UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[X] **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES ACT OF 1934**

For the quarterly period ended June 30, 2017

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 registrant as specified in its charter)

Delaware	30-0399914
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
19 Engineers Lane, Farmingdale, New York	11735
(Address of principal executive offices)	(Zip Code)

631-756-9116
(Registrant's telephone number, including area code)

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.

[X] Yes [ ] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

[X] 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 **[X]**

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

[ ] Yes [X] 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 7, 2017, the issuer had 10,248,533 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)

		June 30, 2017		September 30, 2016
Assets				
Current assets				
Cash and equivalents	$	13,241,368	$	6,045,521
Restricted Cash		811,569		698,459
Accounts receivable, net		14,576,581		13,568,727
Inventory, net		16,565,678		14,071,627
Prepaid expenses and other current assets		2,102,444		2,475,404
Deferred tax asset		67,000		67,000
Total current assets		47,364,640		36,926,738
Property and equipment, net		16,860,577		17,647,888
Goodwill		918,819		918,819
Other assets		85,203		540,064
Total Assets	**$**	**65,229,239**	**$**	**56,033,509**
Liabilities & Stockholders' Equity (Deficit)				
Current liabilities				
Accounts payable	$	8,026,375	$	7,733,459
Credit card payable		218,204		294,169
Sales tax payable		247,531		263,107
Revolving line of credit		2,823,047		3,454,913
Accrued expenses		3,010,121		5,174,529
Deferred revenue		564,901		1,387,139
Accrued income taxes		1,139,220		1,042,589
Convertible notes payable		520,000		3,748,000
Current portion of long-term liabilities		2,015,434		2,056,887
Total current liabilities		18,564,833		25,154,792
Long-term liabilities				
Loans payable to bank		5,486,709		6,402,228
Notes payable		397,468		1,222,158
Mortgage payable		3,785,016		3,869,066
Notes payable to related party		-		3,599,307
Total long-term liabilities		9,669,193		15,092,759
Deferred tax liabilities		94,000		94,000
Total liabilities		28,328,026		40,341,551
Commitments and contingencies		-		-
Shareholders' equity				
Preferred stock , $0.001 par value, 10,000,000 shares authorized, Series A, 1,000,000 shares authorized, issued and outstanding at June 30, 2017 and September 30, 2017		1,000		1,000
Series 1, 3,000,000 shares authorized, 1,736,858 and no shares issued and outstanding as of June 30, 2017 and September 30, 2016, respectively		1,736		-
Common stock, $0.001 par value, 20,000,000 shares authorized, 10,207,739 shares issued and outstanding at June 30, 2017 and 9,460,283 shares issued and outstanding at September 30, 2016		10,207		9,460
Additional paid-in capital		23,350,562		5,230,745
Retained earnings		13,938,466		11,424,900
Accumulated other comprehensive loss		(400,758)		(974,147)
Total shareholders' equity		36,901,213		15,691,958
Total liabilities and shareholders' equity	**$**	**65,229,239**	**$**	**56,033,509**

