,438
Equipment held for sale	230,621	388,715
Other current assets	317,288	32,993
Total current assets	2,972,877	853,157
Property and equipment at cost, net of accumulated depreciation of \$458,764 and \$268,353, respectively	32,001	8,887
Equipment in use and under lease agreements, net of accumulated depreciation of \$726,598 and \$758,330, respectively	84,700	179,895
Loan receivable from officer, bearing interest at 3% per annum, unsecured	49,188	49,188
Other assets	526,055	56,433
Total assets	3,664,821	1,147,560
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable-trade	85,554	159,798
Accrued expenses and other	135,726	51,340
Total current liabilities	221,280	211,138
Long-term liabilities		
Note payable	135,000	135,000
Convertible 6% Notes	3,637,500	-
Total long-term liabilities	3,772,500	135,000
Total liabilities	3,993,780	346,138
Stockholders' equity	(328,959)	801,422
Total liabilities and stockholders' equity	\$3,664,821	\$1,147,560

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ADM TRONICS UNLIMITED, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	DECEMBER 31,		DECEMBER 31,	
	2004	2003	2004	2003
Revenues	\$ 334,183	\$237,021	\$ 987,166	\$830,803
Costs and expenses:				
Cost of sales	169,402	126,425	535,172	457,999

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Selling, general and administrative	830,958	187,659	1,587,399	530,913
Total costs and expenses	1,000,360	314,084	2,122,571	988,912
Operating (loss)	(666,177)	(77,063)	(1,135,405)	(158,109)
Other income (expense):				
Interest and other income	(54,922)	3,770	(14,976)	3,934
Net (loss)	(721,099)	(73,293)	(1,150,381)	(154,175)
Net (loss) per common share	\$(0.014)	\$(0.001)	\$(0.022)	\$(0.003)

ADM TRONICS UNLIMITED, INC.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE NINE MONTHS ENDED DECEMBER 31, 2004
(UNAUDITED)

	Preferred Shares 5,000,000 Authorized \$.01 Par Value	Common Shares 150,000,000 Authorized \$.0005 Par Value	Par Value	Capital in excess of Par Value	Accumulated Deficit	Total
Balance, March 31, 2004	-	51,882,037	\$25,941	\$6,813,368	\$(6,037,887)	\$801,422
Issuance of common stock		2,000,000	1,000	19,000		20,000
Net loss for the period ended December 31, 2004					(1,150,381)	(1,150,381)
Balances, December 31, 2004	-	53,882,037	\$26,941	\$6,832,368	\$(7,188,268)	\$(328,959)

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ADM TRONICS UNLIMITED, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	NINE MONTHS ENDED DECEMBER 31,	
	2004	2003
Cash flows from Operating activities:		
Net (loss)	(\$1,150,381)	\$(154,175)
Adjustments to reconcile net (loss) to net cash from operating activities:		
Depreciation and amortization	103,874	110,813
Value of common stock issued for services rendered	19,000	22,000
Changes in operating assets and liabilities:		
Accounts receivable	(56,248)	(388)
Inventories	163,148	105,599

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Other current assets	(284,295)	821
Other assets	7,376	4,816
Accounts payable	(74,244)	(50,871)
Accrued expenses and other	84,386	(21,050)
 Net cash flows provided by (used in) operating activities	 (1,187,384)	 17,565
 Cash flows from Investing activities:		
Purchases of property and equipment	(31,793)	-
 Net cash flows provided by (used in) investing activities	 (31,793)	 -
 Cash flows from Financing activities:		
Proceeds from 6% Unsecured Convertible Notes	3,637,500	-
Deferred loan fees	(476,998)	-
Issuance of common stock for cash	1,000	750
 Net cash flows provided by financing activities	 3,161,502	 750
 Net change in cash and cash equivalents	 \$1,942,325	 \$ 18,315
 Cash and cash equivalents--beginning of period	 \$ 90,081	 \$ 49,765
 Cash and cash equivalents--end of period	 \$2,032,406	 \$ 68,080
 Supplemental disclosure of cash flow activities:		
 Interest paid	 -	 -

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ADM TRONICS UNLIMITED, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Note 1-Basis of Presentation:

The consolidated balance sheet at the end of the preceding fiscal year has been derived from the audited consolidated balance sheet contained in the Company's annual report on Form 10-KSB for the fiscal year ended March 31, 2004 (the "Form 10-KSB") and is presented for comparative purposes. All other financial statements are unaudited. In the opinion of management, all adjustments which include only normal recurring adjustments necessary to present fairly the financial position, results of operations and changes in financial positions for all periods presented have been made. The results of operations for interim periods are not necessarily indicative of the operating results for the full year.

Footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted in accordance with the published rules and regulations of the Securities and Exchange Commission. These consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in the Form 10-KSB.

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Note 2. Segment Information

Information about segment information is as follows:

Nine Months Ended December 31, 2004:	CHEMICAL	MEDICAL	TOTAL
Revenues from external customers	659,414	327,753	987,166
Segment profit (loss)	165,711	(1,301,116)	(1,135,405)
Nine Months Ended December 31, 2003:			
Revenues from external customers	667,635	163,168	830,803
Segment profit (loss)	(83,339)	(74,770)	(158,109)
Three Months Ended December 31, 2004:			
Revenues from external customers	222,927	111,256	334,183
Segment profit (loss)	45,335	(711,512)	(666,177)
Three Months Ended December 31, 2003:			
Revenues from external customers	200,888	36,133	237,021
Segment profit (loss)	(25,022)	(52,041)	(77,063)

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Liquidity and Capital Resources

At December 31, 2004, the Company had cash and equivalents of \$2,032,406 as compared to \$90,081 at March 31, 2004. The increase was primarily the result of net proceeds of of \$3,161,718 from a private placement of unsecured convertible notes which was completed in December 2004 offset by increased personnel, research and development and marketing activities of \$1,190,947 at the Company's subsidiary, Ivivi Technologies, Inc. ("Ivivi").

In December 2004, the Company, together with one if its subsidiaries, Ivivi, completed a private placement (the "December Private Placement") pursuant to which they issued unsecured convertible notes in an aggregate principal amount of \$3,637,500 and realized net proceeds of approximately \$3,150,000 from the sale of the notes. The notes issued in the private placement are joint unsecured convertible notes of the Company and Ivivi and bear interest at an annual rate of 6%. Interest on the notes is payable quarterly in cash or shares of common stock of Ivivi, at the direction of the holder. The notes are due and payable at various times from July 2009 through December 2009, unless earlier converted. In February 2005, the Company and Ivivi issued an additional \$2,450,000 principal amount of notes (the "February Private Placement") and realized net proceeds of approximately \$2,165,000 from the sale of the notes, which have primarily the same terms as the notes issued in the December Private Placement. The notes issued in the February Private Placement are due and payable in February 2010, unless earlier converted.

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The principal and accrued interest on the notes will either be: (i) convertible into the Company's common stock at \$.29 per share or (ii) convertible into Ivivi's common stock at \$8.30 per share. For each note in the principal amount of \$100,000 issued in the private placements, one warrant for the purchase of up to 344,828 shares of the Company's common stock at \$.41 per share (the "Company Warrant") and one warrant for the purchase of up to 12,048 shares of Ivivi's common stock at \$5.70 per share (the "Ivivi Warrant") were issued. Each of the Company Warrants and the Ivivi Warrants provides that in addition to paying the exercise price upon exercise of the warrant, the holder must surrender the non-exercised warrant (i.e., either the Company Warrant or the Ivivi Warrant, as the case may be).

The Company and Ivivi have executed registration rights agreements with the investors which require the registration for resale of the securities sold in the private placement. In the event that the Company and Ivivi fail to satisfy certain covenants related to the registration of the common stock underlying the notes and warrants on behalf of the holders, the number of shares of common stock underlying the notes and warrants will be increased. The notes contain customary operating covenants. As of February 14, 2005, the Company and Ivivi were in material compliance with the covenants contained in the notes.

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Operating Activities

Net cash flows used in operating activities was \$1,187,384 for the nine months ended December 31, 2004 as compared to \$17,565 provided by operating activities for the nine months ended December 31, 2003. Cash used in operating activities primarily resulted from the net loss for the period of \$1,150,381. The significant increase in operating expenses relates to the medical device subsidiary's (Ivivi) expansion; principally salaries of added personnel, consulting fees and research and development expense resulted in a net cash outflow from operating activities.

Investing Activities

Investing activities during the nine months ended December 31, 2004 were \$31,793 as compared to zero for the nine months ended December 31, 2003. The increase resulted from the purchases of property and equipment.

Financing Activities

Cash flows provided by financing activities for the nine months ended December 31, 2004 was \$3,161,502 as compared to \$750 for the nine months ended December 31, 2003. The increase resulted from \$3,637,500 received from private placements of unsecured convertible notes of the Company and Ivivi reduced by deferred loan fees related thereto.

