UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549
FORM 10-Q

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

For the quarterly period ended June 30, 2016
OR
☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES ACT OF 1934

For the transition period from ___________to ____________

Commission File Number 001-37464

CEMTREX, INC.
(Exact name of small business issuer as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	30-0399914 (I.R.S. Employer Identification No.)

19 Engineers Lane
Farmingdale, New York 11735
(Address, including zip code, of principal executive offices)

631-756-9116
(Issuer's telephone number)

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 ☐ 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 ☐	Smaller reporting company ☒

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

☐ Yes ☒ No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of August 8, 2016 the issuer had 9,410,947 shares of common stock issued and outstanding.

CEMTREX, INC. AND SUBSIDIARIES

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Part I. Financial Information

Item 1. Financial Statements

Cemtrex, Inc. and Subsidiaries
Consolidated Balance Sheets
(Unaudited)

Assets		**June 30, 2016**		**September 30, 2015**
Current assets				
Cash and equivalents	$	2,376,526	$	1,486,737
Restricted cash		883,942		-
Accounts receivable, net		11,236,903		4,771,044
Inventory, net		14,531,631		6,369,516
Prepaid expenses and other current assets		4,150,971		893,792
Total current assets		33,179,973		13,521,089
Property and equipment, net		18,394,744		8,142,523
Goodwill		845,000		845,000
Notes receivable		-		-
Other assets		66,299		35,630
Total Assets	**$**	**52,486,016**	**$**	**22,544,242**
Liabilities & Stockholders' Equity (Deficit)				
Current liabilities				
Accounts payable	$	8,135,336	$	4,208,783
Credit card payable		347,173		-
Sales tax payable		186,797		177,795
Revolving line of credit		2,723,483		2,129,711
Accrued expenses		5,390,368		309,130
Deferred revenue		1,445,229		-
Accrued income taxes		171,626		73,746
Convertible notes payable		2,031,000		1,274,000
Notes payable - short-term		717,936		-
Current portion of long-term liabilities		2,104,098		654,020
Total current liabilities		23,253,046		8,827,185
Long-term liabilities				
Notes payable		445,865		-
Notes payable - related party		3,319,200		119,055
Loans payable to bank		7,095,481		2,383,815
Mortgage payable		3,911,746		4,088,618
Long-term accrued expenses		1,339,935		-
Total liabilities		39,365,273		15,418,673
Commitments and contingencies		-		-
Shareholders' equity				
Preferred stock series A, $0.001 par value, 10,000,000 shares authorized, 1,000,000 shares issued and outstanding, respectively		1,000		1,000
Common stock, $0.001 par value, 20,000,000 shares authorized, 9,290,968 shares issued and outstanding at June 30, 2016 and 7,158,087 shares issued and outstanding at September 30, 2015		9,291		7,158
Additional paid-in capital		4,435,863		1,020,444
Retained earnings		9,384,186		6,430,855
Accumulated other comprehensive loss		(709,597)		(333,888)
Total shareholders' equity		13,120,743		7,125,569
Total liabilities and shareholders' equity	**$**	**52,486,016**	**$**	**22,544,242**

The accompanying notes are an integral part of these financial statements

Cemtrex, Inc. and Subsidiaries
Consolidated Statements of Operations and Comprehensive Income/(Loss)
(Unaudited)

	For the three months ended June 30, 2016	For the three months ended June 30, 2015	For the nine months ended June 30, 2016	For the nine months ended June 30, 2015
Revenues	$ 24,714,853	$ 14,665,748	$ 56,937,646	$ 42,839,477
Cost of revenues	16,556,184	10,413,546	39,073,351	30,319,710
Gross profit	8,158,669	4,252,202	17,864,295	12,519,767
Operating expenses				
General and administrative	6,461,447	3,571,136	14,805,001	10,639,893
Total operating expenses	6,461,447	3,571,136	14,805,001	10,639,893
Operating income (loss)	1,697,222	681,066	3,059,294	1,879,874
Other income (expense)				
Other Income (expense)	94,781	383,693	559,287	893,302
Interest Expense	(237,665)	(137,154)	(597,826)	(467,226)
Total other income (expense)	(142,884)	246,539	(38,539)	426,076
Net income (loss) before income taxes	1,554,338	927,605	3,020,755	2,305,950
Provision for income taxes	123,298	(14,900)	67,424	(115,000)
Net income (loss)	1,431,040	942,505	2,953,331	2,420,950
Other comprehensive income/(loss)				
Foreign currency translation gain/(loss)	38,392	(113,747)	(375,709)	(382,349)
Comprehensive income/(loss)	$ 1,469,432	$ 828,758	$ 2,577,622	$ 2,038,601
Income (Loss) Per Share-Basic	$ 0.16	$ 0.14	$ 0.36	$ 0.36
Income (Loss) Per Share-Diluted	$ 0.16	$ 0.14	$ 0.36	$ 0.35
Weighted Average Number of Shares-Basic	8,804,446	6,835,623	8,116,266	6,794,225
Weighted Average Number of Shares-Diluted	8,872,966	6,882,870	8,184,552	6,924,603

The accompanying notes are an integral part of these financial statements

Cemtrex, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited)