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,		For the nine months ended June 30,	
	2017	2016	2017	2016
Revenues				
Industrial Products & Services Revenue	$ 13,467,483	$ 12,468,737	$ 42,024,611	$ 33,206,953
Electronics Manufacturing Services Revenue	14,339,173	12,246,116	45,684,285	23,730,693
Total revenues	27,806,656	24,714,853	87,708,896	56,937,646
Cost of revenues				
Cost of Sales, Industrial Products & Services	9,437,556	8,935,388	30,327,245	24,298,643
Cost of Sales, Electronics Manufacturing Services	8,437,194	7,620,796	28,393,397	14,774,708
Total cost of revenues	17,874,750	16,556,184	58,720,642	39,073,351
Gross profit	9,931,906	8,158,669	28,988,254	17,864,295
Operating expenses				
General and administrative	8,526,625	6,461,447	24,833,985	14,805,001
Total operating expenses	8,526,625	6,461,447	24,833,985	14,805,001
Operating income	1,405,281	1,697,222	4,154,269	3,059,294
Other income (expense)				
Other Income (expense)	154,579	94,781	(81,969)	559,287
Interest Expense	(204,992)	(237,665)	(948,360)	(597,826)
Total other income (expense)	(50,413)	(142,884)	(1,030,329)	(38,539)
Net income before income taxes	1,354,868	1,554,338	3,123,940	3,020,755
Provision for income taxes	172,286	123,298	122,197	67,424
Net income	1,182,582	1,431,040	3,001,743	2,953,331
Preferred dividends paid	-	-	332,938	-
Net income available to common shareholders	1,182,582	1,431,040	2,668,805	2,953,331
Other comprehensive income/(loss)				
Foreign currency translation gain/(loss)	891,215	38,392	573,389	(375,709)
Comprehensive income available to common shareholders	$ 2,073,797	$ 1,469,432	$ 3,242,194	$ 2,577,622
Income Per Common Share-Basic	$ 0.12	$ 0.16	$ 0.27	$ 0.36
Income Per Common Share-Diluted	$ 0.11	$ 0.16	$ 0.26	$ 0.36
Weighted Average Number of Common Shares-Basic	10,033,060	8,804,446	9,932,894	8,116,266
Weighted Average Number of Common Shares-Diluted	10,300,022	8,872,966	10,214,020	8,184,552

The accompanying notes are an integral part of these financial statements

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

	For the nine months ended June 30, 2017	For the nine months ended June 30, 2016
Cash Flows from Operating Activities		
Net income	$ 3,001,743	$ 2,953,331
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1,741,818	1,125,297
Deferred revenue	(822,238)	1,184,899
Share-based compensation	-	51,272
Shares issued for acquisition	-	1,000,000
Discounts on convertible debt	-	(139,000)
Interest expense on convertible debt	163,628	116,548
Changes in operating assets and liabilities net of effects from acquisition of subsidiaries:		
Restricted cash	(113,110)	(275,515)
Accounts receivable	(1,007,854)	(3,253,862)
Inventory	(2,494,051)	304,636
Prepaid expenses and other assets	372,960	735,408
Others	454,861	133,539
Accounts payable	292,916	1,551,391
Credit card payable	(75,965)	347,173
Sales tax payable	(15,576)	9,002
Revolving line of credit	(631,866)	(1,602,516)
Accrued expenses	(2,164,408)	558,828
Income taxes payable	137,091	90,730
Net cash provided by operating activities	**(1,160,051)**	**4,891,161**
Cash Flows from Investing Activities		
Purchase of property and equipment	(642,064)	(366,168)
Loss on disposal of property and equipment	(24,785)	-
Investment in subsidiary, net of cash received	-	(16,306,620)
Purchase and retirement of common stock	(1,344,593)	-
Net cash provided by (used by) investing activities	**(2,011,442)**	**(16,672,788)**
Cash Flows from Financing Activities		
Proceeds from notes payable	-	2,217,936
Payments on notes payable	(824,690)	(193,733)
Proceeds/(payments) on affiliated loan	(120,061)	3,200,145
Proceeds from bank loans	-	6,050,000
Payments on bank loans	(976,572)	(1,680,432)
Proceeds from convertible notes	-	3,077,500
Net proceeds from subscription rights offering	12,817,300	-
Dividends paid	(528,637)	-
Net cash provided by (used by) financing activities	**10,367,340**	**12,671,416**
Net increase (decrease) in cash	7,195,847	889,789
Cash beginning of period	6,045,521	1,486,737
Cash end of period	**$ 13,241,368**	**$ 2,376,526**
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period for interest	$ 711,270	$ 597,826
Cash paid during the period for income taxes	$ -	$ -

The accompanying notes are an integral part of these financial statements

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 provides solutions to meet today's industrial and manufacturing challenges. The Company offers 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.

Electronics Manufacturing Services (EMS)

Cemtrex, through its Electronics Manufacturing Services (EMS) segment, provides end to end electronic manufacturing services, which includes 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.