The proceeds of the private placements are being used primarily for sales and marketing activities of Ivivi, for research and development of potential products being developed by Ivivi and to repay a portion of indebtedness owed to the Company by Ivivi. The Company will need to obtain additional capital to continue to operate and grow its business, including the business of its subsidiaries, and its ability to obtain additional financing in the future will depend in part upon the prevailing capital market conditions, as well as

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its and its subsidiaries' business performance. In February 2005, the Company's subsidiary, Ivivi, filed a registration statement with the Securities and Exchange Commission related to the proposed initial public offering of Ivivi's common stock. There can be no assurance that the Company or Ivivi will be successful in their efforts to arrange additional financing, including through the proposed initial public offering of Ivivi's common stock, on terms satisfactory to the Company and/or Ivivi or at all.

Results of Operations

Quarter Ended December 31, 2004

Revenues

Revenues were \$334,183 in 2004 as compared to \$237,021 in 2003 representing an increase of \$97,162 or 41%. Revenues from the Company's medical technology activities increased \$75,123 and chemical revenues increased \$22,039 in 2004 as compared to 2003. The increase in revenues from the Company's medical technology activities was due to higher rental revenues for Ivivi's medical products resulting from increased marketing and sales efforts. Chemical revenues increased due to new customers for the Company's water-based chemical products.

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Gross Profit

Gross profit of \$164,781 in 2004 as compared to \$110,596 in 2003 was \$54,185 or 49% above the gross profit in 2003. Gross profit was 49% of revenues in 2004 as compared with 47% of revenues in 2003. The increase in gross profit margin was primarily due to the increase in rental revenues of the Company's medical device products already in stock thereby resulting in higher gross margins as well as the product mix of chemical products sold with a higher gross margin.

Operating (Loss)

Operating loss in 2004 was (\$666,177) compared to (\$77,063) in 2003. Selling, general and administrative expenses increased by \$643,299 primarily due to the significant increase in personnel, marketing, research and development and overhead costs from the Company's Ivivi subsidiary.

Other Income (Expense)

Other expense in 2004 was (\$54,922) as compared to other income of \$3,770 in 2003. The increase in other expense was primarily due to the interest accrued on the convertible notes issued in the private placement offset by interest earned from amounts invested in money market funds.

Results of Operations

Nine Months Ended December 31, 2004

Revenues

Revenues were \$987,166 as compared to \$830,803 in 2003 representing an increase of \$156,363 or 19%. Revenues from the Company's medical technology activities increased \$164,585 offset by a decrease in chemical revenues of \$8,221. The increase in revenues from the Company's medical technology activities was due to higher rental revenues for Ivivi's medical product resulting from increased marketing and sales efforts. Chemical revenues decreased due to reduced volume of orders from certain of the Company's

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chemical customers.

Gross Profit

Gross profit of \$451,994 in 2004 as compared to \$372,804 in 2003 was \$79,190 or 21% higher than the gross profit in 2003. Gross profit was 46% of revenues in 2004 and 45% in 2003. The gross profit margin in 2004 was comparable to the gross profit margin in 2003.

Operating (Loss)

Operating loss was (\$1,135,405) in 2004 compared to (\$158,109) in 2003. Selling, general and administrative expenses increased by \$1,056,486 primarily due to the significant increase in personnel, marketing, research and development and overhead costs from the Company's Ivivi subsidiary.

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Other Income (Expense)

Other expense in 2004 was (\$14,975) as compared to other income of \$3,934 in 2003. The increase in other expense was primarily due to the interest accrued on the convertible notes issued in the private placement offset by interest received from amounts invested.

ITEM 3. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in its 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 management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Management necessarily applies its judgment in assessing the costs and benefits of such controls and procedures, which, by their nature, can provide only reasonable assurance regarding management's control objectives.

As of the end of the period covered by this Quarterly Report on Form 10-QSB, the Company carried out an evaluation, with the participation of its management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of its disclosure controls and procedures pursuant to Securities Exchange Act Rule 13a-15. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in ensuring that information required to be disclosed by the Company in the reports that the Company files or submits under the Securities Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING.