Cash Flows from Operating Activities	For the nine months ended June 30, 2016	2015
Net income	$ 2,953,331	$ 2,420,950
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,125,297	458,306
Deferred revenue	1,184,899	-
Share-based compensation	51,272	267,273
Shares issued for acquisition	1,000,000	-
Discounts on convertible debt	(139,000)	-
Interest expense on convertible debt	116,548	-
Changes in operating assets and liabilities net of effects from acquisition of subsidiaries:		
Restricted cash	(275,515)	-
Accounts receivable	(3,253,862)	(2,704,575)
Inventory	304,636	(6,989)
Prepaid expenses and other assets	735,408	(1,278,634)
Others	133,539	9,737
Accounts payable	1,551,391	3,841,414
Credit card payable	347,173	-
Sales tax payable	9,002	-
Revolving line of credit	(1,602,516)	-
Accrued expenses	558,828	100,005
Income taxes payable	90,730	-
Net cash provided by (used by) operating activities	**4,891,161**	**3,107,487**
Cash Flows from Investing Activities		
Purchase of property and equipment	(366,168)	(946,207)
Redemption of short-term investments	-	559,815
Investment in subsidiary, net of cash received	(16,306,620)	-
Net cash provided by (used by) investing activities	**(16,672,788)**	**(386,392)**
Cash Flows from Financing Activities		
Proceeds from notes payable	2,217,936	-
Payments on notes payable	(193,733)	-
Proceeds/(payments) on affiliated loan	3,200,145	(1,361,936)
Proceeds from bank loans	6,050,000	-
Payments on bank loans	(1,680,432)	(2,160,459)
Proceeds from convertible notes	3,077,500	1,528,000
Net cash provided by (used by) financing activities	**12,671,416**	**(1,994,395)**
Net increase (decrease) in cash	889,789	726,700
Cash beginning of period	1,486,737	146,095
Cash end of period	**$ 2,376,526**	**$ 872,795**
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period for interest	$ 597,826	$ 244,525
Cash paid during the period for income taxes	$ -	$ 5,032

The accompanying notes are an integral part of these financial statements

Cemtrex Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1 – ORGANIZATION AND PLAN OF OPERATIONS

The Company was incorporated on April 27, 1998, in the state of Delaware under the name "Diversified American Holdings, Inc." The Company subsequently changed its name to "Cemtrex Inc." on December 16, 2004. Unless the context requires otherwise, all references to “we”, “our”, “us”, “Company”, “registrant”, “Cemtrex” or “management” refer to Cemtrex, Inc. and its subsidiaries. Cemtrex is a leading diversified technology company that operates in a wide array of business segments and provides solutions to meet today's industrial and manufacturing challenges. The Company provides manufacturing services of advanced electronic system assemblies, provides broad-based industrial services, instruments & emission monitors for industrial processes, and provides industrial air filtration & environmental control systems.

Through our Electronics Manufacturing Services (“EMS”) group, we provide end to end electronic manufacturing services, which include product design and sustaining engineering services, printed circuit board assembly and production, cabling and wire harnessing, systems integration, comprehensive testing services and completely assembled electronic products. Our EMS group offers fully integrated contract manufacturing services to global original equipment manufacturers (OEMs) and technology companies that operate primarily in the medical, industrial, automation, automotive, and renewable markets.

Through our Industrial Products and Services (“IPS”) group, we provide a complete line of air filtration and environmental control products to a wide variety of industrial and manufacturing industries worldwide. The group also manufactures, sells, and services monitoring instruments, software and systems for measurement of emissions of Greenhouse gases, hazardous gases, particulate and other regulated pollutants used in emissions trading globally as well as for industrial processes. We also market monitoring and analysis equipment for gas and liquid measurement for various downstream oil & gas applications as well as various industrial process applications. In addition we, through our newly acquired business, offer one-source expertise and capabilities in plant and equipment erection, relocation, and disassembly in a wide variety of industrial markets like automotive, printing & graphics, industrial automation, packaging, and chemicals among others.

On December 15, 2015 we acquired Advanced Industrial Services Inc. (“AIS”) and its affiliate subsidiary company based in York, Pennsylvania for a purchase price of approximately $7,500,000, and acquisition related expenses of $476,340. The purchase price was paid with $5,000,000 in cash, $1,500,000 in a seller's note, and $1,000,000 in the form of 315,458 shares of Cemtrex restricted Common Stock. AIS averaged approximately $23 million in annual revenue and $2.4 million in annual normalized EBITDA over the two calendar years 2013 and 2014. We worked with a local bank to finance the $5.25 million self-amortizing, seven (7) year term loan and $3.5 million working capital credit line for the transaction. The loans carry annual interest rates of 30 day LIBOR plus 2.25 and 2.0 respectively. The seller’s note is for 3 years at 6% (see NOTE 11).

On May 31, 2016 we acquired machinery & equipment, electronics manufacturing business and logistics business from a German company, Periscope, GmbH (“Periscope”) and placed them in three newly formed entities: ROB Cemtrex Assets UG, ROB Cemtrex Automotive GmbH and ROB Cemtrex Logistics GmbH respectively. Periscope’s electronic manufacturing business deals primarily with the major German automotive manufacturers, including Tier 1 suppliers in the industry, as well as for industries like telecommunications, industrial goods, luxury consumer products, display technology, and other industrial OEMs. Periscope had more than 35 years of industrial operating experience. The Periscope acquisition was completed through use of $4,902,670 of Company cash, $717,936 in Seller note and $3,298,600 in proceeds from issuance of a note to Ducon Technologies Inc., a related party (see NOTE 11).

NOTE 2 – BASIS OF PRESENTATION AND CRITICAL ACCOUNTING POLICIES

Basis of Presentation and Use of Estimates

The accompanying unaudited financial information should be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Annual Report on Form 10-K for the year ended September 30, 2015 ("2015 Annual Report") of Cemtrex Inc. ("Cemtrex" or the "Company"). A summary of the Company's significant accounting policies is identified in Note 1 of the notes to the consolidated financial statements included in the Company's 2015 Annual Report. There have been no changes in the Company's significant accounting policies subsequent to September 30, 2015.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the Unites States ("US GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X pursuant to the requirements of the U.S. Securities and Exchange Commission ('SEC"). Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. The results of operations for the interim periods are not necessarily indicative of the results of operations for the entire year.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated financial statements, the disclosure of contingent assets and liabilities in the consolidated financial statements and the accompanying notes, and the reported amounts of revenues, expenses and cash flows during the periods presented. Actual amounts and results could differ from those estimates. The estimates and assumptions the Company makes are based on historical factors, current circumstances and the experience and judgment of the Company's management. The Company evaluates its estimates and assumptions on an ongoing basis.