Cemtrex's EMS segment works with industry leading OEMs in their outsourcing of non-core manufacturing services by forming a long term relationship as an electronics manufacturing partner. We work in close relationships with our customers throughout the entire electronic lifecycle of a product, from design, manufacturing, and distribution. We seek to grow our business through the addition of new, high quality customers, the expansion of our share of business with existing customers, and participating in the growth of existing customers.

Using our manufacturing capabilities, we provide our customers with advanced product assembly and system level integration combined with test services to meet the highest standards of quality. Through our agile manufacturing environment we can deliver low and medium volume and mix services to our clients. Additionally we design, develop, and manufacture various interconnects and cable assemblies that often are sold in conjunction with our PCBAs to enhance our value to our customers. The Company also provides engineering services from new product introductions and prototyping, related testing equipment, to product redesigns.

We believe our ability to attract and retain new customers comes from our ongoing commitment to understanding our customers' business performance requirements and our expertise in meeting or exceeding these requirements and enhancing their competitive edge. We work closely with our customers from an operational and senior executive level to achieve a deep understanding of our customer's goals, challenges, strategies, operations, and products to ultimately build a long lasting successful relationship.

Industrial Products & Services (IPS)

Cemtrex, through its Industrial Products and Services segment, offers single-source services for in plant equipment erection, relocation, and maintenance. The segment also sells a complete line of air filtration and environmental control products to a wide variety of industrial customers worldwide. The segment 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. The Company also markets monitoring and analysis equipment for gas and liquid measurement for various downstream oil & gas applications as well as various industrial process optimization applications.

The Company, under the Griffin Filters brand, provides a complete line of air filtration and environmental control equipment to industries such as: chemical, cement, steel, food, construction, mining, & petrochemical. This equipment is used to: (i) remove dust, corrosive fumes, mists, hydrocarbons, volatile organic compounds, submicron particles and particulate from industrial exhausts and boilers; (ii) clean noxious and acid gases such as sulfur dioxide, hydrogen chloride, hydrogen sulfide, chlorides, and organics from industrial exhaust stacks prior to discharging to the atmosphere; and (iii) control emissions of coal, dust, sawdust, phosphates, fly ash, cement, carbon black, soda ash, silica, and similar substances from construction facilities, mining operations and dryer exhausts.

The Company through its Advanced Industrial Services ("AIS") brand offers one-source expertise and services for rigging, millwrighting, in plant maintenance, equipment erection, relocation, and disassembly to diversified customers in USA. AIS installs high precision equipment 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. 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 consisted of $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 13).

On May 31, 2016, we acquired a machinery & equipment business, an electronics manufacturing business and a 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 cash, $717,936 in a Seller note and $3,298,600 in proceeds from the issuance of a note to Ducon Technologies Inc., a related party (see NOTE 13).

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, 2016 ("2016 Annual Report") of Cemtrex Inc. ("Cemtrex" or the "Company"). A summary of the Company's significant accounting policies is identified in Note 2 of the notes to the consolidated financial statements included in the Company's 2016 Annual Report. There have been no changes in the Company's significant accounting policies subsequent to September 30, 2016.

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 Systems Srl, ROB Cemtrex Assets UG, ROB Cemtrex Automotive GmbH, 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, 2016, 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 January and February 2017, the Company received aggregate gross proceeds of $14,018,750 through the issuance of 1,401,875 shares of its series 1 preferred stock, paying cumulative dividends at the rate of 10% of the purchase price per year, and 2,803,750 series 1 warrants to purchase shares of common stock at $6.31 per share for five years.

NOTE 4 – SEGMENT INFORMATION

The Company reports and evaluates financial information for two segments: Electronics Manufacturing Services (EMS) segment and the Industrial Products and Services (IPS) segment. The EMS segment provides end to end electronic manufacturing services, which includes 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. The IPS segment sells a complete line of air filtration and environmental control products to a wide variety of industrial and manufacturing industries worldwide. The Company 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. The Company also markets monitoring and analysis equipment for gas and liquid measurement for various downstream oil & gas applications as well as various industrial process applications.