There have been no changes in the Company's internal controls over financial reporting that occurred during the Company's last fiscal quarter to which this Quarterly Report on Form 10-QSB relates that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

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PART II. OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

In December 2004, the Company, together with one of its subsidiaries, Ivivi, completed a private placement pursuant to which they issued unsecured convertible notes in an aggregate principal amount of \$3,637,500 and realized net proceeds of approximately \$3,150,000 from the sale of the notes to institutional and accredited investors. The notes issued in the private placement are joint unsecured convertible notes of the Company and Ivivi and bear interest at an annual rate of 6%. Interest on the notes is payable quarterly in cash or shares of common stock of Ivivi, at the direction of the

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holder. The notes are due and payable at various times from July 2009 through December 2009, unless earlier converted. In February 2005, the Company and Ivivi issued an additional \$2,450,000 principal amount of notes to institutional investors and realized net proceeds of approximately \$2,165,000 from the sale of the notes, which have primarily the same terms as the notes issued in the December Private Placement. The notes issued in February are due and payable in February 2010, unless earlier converted.

The principal and accrued interest on the notes will either be: (i) convertible into the Company's common stock at \$.29 per share or (ii) convertible into Ivivi's common stock at \$8.30 per share. For each note in the principal amount of \$100,000 issued in the private placements, one warrant for the purchase of up to 344,828 shares of the Company's common stock at \$.41 per share (the "Company Warrant") and one warrant for the purchase of up to 12,048 shares of Ivivi's common stock at \$5.70 per share (the "Ivivi Warrant") were issued. Each of the Company Warrants and the Ivivi Warrants provides that in addition to paying the exercise price upon exercise of the warrant, the holder must surrender the non-exercised warrant relating to the other company (i.e., either the Company Warrant or the Ivivi Warrant, as the case may be).

Maxim Group, LLC, an NASD member firm ("Maxim Group"), acted as exclusive placement agent with respect to the private placements. In connection with the December Private Placement, Maxim Group received an aggregate of approximately \$400,125 in commissions, fees and other expense reimbursements and received warrants for the purchase of: (i) 1,003,450 shares of Company common stock at an exercise price of \$0.29 per share, (ii) 1,003,450 shares of Company common stock at an exercise price of \$0.41 per share, (iii) 35,060 shares of Ivivi common stock at an exercise price of \$8.30 per share and (iv) 35,060 shares of Ivivi common stock at an exercise price of \$5.70 per share. In connection with the February 2005 private placement, Maxim Group received cash commissions, non-accountable expense allowance and warrants for the initial \$2,250,000 and received no cash commission, non-accountable expense allowance or warrants with respect to \$200,000 received in such offering. In connection with the February private placement, Maxim Group received an aggregate of approximately \$247,500 in commissions, fees and other expense reimbursements and received warrants for the purchase of: (i) 620,690 shares of Company common stock at an exercise price of \$0.29 per share, (ii) 620,690 shares of Company common stock at an exercise price of \$0.41 per share, (iii) 21,687 shares of Ivivi common stock at an exercise price of \$8.30 per share and (iv) 21,687 shares of Ivivi common stock at an exercise price of \$5.70 per share.

In addition, the Company issued 2,000,000 shares of its common stock to a consulting firm for \$1,000 and consulting services.

The issuances of the securities in connection with these transactions were considered to be exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), in reliance on Section 4(2) of the Securities

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Act or Regulation D promulgated thereunder, as transactions by an issuer not involving a public offering. The recipients of securities in each of these transactions represented their intention to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof and appropriate legends were affixed to the share certificates and other instruments issued in these transactions. All recipients either received adequate information about the Company or had access to such information.

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ITEM 6. Exhibits

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 pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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.

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

Dated: Northvale, New Jersey
February 21, 2005

Exhibit 31.1

Certification

Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002

I, Andre' DiMino, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of ADM Tronics Unlimited, 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 registrant as of, and for, the periods presented in this report;
4. I am the registrant's only certifying officer and am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant 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 registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my 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
 - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant'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 registrant'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 registrant's internal control over financial reporting.

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Date: February 21, 2005

/s/ Andre' DiMino
Chief Executive Officer
and Chief Financial Officer

A signed original of this written statement required by Section 302 has been provided to ADM Tronics Unlimited, Inc. and will be retained by ADM Tronics Unlimited, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of ADM Tronics Unlimited, Inc. (the "Company") on Form 10-QSB for the period ended December 31, 2004 (the "Report"), filed with the Securities and Exchange Commission, Andre' DiMino, Chief Executive Officer and Chief Financial Officer, of the Company hereby certifies pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and the consolidated result of operations of the Company for the periods presented.

Date: February 21, 2005
Chief Executive Officer and
Chief Financial Officer

/s/ Andre' DiMino

The foregoing certification is being furnished solely 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) and is not being filed as part of the Form 10-QSB or as a separate disclosure document.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to ADM Tronics Unlimited, Inc. and will be retained by ADM Tronics Unlimited, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.