The consolidated financial statements of the Company include the accounts of its 100% owned subsidiaries, Griffin Filters LLC, MIP Cemtrex Inc., Cemtrex Ltd., ROB Cemtrex GmbH, ROB Cemtrex Assets UG, ROB Cemtrex Automotive GmbH and ROB Cemtrex Logistics GmbH and Advanced Industrial Services, Inc. All significant intercompany balances and transactions have been eliminated.

Significant Accounting Policies

Note 2 of the Notes to Consolidated Financial Statements, included in the annual report on Form 10-K for the year ended September 30, 2015, includes a summary of the significant accounting policies used in the preparation of the consolidated financial statements.

Reclassifications

Certain reclassifications have been made to prior period amounts to conform to the current period presentation.

NOTE 3 – LIQUIDITY

Our current strategic plan includes the expansion of the Company both organically and through acquisitions if market conditions and competitive conditions allow. Due to the long-term nature of investments in acquisitions and other financial needs to support organic growth, including working capital, we expect our long-term and working capital needs to periodically exceed the short-term fluctuations in cash flow from operations. Accordingly, we anticipate that we will likely raise additional external capital from the sale of common stock, preferred stock, and debt instruments as market conditions may allow in addition to cash flow from operations to fund our growth and working capital needs.

To the extent that our internally-generated cash flow is insufficient to meet our needs, we are subject to uncertain and ever-changing debt and equity capital market conditions over which we have no control. The magnitude and the timing of the funds that we need to raise from external sources also cannot be easily predicted.

In the event that we need to raise significant amounts of external capital at any time or over an extended period, we face a clear risk that we may need to do so under adverse capital market conditions with the result that persons who acquire our common stock may incur significant and immediate dilution should we raise capital from the sale of our common or preferred stock. Similarly, we may need to meet our external capital needs from the sale of secured or unsecured debt instruments at interest rates and with such other debt covenants and conditions as the market then requires. In all of these transactions we anticipate that we will likely need to raise significant amounts of additional external capital to support our growth. However, there can be no guarantee that we will be able to raise external capital on terms that are reasonable in light of current market conditions. In the event that we are not able to do so, persons who acquire our common stock may face significant and immediate dilution and other adverse consequences. Further, debt covenants contained in debt instruments that we issue may limit our financial and operating flexibility with consequent adverse impact on our common stock market price.

There is no guarantee that cash flow from operations and/or debt and equity vehicles will provide sufficient capital to meet our expansion goals and working capital needs.

NOTE 4 – FAIR VALUE MEASUREMENTS

The Company complies with the provisions of ASC 820 "Fair Value Measurements and Disclosures" ("ASC 820"). Under ASC 820, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

The Company had no assets reportable under ASC 820 at June 30, 2016 and 2015.

NOTE 5 – ACCOUNTS RECEIVABLE, NET

Trade receivables, net consist of the following:

	June 30, 2016	September 30, 2015
Accounts receivable	$ 11,301,674	$ 4,836,046
Allowance for doubtful accounts	(64,771)	(65,002)
	$ 11,236,903	$ 4,771,044

Accounts receivable include amounts due for shipped products and services rendered.

Allowance for doubtful accounts include estimated losses resulting from the inability of our customers to make required payments.

NOTE 6 – INVENTORY, NET

Inventory, net, consist of the following:

	June 30, 2016	September 30, 2015
Raw materials	$ 10,204,942	$ 3,345,432
Work in progress	2,305,434	1,306,906
Finished goods	2,083,049	1,866,145
	14,593,425	6,518,483
Less: Allowance for inventory obsolescence	(61,794)	$ (148,967)
Inventory –net of allowance for inventory obsolescence	$ 14,531,631	$ 6,369,516

NOTE 7 – PROPERTY AND EQUIPMENT

Property and equipment are summarized as follows:

	June 30, 2016		September 30, 2015
Land	1,179,236	$	1,194,979
Building	4,973,869		3,938,544
Furniture and office equipment	1,138,523		576,741
Computer software	1,357,930		286,638
Machinery and equipment	12,607,157		3,663,526
	21,256,715		9,660,428
Less: Accumulated depreciation	(2,861,971)		(1,517,905)
Property and equipment, net	18,394,744	$	8,142,523

NOTE 8 – PREPAID AND OTHER CURRENT ASSETS

On June 30, 2016 the Company had prepaid and other current assets consisting of prepayments on inventory purchases of $3,353,115, the current year income tax benefit for US companies of $55,874 and other current assets of $741,982. On June 30, 2015 the company had prepaid and other current assets consisting of prepayments on inventory purchases of $936,388, income tax benefit of $115,000, and other current assets of $758,508.

NOTE 9 – CONVERTIBLE NOTES PAYABLE

As of June 30, 2016 the Company has the following unsecured convertible notes, issued on the dates listed, to various unrelated third parties outstanding.

Date	Amount	Maturity period	Interest rate	Conversion price	Conversion period
December 18, 2015	79,500	12 Months	10%	75% of market	6 Months
January 7, 2016	213,500	12 Months	8%	75% of market	6 Months
February 29, 2016	215,000	12 Months	8%	75% of market	6 Months
March 16, 2016	258,000	12 Months	10%	75% of market	6 Months
April 22, 2016	525,000	12 Months	10%	80% of market	6 Months
May 20, 2016	525,000	12 Months	10%	80% of market	6 Months
June 13, 2016	215,000	12 Months	8%	80% of market	6 Months
Total	**$ 2,031,000**				

The use of the proceeds from the notes issued is for growth capital and planned acquisitions. As per the terms of these convertible notes the Company has reserved 4,000,000 shares (post reverse split basis) representing approximately three times the actual shares that would be issued upon conversion of all the notes.

For the nine months ended June 30, 2016, 1,769,177 shares of the Company's common stock have been issued to satisfy $2,559,500 of convertible notes payable.