The following tables summarize the Company's segment information:

	As of or for the three months ended June 30, 2017		
	Industrial Products & Services Segment	Electronics Manufacturing Services Segment	Consolidated
Revenue form external customers	$ 13,467,483	$ 14,339,173	$ 27,806,656
Total assets	$ 33,929,704	$ 31,299,535	$ 65,229,239
Accounts receivable, net	$ 10,222,286	$ 4,354,295	$ 14,576,581
Other assets	$ 36,296	$ 48,907	$ 85,203

	As of or for the three months ended June 30, 2016		
	Industrial Products & Services Segment	Electronics Manufacturing Services Segment	Consolidated
Revenue form external customers	$ 12,468,737	$ 12,246,116	$ 24,714,853
Total assets	$ 18,707,871	$ 33,778,145	$ 52,486,016
Accounts receivable, net	$ 5,815,819	$ 5,421,084	$ 11,236,903
Other assets	$ 4,225	$ 62,074	$ 66,299

	As of or for the nine months ended June 30, 2017		
	Industrial Products & Services Segment	Electronics Manufacturing Services Segment	Consolidated
Revenue form external customers	$ 42,024,611	$ 45,684,285	$ 87,708,896
Total assets	$ 33,929,704	$ 31,299,535	$ 65,229,239
Accounts receivable, net	$ 10,222,286	$ 4,354,295	$ 14,576,581
Other assets	$ 36,296	$ 48,907	$ 85,203

	As of or for the nine months ended June 30, 2016		
	Industrial Products & Services Segment	Electronics Manufacturing Services Segment	Consolidated
Revenue form external customers	$ 33,206,953	$ 23,730,693	$ 56,937,646
Total assets	$ 18,707,871	$ 33,778,145	$ 52,486,016
Accounts receivable, net	$ 5,815,819	$ 5,421,084	$ 11,236,903
Other assets	$ 4,225	$ 62,074	$ 66,299

NOTE 5 – 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, 2017 and 2016.

NOTE 6 – RESTRICTED CASH

A subsidiary of the Company participates in a consortium in order to self-insure group care coverage for its employees. The plan is administrated by Benecon Group and the Company makes monthly deposits in a trust account to cover medical claims and any administrative costs associated with the plan. These funds, as required by the plan are restricted in nature and amounted to $811,569 as of June 30, 2017. The Company also records a liability for claims that have been incurred but not recorded at the end of each year. The amount of the liability is determined by Benecon Group. The liability recorded in accrued expenses amounted to $71,160 as of June 30, 2017.

NOTE 7 – ACCOUNTS RECEIVABLE, NET

Trade receivables, net consist of the following:

	June 30, 2017	September 30, 2016
Accounts receivable	$ 14,691,217	$ 13,690,377
Allowance for doubtful accounts	(114,636)	(121,650)
	$ 14,576,581	$ 13,568,727

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 8 – INVENTORY, NET

Inventory, net, consist of the following:

	June 30, 2017	September 30, 2016
Raw materials	$ 11,503,450	$ 9,636,142
Work in progress	2,929,898	2,554,025
Finished goods	3,119,548	2,852,223
	17,552,896	15,042,390
Less: Allowance for inventory obsolescence	(987,218)	$ (970,763)
Inventory –net of allowance for inventory obsolescence	$ 16,565,678	$ 14,071,627

NOTE 9 – PROPERTY AND EQUIPMENT

Property and equipment are summarized as follows:

	June 30, 2017	September 30, 2016
Land	$ 1,209,307	$ 1,193,230
Building	5,093,399	5,019,484
Furniture and office equipment	1,756,751	1,180,963
Computer software	424,202	1,377,260
Machinery and equipment	14,405,928	12,718,694
	22,889,587	21,489,631
Less: Accumulated depreciation	(6,029,010)	(3,841,743)
Property and equipment, net	$ 16,860,577	$ 17,647,888

NOTE 10 – PREPAID AND OTHER CURRENT ASSETS

On June 30, 2017, the Company had prepaid and other current assets consisting of prepayments on inventory purchases of $1,192,148 and other current assets of $910,296. On June 30, 2016 the company had prepaid and other current assets consisting of prepayments on inventory purchases of $3,353,115, income tax benefit for USA companies of $55,874, and other current assets of $741,982.

