

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported: September 8, 2009)

CEMTREX, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-53238

(Commission File No.)

30-0399914

(I.R.S. Employer
Identification No.)

19 Engineers Lane,
Farmingdale, NY

(Address of principal executive offices)

11735

(Zip Code)

631--756-9116

Registrant's telephone number, including area code

(Former name or former address, if changed since last report.)

Check the appropriate box below of the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

On September 8th, 2009, Centrex, Inc. (the "Company") entered into a letter agreement with Arun Govil, the Chairman, Chief Executive Officer, Treasurer and President of the Company. Pursuant to the letter agreement Arun Govil agreed to cancel the convertible promissory note, held by him, dated April 30, 2007 (the "Note"). The principal balance of the Note was \$1,300,000 (the "Outstanding Amount"). Pursuant to the terms of the Note, the Outstanding Amount was convertible into 30,000,000 shares of the Company's common stock. Pursuant to the letter agreement, in return for cancelling the Note, the Company issued Arun Govil 2,500,000 shares of common stock (the "Common Stock") of the Company, par value \$0.001 and 1,000,000 shares of Series A Preferred Stock (the "Preferred Stock") of the Company, par value \$0.001 per share. Pursuant to the Certificate of Designation of the Preferred Stock, each issued and outstanding Preferred Stock shall be entitled to the number of votes equal to the result of: (i) the number of shares of Common Stock issued and outstanding at the time of such vote multiplied by 1.01; divided by (ii) the total number of Preferred Stock issued and outstanding at the time of such vote, at each meeting of shareholders of the Company with respect to any and all matters presented to the shareholders of the Company for their action or consideration, including the election of directors. A copy of the Certificate of Designation of the Series A Preferred Shares of Centrex Inc. is attached hereto as Exhibit 4.1. In consideration of the issuance of the Common Stock and Preferred Stock described above, Mr. Govil agreed to forfeit 27,500,000 shares of common stock issuable as per the original terms of the Note.

Item 1.02 Termination of a Material Definitive Agreement

On September 8, 2009 the Company cancelled the Convertible Promissory Note between the Company and Arun Govil, the Chairman, Chief Executive Officer, Treasurer and President of the Company pursuant to a letter agreement dated September 8th, 2009 between the Company and Arun Govil. The foregoing description of the letter agreement is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Certificate of Designation of Series A Preferred Shares of Centrex, Inc.
10.1	Letter Agreement by and between the Company and Arun Govil, the Chairman, Chief Executive Officer, Treasurer and President of the Company dated September 8, 2009.

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 hereunto duly authorized.

CEMTREX, INC.
(Registrant)

Date: September 10, 2009

By: /s/Arun Govil
Arun Govil
Chairman, Chief Executive
Officer and President of
CEMTREX, INC.

September 8, 2009

Mr. Arun Govil
19 Engineers Lane
Farmingdale, New York 11735

Re: Cemtrex Inc. Promissory Note

Dear Mr. Govil:

As we discussed, Cemtrex, Inc. (the "Company") wishes to settle the Company's convertible promissory note held by you, dated April 30, 2007 (the "Note"). The current principal balance of the Note is \$1,300,000 (collectively, the "Outstanding Amount"). Pursuant to the terms of the Note, the Outstanding Amount is convertible into 30,000,000 shares of the Company's common stock. Please allow this letter to serve as our agreement in settlement of the Outstanding Amount on the following terms and conditions:

1. The Company shall issue you 2,500,000 shares of common stock (the "Common Stock") of the Company, par value \$0.001.
 2. The Company shall issue you 1,000,000 shares of Series A Preferred Stock (the "Preferred Stock") of the Company, par value \$0.001 per share. The Preferred Stock shall have the rights and preferences as set forth on Exhibit A attached hereto.
 3. In consideration of the issuance of the Common Stock and Preferred Stock described in Paragraph 1 and 2 hereof, you agree to forfeit 27,500,000 shares of common stock issuable as per the original terms of the Note.
 4. We acknowledge and agree that the Note is hereby cancelled and of no force and effect.
 5. You warrant and represent that that you have not granted, assigned, mortgaged, pledged or hypothecated any right, title or interest in the Note. You further represents that you have received independent legal and tax advice in connection with this letter agreement and fully understand the legal and tax ramifications of this agreement and the transactions set forth herein. The parties acknowledge that this agreement is fair and equitable, and it is not the result of any fraud, duress or undue influence exercised by either of the parties.
 6. In consideration of the issuance of the Common Stock and Preferred Stock described in Paragraph 1 and 2 hereof and other good and valuable consideration, receipt of which is acknowledged, you, on behalf of your predecessors, successors in interest, subsidiaries, affiliates, and all past, present and future partners, principals, members, directors, officers, shareholders, employees, servants, representatives, insurers, attorneys, and assigns (collectively, the "Releasors"), hereby release, discharge, and acquit forever the Company from all actions, causes of action, suits, debts, dues, sums of money, attorneys' fees, accounts, reckonings, bonds, bills, promises, variances, trespasses, damages, judgments, extents, executions, claims and demands whatsoever, whether known or unknown, in law, admiralty or equity ("Claims"), which the Releasors, individually or collectively, ever had, may have had, now have, or hereinafter can, shall or may have for, upon or by reason of any matter, cause or thing whatsoever from the beginning of the world to the date of the Agreement relating to or in connection with Note. The foregoing release shall inure to the benefit of the Company's predecessors, successors in interest, subsidiaries, affiliates, and all past, present and future partners, principals, members, directors, officers, shareholders, employees, servants, representatives, insurers, attorneys and assigns.
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Kindly indicate your acceptance of this agreement by your signature below.

Regards,

CEMTREX, INC.

/s/

By:
Title:

Acknowledged and Agreed to:

/s/

Arun Govil

Exhibit A
Certificate of Designation