NOTE 10 – LONG-TERM LIABILITIES

Loans payable to bank

On October 31, 2013, the company acquired a loan from Sparkasse Bank of Germany in the amount of €3,000,000 ($4,006,500, based upon exchange rate on October 31, 2013) in order to fund the purchase of ROB Cemtrex GmbH. $2,799,411 of the proceeds went to direct purchase of ROB Cemtrex GmbH and $1,207,089 funded beginning operations. This loan carries interest of 4.95% per annum and is payable on October 30, 2021.

On May 28, 2014 the Company financed an upgrade of the information technology infrastructure for ROB Cemtrex GmbH. The purchase was fully financed through Sparkasse Bank of Germany for €200,000 ($272,840 based upon the exchange rate on May 28, 2014). This loan carries interest of 4.50% and is payable over 4 years.

On December15, 2015, the company acquired a loan from Fulton Bank in the amount of $5,250,000 in order to fund the purchase of Advanced Industrial Services, Inc. $5,000,000 of the proceeds went to direct purchase of AIS. This loan carries interest of LIBOR plus 2.25% per annum and is payable on December 15, 2022.

On December15, 2015, the company acquired a loan from Fulton Bank in the amount of $800,000 in order to fund the operations of Advanced Industrial Services, Inc. $620,000 of the proceeds was drawn upon closing. This loan carries interest of LIBOR plus 2.00% per annum and is payable on December 15, 2020.

Mortgage payable

On March 1, 2014 the Company completed the purchase of the building that ROB Cemtrex GmbH occupies in Neulingen, Germany. The purchase was fully financed through Sparkasse Bank of Germany for €4,000,000 ($5,500,400 based upon the exchange rate on March 1, 2014). This mortgage carries interest of 3.00% and is payable over 17 years.

Notes payable

On December 15, 2015 the Company issued notes payable to the sellers of Advanced Industrial Services, Inc. for $1,500,000 to fund the purchase of AIS. These notes carry interest of 6% and are payable over 3 years.

On May 31, 2016 the Company issued a note payable to the sellers of Periscope for $717,936 to fund the purchase of Periscope. This note is due within a year and carries no interest.

Notes payable – related party

Please see Note 11 – Related Party Transactions for details on notes payable to Ducon Technologies, Inc.

NOTE 11 – BUSINESS COMBINATION

Advanced Industrial Services, Inc.

On December 15, 2015 the Company acquired Advanced Industrial Services, Inc. ("AIS") and its affiliate subsidiary company based in York Pennsylvania. Advanced Industrial Services Inc. is a well-known broad based industrial services provider that offers one-source expertise and capabilities in plant and equipment erection, relocation, and disassembly. Over the years it has been one of the market leaders in installing high precision equipment in a wide variety of industrial markets like automotive, printing & graphics, industrial automation, packaging, and chemicals among others. In addition, AIS has experience in installing industrial air filtration equipment, similar to the equipment sold by Cemtrex through its existing business operations.

The acquisition date fair value of the total consideration transferred was $7.5 million, which consisted of the following:

Cemtrex, Inc. common stock		1,000,000
Loan from bank		5,000,000
Note payable		1,500,000
Total Purchase Price	$	7,500,000

In accordance with Accounting Standards Codification ("ASC") 805, Business Combinations ("ASC 805"), the total purchase consideration is allocated to the net tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values as of December 15, 2015 (the acquisition date). The purchase price was allocated based on the information currently available, and may be adjusted after obtaining more information regarding, among other things, asset valuations, liabilities assumed, and revisions of preliminary estimates.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date:

Cash	$	112,586
Short-term investments		608,427
Accounts receivable, net		3,211,997
Prepaid expenses		551,292
Inventory, net		465,877
Deferred costs		43,208
Property, plant, and equipment, net		6,525,902
Other		121,000
Total Liabilities		(4,140,289)
Net assets acquired	$	7,500,000

The following supplemental pro forma information presents the financial results as if the acquisition of AIS had occurred October 1, 2014:

	For the three months ended June 30,				For the nine months ended June 30,			
	2016		2015		2016		2015	
Revenues	$	24,714,853	$	20,791,780	$	61,689,300	$	59,206,708
Net income	$	1,431,040	$	1,818,183		2,574,744	$	3,068,622
Income (Loss) Per Share-Basic	$	0.16	$	0.25	$	0.30	$	0.43
Income (Loss) Per Share-Diluted	$	0.16	$	0.25	$	0.30	$	0.43

Periscope, GmbH

On May 31, 2016 we acquired machinery & equipment, electronics manufacturing business and logistics business from a German company, Periscope, GmbH ("Periscope") and placed them in three newly formed entities: ROB Cemtrex Assets UG, ROB Cemtrex Automotive GmbH and ROB Cemtrex Logistics GmbH respectively. Periscope's electronic manufacturing business deals primarily with the major German automotive manufacturers, including Tier 1 suppliers in the industry, as well as for industries like telecommunications, industrial goods, luxury consumer products, display technology, and other industrial OEMs. Periscope had more than 35 years of industrial operating experience.

The acquisition date fair value of the total consideration transferred was approximately $8.9 million, which consisted of the following:

Cash		4,902,670
Loan from related party		3,298,600
Note payable		717,936
Total Purchase Price	$	8,919,206

In accordance with Accounting Standards Codification ("ASC") 805, Business Combinations ("ASC 805"), the total purchase consideration is allocated to the net tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values as of May 31, 2016 (the acquisition date). The purchase price was allocated based on the information currently available, and may be adjusted after obtaining more information regarding, among other things, asset valuations, liabilities assumed, and revisions of preliminary estimates.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date:

Prepaid expenses	$	3,373,063
Inventory, net		8,000,874
Property, plant, and equipment, net		4,485,448
Total Liabilities		(6,940,179)
Net assets acquired	$	8,919,206

NOTE 12 – RELATED PARTY TRANSACTIONS

The Company has Notes payable to Ducon Technologies Inc., totaling $3,319,200 and $119,055 at June 30, 2016 and September 30, 2015, respectively. These notes are unsecured and carry 5% interest per annum.