NOTE 11 – CONVERTIBLE NOTES PAYABLE

As of June 30, 2017, the Company had 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
August 16, 2016	520,000	12 Months	10%	$ 6.50	6 Months
Total	**$ 520,000**				

The use of the proceeds from the notes issued was for growth capital and planned acquisitions. Pursuant to the terms of these convertible notes the Company 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, 2017, 1,110,984 shares of the Company's common stock were issued to satisfy $3,228,000 of convertible notes payable.

NOTE 12 – LONG-TERM LIABILITIES

Loans payable to bank

On October 31, 2013, the Company obtained a loan from Sparkasse Bank of Germany in the amount of €3,000,000 ($4,006,500, based upon the exchange rate on October 31, 2013) in order to fund the purchase of ROB Cemtrex GmbH. Of these proceeds, $2,799,411 was used to purchase ROB Cemtrex GmbH and $1,207,089 funded 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 obtained 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 obtained 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 14 – Related Party Transactions for details on notes payable to Ducon Technologies, Inc.

NOTE 13 – 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 purchase was $7.676 million, which consisted of the following:

Cemtrex, Inc. common stock		1,000,000
Loan from bank		5,176,262
Note payable		1,500,000
Total Purchase Price	$	7,676,262

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 was adjusted after obtaining more information regarding, among other things, asset valuations, liabilities assumed, and revisions of preliminary estimates.

The following table summarizes the current allocation of the assets acquired and liabilities assumed based on their preliminary estimated fair values and measurement period adjustments:

	As initially reported	Measurement period adjustments	As adjusted
Cash	$ 112,586	$ -	$ 112,586
Restricted Cash	608,427	-	608,427
Accounts receivable, net	3,211,997	-	3,211,997
Prepaid expenses	551,292	-	551,292
Inventory, net	465,877	-	465,877
Deferred costs	43,208	-	43,208
Deferred Tax Asset - current	-	75,000	75,000
Property, plant, and equipment, net	6,525,902	126,192	6,652,094
Goodwill	-	78,452	78,452
Other	121,000	-	121,000
Total Liabilities	(4,140,289)	(103,382)	(4,243,671)
Net assets acquired	$ 7,500,000	$ 176,262	$ 7,676,262

The following supplemental pro forma information presents the financial results as if the acquisition of AIS had occurred October 1, 2015:

	For the three months ended June 30,				For the nine months ended June 30,			
	2017		2016		2017		2016	
Revenues	$	27,806,656	$	24,714,853	$	87,708,896	$	61,689,300
Net income	$	1,182,582	$	1,431,040	$	1,431,040	$	2,574,744
Income (Loss) Per Share-Basic	$	0.12	$	0.16	$	0.27	$	0.30
Income (Loss) Per Share-Diluted	$	0.11	$	0.16	$	0.26	$	0.30

Periscope, GmbH

On May 31, 2016 we acquired a machinery & equipment business, an electronics manufacturing business and a 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 purchase 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

The following supplemental pro forma information presents the financial results as if the acquisition of Periscope had occurred October 1, 2015:

	For the three months ended June 30,				For the six months ended June 30,			
	2017		2016		2017		2016	
Revenues	$	27,806,656	$	35,390,017	$	87,708,896	$	96,402,587
Net income	$	1,182,582	$	1,974,951	$	3,001,743	$	(2,093,280)
Income (Loss) Per Share-Basic	$	0.12	$	0.22	$	0.27	$	(0.32)
Income (Loss) Per Share-Diluted	$	0.11	$	0.22	$	0.26	$	(0.32)

NOTE 14 – RELATED PARTY TRANSACTIONS

The Company had notes payable to Ducon Technologies Inc., totaling $0 and $3,599,507 at June 30, 2017 and September 30, 2016, respectively. These notes are unsecured and carry 5% interest per annum. On February 9, 2017, the outstanding principal and accrued interest owed on the notes payable of $3,339,833 were exchanged for 333,983 shares of the Company's series 1 preferred stock and 667,967 series 1 warrants.