NOTE 13 – STOCKHOLDERS' EQUITY

Series A Preferred Stock

The Company is authorized to issue 10,000,000 shares of Series A Preferred Stock, $0.001 par value. As of June 30, 2016 and September 30, 2014, there were 1,000,000 shares issued and outstanding, respectively.

Each issued and outstanding Series A Preferred Share shall be entitled to the number of votes equal to the result of: (i) the number of shares of common stock of the Company issued and outstanding at the time of such vote multiplied by 1.01; divided by (ii) the total number of Series A Preferred Shares 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. Holders of Series A Preferred Shares shall vote together with the holders of Common Shares as a single class.

During the six-month periods ending June 30, 2016 and 2015, the Company did not issue any Series A Preferred Stock.

Reverse Stock Split

On April 3, 2015 Cemtrex, Inc. (the "Company") adopted a Shareholder Resolution to permit the Company's Board of Directors, in its sole discretion, to file a Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation, as amended (the "Charter Amendment"), to effect a 1-for-6 reverse split of the outstanding shares of the Company's common stock (the "Reverse Stock Split").

On April 6, 2015, the Company filed the Charter Amendment with the Delaware Secretary of State to effect the Reverse Stock Split. As a result, every six outstanding shares of the Company's common stock combined automatically into one share of common stock. Each stockholder's percentage ownership in the Company and proportional voting power remains unchanged after the Reverse Stock Split, except for minor changes and adjustments resulting from the treatment of fractional shares.

On April 14, 2015, the Company announced that it had effected the Reverse Stock Split and that trading in its common stock on the New York Stock Exchange on a split-adjusted basis would begin on the morning of April 15, 2015.

Listing on NASDAQ Capital Markets

On June 25, 2015 the Company's common stock commenced trading on the NASDAQ Capital Markets under the symbol "CETX".

Common Stock

The Company is authorized to issue 20,000,000 shares of common stock, $0.001 par value. As of June 30, 2016 there were 9,290,968 shares issued and outstanding and at September 30, 2015, there were 7,158,087 shares issued and outstanding.

During the nine-month period ended June 30, 2016 the Company issued 2,132,881 shares of common stock. During the nine-month period ended June 30, 2015, the Company issued 118,354 shares of common stock.

On February 12, 2016, the Company granted a stock option for 200,000 shares to Saagar Govil, Company's Chairman and CEO. These options have a call price of $1.70 per share, and expire after six years. As of June 30, 2016 no shares under this option have been exercised.

During the fiscal year ended September 30, 2014 the company granted stock options for 100,000 shares to employees of the Company. These options have a call price of $1.80 per share, vest over four years, and expire after six years. As of June 30, 2016, 24,598 shares have been exercised and none have expired or have been cancelled.

For the nine months ended June 30, 2016, 1,769,177 shares of the Company's common stock have been issued to satisfy $2,559,500 of convertible notes payable (see NOTE 9).

NOTE 14 – COMMITMENTS AND CONTIGENCIES

Our IPS group leases (i) approx. 5,000 sq. ft. of office and warehouse space in Liverpool, New York from a third party in a five year lease at a monthly rent of $2,200 expiring on March 31, 2018, (ii) approximately 2000 square feet of office on a month to month rental from a third party in Hong Kong at a monthly rental of $4,133.00, (iii) approximately 1500 square feet of office on a month to month rental from a third party in Navi Mumbai, India at a monthly rental of $600.00, (iv) approximately 25,000 sq. ft. of warehouse space in Manchester, PA from a third party in a seven year lease at a monthly rent of $7,300 expiring on December 13, 2020, (v) approximately 43,000 sq. ft. of office and warehouse space in York, PA from a third party in a ten year lease at a monthly rent of $22,625 expiring on March 23, 2026, and (vi) approximately 15,500 sq. ft. of warehouse space in Emigsville, PA from a third party in a one year lease at a monthly rent of $4,337 expiring on August 31, 2016.

Our EMS group owns a 70,000 sq. ft. manufacturing building in Neulingen, Germany which has a 17 year 3.00% interest mortgage with monthly mortgage payments of €25,000, through March 2031. The EMS group also leases (i) a 10,000 sq. ft. manufacturing facility in Sibiu, Romania from a third party in a ten year lease at a monthly rent of €8,000 expiring on May 31, 2019, (ii) approximately 100,000 sq. ft. of office, warehouse and manufacturing space in Paderborn, Germany at monthly rental of €54,100 which expires on March 31, 2017, (iii) approximately 50,000 sq. ft. of office, warehouse space in Paderborn, Germany at a monthly rental of €27,050 which expires on March 31, 2017.

NOTE 15 – RECENTLY ISSUED ACCOUNTING STANDARDS

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the consolidated financial statements unless otherwise disclosed, and we do not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on our financial position or results of operations.

NOTE 16 – SUBSEQUENT EVENTS

On July 14, 2016, the Company issued a convertible note to an unrelated party in the amount of $1,055,000. The twelve (12) month maturity note carries an interest rate of 10% per annum, and can be converted into Company's common stock at a conversion price of $5.00 per share after six months from the date of issuance at the holder's option.

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

Except for historical information contained in this report, the matters discussed are forward-looking statements that involve risks and uncertainties. When used in this report, words such as "anticipates", "believes", "could", "estimates", "expects", "may", "plans", "potential" and "intends" and similar expressions, as they relate to the Company or its management, identify forward-looking statements. Such forward-looking statements are based on the beliefs of the Company's management, as well as assumptions made by and information currently available to the Company's management. Among the factors that could cause actual results to differ materially are the following: the effect of business and economic conditions; the impact of competitive products and their pricing; unexpected manufacturing or supplier problems; the Company's ability to maintain sufficient credit arrangements; changes in governmental standards by which our environmental control products are evaluated and the risk factors reported from time to time in the Company's SEC reports, including its recent report on Form 10-K. The Company undertakes no obligation to update forward-looking statements as a result of future events or developments.