The Company leases its principal office at Farmingdale, New York, 4,000 square feet of office and warehouse/shop space in a single story commercial structure on a month to month lease from Ducon Technologies Inc., at a monthly rental of $4,000.

NOTE 15 – STOCKHOLDERS' EQUITY

Preferred Stock

The Company is authorized to issue 10,000,000 shares of Preferred Stock, $0.001 par value. As of June 30, 2017 and September 30, 2016, there were 2,735,858 and 1,000,000 shares issued and outstanding, respectively.

Series A Preferred stock

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 nine-month periods ended June 30, 2017 and 2016, the Company did not issue any Series A Preferred Stock.

As of June 30, 2017 and September 30, 2016, there were 1,000,000 shares of Series A Preferred Stock issued and outstanding, respectively.

Series 1 Preferred Stock

Dividends

Holders of the Series 1 Preferred will be entitled to receive cumulative cash dividends at the rate of 10% of the purchase price per year, payable semiannually on the last day of March and September in each year. Dividends may also be paid, at our option, in additional shares of Series 1 Preferred, valued at their liquidation preference. The Series 1 Preferred will rank senior to the common stock with respect to dividends. Dividends will be entitled to be paid prior to any dividend to the holders of our common stock.

Liquidation Preference

The Series 1 Preferred will have a liquidation preference of $10.00 per share, equal to its purchase price. In the event of any liquidation, dissolution or winding up of our company, any amounts remaining available for distribution to stockholders after payment of all liabilities of our company will be distributed first to the holders of Series 1 Preferred, and then *pari passu* to the holders of the series A preferred stock and our common stock. The holders of Series 1 Preferred will have preference over the holders of our common stock on any liquidation, dissolution or winding up of our company. The holders of Series 1 Preferred will also have preference over the holders of our series A preferred stock.

Voting Rights

Except as otherwise provided in the certificate of designation, preferences and rights or as required by law, the Series 1 Preferred will vote together with the shares of our common stock (and not as a separate class) at any annual or special meeting of stockholders. Except as required by law, each holder of shares of Series 1 Preferred will be entitled to two votes for each share of Series 1 Preferred held on the record date as though each share of Series 1 Preferred were 2 shares of our common stock. Holders of the Series 1 Preferred will vote as a class on any amendment altering or changing the powers, preferences or special rights of the Series 1 Preferred so as to affect them adversely.

No Conversion

The Series 1 Preferred will not be convertible into or exchangeable for shares of our common stock or any other security.

Rank

The Series 1 Preferred will rank with respect to distribution rights upon our liquidation, winding-up or dissolution and dividend rights, as applicable:

- senior to our series A preferred stock, common stock and any other class of capital stock we issue in the future unless the terms of that stock provide that it ranks senior to any or all of the Series 1 Preferred;
- on a parity with any class of capital stock we issue in the future the terms of which provide that it will rank on a parity with any or all of the Series 1 Preferred;
- junior to each class of capital stock issued in the future the terms of which expressly provide that such capital stock will rank senior to the Series 1 Preferred and the common stock; and
- junior to all of our existing and future indebtedness.

As of June 30, 2017, there were 1,735,858 shares of Series 1 Preferred Stock issued and outstanding.

As of June 30, 2017 $332,938 worth of dividends have been paid to holders of Series 1 Preferred Stock.

Reverse Stock Split

On April 3, 2015, our Board of Directors approved a reverse split of our common stock, par value $0.001, at a ratio of one-for-six. This reverse stock split became effective on April 15, 2015 and, unless otherwise indicated, all share amounts. Per share data, share prices, exercise prices and conversion rates set forth in this Report and the accompanying consolidated financial statements have, where applicable, been adjusted retroactively to reflect this reverse stock split.

Listing on NASDAQ Capital Markets

On June 25, 2015, the Company's common stock commenced trading on the NASDAQ Capital Market 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, 2017 there were 10,207,739 shares issued and outstanding and at September 30, 2016, there were 9,460,283 shares issued and outstanding.

During the nine-month period ended June 30, 2017, the Company issued 1,110,984 shares of common stock.