General Overview

The Company was incorporated on April 27, 1998, in the state of Delaware under the name "Diversified American Holdings, Inc." The Company subsequently changed its name to "Cemtrex Inc." on December 16, 2004. Unless the context requires otherwise, all references to "we", "our", "us", "Company", "registrant", "Cemtrex" or "management" refer to Cemtrex, Inc. and its subsidiaries. Cemtrex is a leading diversified technology company that operates in a wide array of business segments and provides solutions to meet today's industrial and manufacturing challenges. The Company provides manufacturing services of advanced electronic system assemblies, provides broad-based industrial services instruments & emission monitors for industrial processes, and provides industrial air filtration & environmental control systems.

Through our Electronics Manufacturing Services ("EMS") group, we provide end to end electronic manufacturing services, which include product design and sustaining engineering services, printed circuit board assembly and production, cabling and wire harnessing, systems integration, comprehensive testing services and completely assembled electronic products. Our EMS group offers fully integrated contract manufacturing services to global original equipment manufacturers (OEMs) and technology companies that operate primarily in the medical, industrial, automation, automotive, and renewable markets.

Through our Industrial Products and Services ("IPS") group, we sell a complete line of air filtration and environmental control products to a wide variety of industrial and manufacturing industries worldwide. The group also manufactures, sells, and services monitoring instruments, software and systems for measurement of emissions of Greenhouse gases, hazardous gases, particulate and other regulated pollutants used in emissions trading globally as well as for industrial processes. We also market monitoring and analysis equipment for gas and liquid measurement for various downstream oil & gas applications as well as various industrial process applications. In addition through our newly acquired business offers one-source expertise and capabilities in plant and equipment erection, relocation, and disassembly in a wide variety of industrial markets like automotive, printing & graphics, industrial automation, packaging, and chemicals among others.

On December 15, 2015 we acquired Advanced Industrial Services, Inc. ("AIS") and its affiliate subsidiary company based in York Pennsylvania. Advanced Industrial Services Inc. is a well-known broad based industrial services provider that offers one-source expertise and capabilities in plant and equipment erection, relocation, and disassembly. Over the years it has been one of the market leaders in installing high precision equipment in a wide variety of industrial markets like automotive, printing & graphics, industrial automation, packaging, and chemicals among others. In addition, AIS has experience in installing industrial air filtration equipment, similar to the equipment sold by Cemtrex through its existing business operations (see NOTE 11).

On May 31, 2016 we acquired machinery & equipment, electronics manufacturing business and logistics business from a German company, Periscope, GmbH ("Periscope") and placed them in three newly formed entities: ROB Cemtrex Assets UG, ROB Cemtrex Automotive GmbH and ROB Cemtrex Logistics GmbH respectively. Periscope's electronic manufacturing business deals primarily with the major German automotive manufacturers, including Tier 1 suppliers in the industry, as well as for industries like telecommunications, industrial goods, luxury consumer products, display technology, and other industrial OEMs. Periscope had more than 35 years of industrial operating experience. The Periscope acquisition was completed through use of $4,902,670 of Company cash, $717,936 in Seller note and $3,298,600 in proceeds from issuance of a note to Ducon Technologies Inc., a related party (see NOTE 11).

Liquidity

Our current strategic plan includes the expansion of the Company both organically and through acquisitions if market conditions and competitive conditions allow. Due to the long-term nature of investments in acquisitions and other financial needs to support organic growth, including working capital, we expect our long-term and working capital needs to periodically exceed the short-term fluctuations in cash flow from operations. Accordingly, we anticipate that we will likely raise additional external capital from the sale of common stock, preferred stock, and debt instruments as market conditions may allow in addition to cash flow from operations to fund our growth and working capital needs.

To the extent that our internally-generated cash flow is insufficient to meet our needs, we are subject to uncertain and ever-changing debt and equity capital market conditions over which we have no control. The magnitude and the timing of the funds that we need to raise from external sources also cannot be easily predicted.

In the event that we need to raise significant amounts of external capital at any time or over an extended period, we face a clear risk that we may need to do so under adverse capital market conditions with the result that persons who acquire our common stock may incur significant and immediate dilution should we raise capital from the sale of our common or preferred stock. Similarly, we may need to meet our external capital needs from the sale of secured or unsecured debt instruments at interest rates and with such other debt covenants and conditions as the market then requires. In all of these transactions we anticipate that we will likely need to raise significant amounts of additional external capital to support our growth. However, there can be no guarantee that we will be able to raise external capital on terms that are reasonable in light of current market conditions. In the event that we are not able to do so, persons who acquire our common stock may face significant and immediate dilution and other adverse consequences. Further, debt covenants contained in debt instruments that we issue may limit our financial and operating flexibility with consequent adverse impact on our common stock market price.

There is no guarantee that cash flow from operations and/or debt and equity vehicles will provide sufficient capital to meet our expansion goals and working capital needs.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon the accompanying unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and the related disclosures at the date of the financial statements and during the reporting period. Although these estimates are based on our knowledge of current events, our actual amounts and results could differ from those estimates. The estimates made are based on historical factors, current circumstances, and the experience and judgment of our management, who continually evaluate the judgments, estimates and assumptions and may employ outside experts to assist in the evaluations.

Certain of our accounting policies are deemed "critical", as they are both most important to the financial statement presentation and require management's most difficult, subjective or complex judgments as a result of the need to make estimates about the effect of matters that are inherently uncertain. For a discussion of our critical accounting policies, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended September 30, 2015.

Results of Operations - For the three months ending June 30, 2016 and 2015

Total revenue for the three months ended June 30, 2016 and 2015 was $24,714,853 and $14,665,748, respectively, an increase of $10,049,105, or 69%. Net income for the three months ended June 30, 2016 and 2015 was $1,431,040 and $942,505, respectively, an increase of $488,535, or 52%. Total revenue and net income in the third quarter increased, as compared to net income in the same period last year, due to the acquisition of AIS and Periscope.

Revenues

Our IPS group's revenues for three months ended June 30, 2016 increased by $3,127,638 or 33%, to $12,468,737 from $9,341,099 for the three months ended June 30, 2015. The increase was primarily due to the acquisition of AIS on December 15, 2015.

Our EMS group's revenues for the three months ended June 30, 2016 increased by $6,921,467 or 130% to $12,246,116 from $5,324,649 for the three months ended June 30, 2015. The primary reason for increased sales was due to the acquisition of Periscope and the execution of in-house orders, delayed during the prior quarter, as compared to the same quarter a year ago. The shipments were delayed since the customers had to put a hold on taking delivery of certain shipments due to their own internal production issues.

Gross Profit

Gross Profit for the three months ended June 30, 2016 was $8,158,669 or 33% of revenues as compared to gross profit of $4,252,202 or 29% of revenues for the three months ended June 30, 2015. The gross profit percentage has increased in the three months ended June 30, 2016 compared to the same period in the prior year due to the mix of products shipped and services offered during the respective quarters. The Company's gross profit margins vary from product to product and from customer to customer.

Operating Expenses

Operating expenses for the three months ended June 30, 2016 increased $2,890,311 or 81% to $6,461,447 from $3,571,136 for the three months ended June 30, 2015. Operating expenses as a percentage of revenue increased to 26% of revenues for the three month period ended June 30, 2016 compared to 24% for the three month period ended June 30, 2015. The increase in operating expenses was due to the operating expenses of acquired businesses AIS and Periscope. The increase as a percentage of revenues were primarily due to one-time expenses related to the acquisition of Periscope and other corporate marketing expenses.

Other Income/(Expense)

Interest and other income/(expense) for the third quarter of fiscal 2016 was $(142,884) as compared to $246,539 for the third quarter of fiscal 2015. The expense was due primarily to interest on the acquisition loans for AIS.

Provision for Income Taxes

During the third quarter of fiscal 2016 we recorded an income tax provision of $123,298 compared to an income tax benefit of $14,900 for the third quarter of fiscal 2015. The provision for income tax is based upon the projected income tax from the Company's various U.S. and international subsidiaries that are subject to their respective income tax jurisdictions.

Net Income/Loss

The Company had net income of $1,431,040 or 6% of revenues, for the three month period ended June 30, 2016 as compared to a net income of $942,505 or 6% of revenues, for the three months ended June 30, 2015. Net income in the second quarter increased, as compared to net income in the same period last year, due largely to the acquisition of Periscope.

Results of Operations - For the nine months ending June 30, 2016 and 2015

Total revenue for the nine months ended June 30, 2016 and 2015 was $56,937,646 and $42,839,477, respectively, an increase of $14,098,169, or 33%. Net income for the nine months ended June 30, 2016 and 2015 was $2,953,331 and $2,420,950, respectively, an increase of $532,381, or 22%. Total revenue and net income in the first three quarters of fiscal 2016 increased, as compared to net income in the same period last year, due largely to an improved gross profit compared to the same period in the prior year.

Revenues

Our IPS group's revenues for the nine months ended June 30, 2016 increased by $9,380,971 or 39%, to $33,206,953 from $23,825,982 for the nine months ended June 30, 2015. The increase was primarily due to the acquisition of AIS on December 15, 2015.

Our EMS group's revenues for the nine months ended June 30, 2016 increased by $4,717,198 or 25% to $23,730,693 from $19,013,495 for the nine months ended June 30, 2015. The primary reason for increased sales was due to the acquisition of Periscope and the execution of in-house orders, delayed during the prior quarter, as compared to the same period a year ago. The shipments were delayed since the customers had to put a hold on taking delivery of certain shipments due to their own internal production issues.

Gross Profit

Gross Profit for the nine months ended June 30, 2016 was $17,864,295 or 31% of revenues as compared to gross profit of $12,519,767 or 29% of revenues for the nine months ended June 30, 2015. The gross profit percentage has increased slightly in the nine months ended June 30, 2016 compared to the same period in the prior year due to the mix of products shipped and services offered during the respective periods. The Company's gross profit margins vary from product to product and from customer to customer.

Operating Expenses

Operating expenses for the nine months ended June 30, 2016 increased $4,165,108 or 39% to $14,805,001 from $10,639,893 for the nine months ended June 30, 2015. Operating expenses as a percentage of revenue increased slightly to 26 % for the nine month period ended June 30, 2016 as compared to 25% for the nine month period ended June 30, 2015. The increase in operating expenses was due to the operating expenses of acquired businesses AIS and Periscope. The increases in operating expenses as a percentage of revenues were primarily due to one-time expenses related to the acquisition of Periscope and other corporate marketing expenses.

Other Income/(Expense)

Interest and other income/(expense) for the first three quarters of fiscal 2016 was $(38,539) as compared to $426,076 for the first three quarters of fiscal 2015. The decrease in income was due primarily to interest on the acquisition loans for AIS.

Provision for Income Taxes

During the first three quarters of fiscal 2016 we recorded an income tax provision of $67,424 compared to an income tax benefit of $115,000 for the first three quarters of fiscal 2015. The provision for income tax is based upon the projected income tax from the Company's various U.S. and international subsidiaries that are subject to their respective income tax jurisdictions.

Net Income/Loss

The Company had net income of $2,953,331 or 5% of revenues, for the nine month period ended June 30, 2016 as compared to a net income of $2,420,950 or 6% of revenues, for the nine months ended June 30, 2015. Net income in the first three quarters increased, as compared to net income in the same period last year, due largely to the acquisition of Periscope.

Effects of Inflation

The Company's business and operations have not been materially affected by inflation during the periods for which financial information is presented.

Liquidity and Capital Resources

Working capital was $9,926,927 at June 30, 2016 compared to $4,693,904 at September 30, 2015. This includes cash and cash equivalents of $2,376,526 at June 30, 2016 and $1,486,737 at September 30, 2015, respectively. The increase in working capital was primarily due to increases in cash and equivalents, restricted cash, accounts receivable, inventory, and prepaid expenses and other current assets, offset by increases in accounts payable, revolving line of credit, and accrued expenses, current portion of long-term liabilities, and the issuance of convertible notes. These account changes are due largely to the acquisition of AIS and Periscope's current assets while liabilities acquired in these acquisitions were largely long-term.

Accounts receivable increased $6,465,859 or 137% to $11,236,903 at June 30, 2016 from $4,771,044 at September 30, 2015. The increase in accounts receivable is largely attributable to the acquisition of AIS and Periscope.

Inventories increased $8,162,115 or 128% to $14,531,631 at June 30, 2016 from $6,369,516 at September 30, 2015. The increase in inventories is attributable to the acquisition of AIS and Periscope.

Operating activities provided $4,891,161 of cash for the nine months ended June 30, 2016 compared to providing cash of $3,107,487 of cash for the nine months ended June 30, 2015. The increase in operating cash flows was primarily due to the increases in accounts receivable and inventory from the acquisition of AIS and Periscope during the nine months ended June 30, 2016

Investment activities used $16,672,788 of cash for the nine months ended June 30, 2016 compared to using cash of $386,392 during the nine month period ended June 30, 2015. Investing activities were primarily driven by the acquisition of AIS and Periscope and purchases of property, plant, and equipment.

Financing activities provided $12,671,416 of cash in the nine month period ended June 30, 2016 as compared to using cash of $1,994,395 in the nine month period ended June 30, 2015. Financing activities were primarily driven by proceeds of bank loans, loans from affiliated companies, and notes payable for the acquisition of AIS and Periscope and the issuance of convertible notes offset by payments on those liabilities.

In the event that we raise significant external capital from the issuance of our common stock, preferred stock, or any one or more debt instruments, we remain subject to the uncertainties and the volatility of the capital markets over which we have no control. In all of these transactions we may be forced to raise capital on adverse terms or terms that are not reasonable in light of current market conditions. As a result, persons who acquire our common stock may incur immediate and substantial dilution and, in the case of our issuance of preferred stock or any debt instrument, we may issue preferred stock with rights and privileges that adversely impact common stockholder rights, and, in the case of the issuance of any debt instrument, the affirmative and negative covenants that we may be required to accept, could adversely impact our financial and operating flexibility with consequent adverse impact on the rights of our common stockholders and our common stock market price.

Overall, there is no guarantee that cash flow from our existing or future operations and any external capital that we may be able to raise will be sufficient to meet our expansion goals and working capital needs.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures reporting as promulgated under the Exchange Act is defined as controls and procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms. Disclosure controls and procedures include without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer ("CEO") and Vice President of Finance ("VPF"), or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Our CEO and our VPF have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2016 and have concluded that the Company's disclosure controls and procedures were effective as of June 30, 2016.

Changes in Internal Control Over Financial Reporting

There was no change in the Company's internal control over financial reporting during the Company's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II Other Information

Item 6. Exhibits

Exhibit No.	Description
3.1	Articles of Incorporation of the Registrant as filed with the Secretary of State of Delaware (incorporated by reference to Exhibit 3.1 to the Registrant's registration statement on Form 10/A filed on May 22, 2008, File No. 000-53238).
3.2	Certificate of Amendment to Articles of Incorporation dated September 29, 2006 (incorporated by reference to Exhibit 3.3 to the Registrant's registration statement on Form 10/A filed on May 22, 2008, File No. 000-53238).
3.3	Certificate of Amendment to Articles of Incorporation dated March 30, 2007 (incorporated by reference to Exhibit 3.4 to the Registrant's registration statement on Form 10/A filed on May 22, 2008, File No. 000-53238).
3.4	Certificate of Amendment to Articles of Incorporation dated May 16, 2007 (incorporated by reference to Exhibit 3.5 to the Registrant's registration statement on Form 10/A filed on May 22, 2008, File No. 000-53238).
3.5	Certificate of Amendment to Articles of Incorporation dated August 21, 2007 (incorporated by reference to Exhibit 3.6 to the Registrant's registration statement on Form 10/A filed on May 22, 2008, File No. 000-53238).
3.6	Certificate of Amendment to Articles of Incorporation dated April 3, 2015 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K/A filed on April 15, 2015).
31.1	Certification of Chief Executive Officer as required by Rule 13a-14 or 15d-14 of the Exchange Act, as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Vice President of Finance and Principal Financial Officer as required by Rule 13a-14 or 15d-14 of the Exchange Act, as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act 0f of 2002.
32.2	Certification of Vice President of Finance and Principal Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act 0f of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

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.
Dated: August 15, 2016	By:	/s/Saagar Govil Saagar Govil Chief Executive Officer
Dated: August 15, 2016		/s/Renato Dela Rama Renato Dela Rama Vice President of Finance and Principal Financial Officer

EXHIBIT 31.1

CERTIFICATION PURSUANT TO RULE 13A/15D OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Saagar Govil, certify that:

1. I have reviewed this report on Form 10-Q of Cemtrex, Inc. and subsidiaries (the "registrant);

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. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the 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 us by others within those entities, particularly during the period in which this report is being prepared;
   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. Disclosed in this report any change in the 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. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the 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.

/s/Saagar Govil
Saagar Govil
Chief Executive Officer

Dated: August 15, 2016

EXHIBIT 31.2

CERTIFICATION PURSUANT TO RULE 13A/15D OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Renato Dela Rama, certify that:

1. I have reviewed this report on Form 10-Q of Cemtrex, Inc. and subsidiaries (the "registrant);

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. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the 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 us by others within those entities, particularly during the period in which this report is being prepared;
   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d. Disclosed in this report any change in the 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. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the 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.

/s/Renato Dela Rama
Renato Dela Rama
Vice President of Finance
and Principal Financial Officer

Dated: August 15, 2016

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 Cemtrex, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Saagar Govil, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

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

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Saagar Govil
Saagar Govil
Chief Executive Officer

Dated: August 15, 2016

EXHIBIT 32.2

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 Cemtrex, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Renato Dela Rama, Vice President of Finance and Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

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

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Renato Dela Rama
Renato Dela Rama
Vice President of Finance
and Principal Financial Officer

Dated: August 15, 2016