On February 12, 2016, the Company granted a stock option for 200,000 shares to Saagar Govil, the Company's Chairman and CEO. These options have an exercise price of $1.70 per share, 50% of the options vest each year and they expire after six years. As of June 30, 2017 none of these options have been exercised.

On December 5, 2016, the Company granted a stock option for 200,000 shares to Saagar Govil, the Company's Chairman and CEO. These options have an exercise price of $4.24 per share, 50% of the options vest each year and they expire after six years. As of June 30, 2017 none of these options have been exercised.

On April 19, 2017, the Company's Board of Directors declared a cash dividend on common stock to shareholders of record on March 31, 2017.

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, 2017, options to purchase 24,598 shares have been exercised and none have expired or have been cancelled.

During the nine-months ended June 30, 2017 the Company acquired and retired 363,528 shares of its common stock at a cost of $1,344,593 purchased under the share repurchase authorization that Cemtrex's board of directors approved in 2016 for the repurchase of up to one million outstanding shares over a 12 month period, depending on market conditions.

For the nine months ended June 30, 2017, 1,110,984 shares of the Company's common stock have been issued to satisfy $3,228,000 of convertible notes payable (see NOTE 11).

Subscription Rights Offering

In December 2016, we commenced a subscription rights offering to our stockholders to raise up to $15.0 million through the sale of units, each consisting of one share of our series 1 preferred stock, paying cumulative dividends at the rate of 10% of the purchase price per year, and two five-year series 1 warrants, upon the exercise of subscription rights at $10.00 per unit. On February 2, 2017, Cemtrex, Inc. (the "Company") completed the final closing of its rights offering. With the final closing, the total subscription proceeds received by the Company in its rights offering and related standby placement amounted to $14,018,750, before payment of the dealer-manager fee and other offering expenses.

NOTE 16 – COMMITMENTS AND CONTIGENCIES

Our IPS segment leases (i) approximately 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 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, (iv) 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 (v) 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, 2017. Additionally the Company leases its principal office at Farmingdale, New York, 4,000 square feet of office and warehouse/shop space in a single story commercial structure on a month to month lease from Ducon Technologies Inc., whose President is Aron Govil, Executive Director of the Company, at a monthly rental of $4,000.

Our EMS segment 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 segment 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 €85,300 which expires on June 30, 2017, (iii) approximately 50,000 sq. ft. of office, warehouse space in Paderborn, Germany at a monthly rental of €42,650 which expires on June 30, 2017.

NOTE 17 – 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 18 - SUBSEQUENT EVENTS

Cemtrex evaluated subsequent events from June 30, 2017 through August 14, 2017, the date the consolidated financial statements were issued. Centrex concluded that no subsequent events have occurred that would require recognition or disclosure in the consolidated financial statements.

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 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.

Electronics Manufacturing Services (EMS)

Cemtrex, through its Electronics Manufacturing Services (EMS) segment, provides end to end electronic manufacturing services, which includes 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.

Cemtrex's EMS segment works with industry leading OEMs in their outsourcing of non-core manufacturing services by forming a long term relationship as an electronics manufacturing partner. We work in close relationships with our customers throughout the entire electronic lifecycle of a product, from design, manufacturing, and distribution. We seek to grow our business through the addition of new, high quality customers, the expansion of our share of business with existing customers, and participating in the growth of existing customers.

Using our manufacturing capabilities, we provide our customers with advanced product assembly and system level integration combined with test services to meet the highest standards of quality. Through our agile manufacturing environment we can deliver low and medium volume and mix services to our clients. Additionally we design, develop, and manufacture various interconnects and cable assemblies that often are sold in conjunction with our PCBAs to enhance our value to our customers. The Company also provides engineering services from new product introductions and prototyping, related testing equipment, to product redesigns.

We believe our ability to attract and retain new customers comes from our ongoing commitment to understanding our customers' business performance requirements and our expertise in meeting or exceeding these requirements and enhancing their competitive edge. We work closely with our customers from an operational and senior executive level to achieve a deep understanding of our customer's goals, challenges, strategies, operations, and products to ultimately build a long lasting successful relationship.

Industrial Products & Services (IPS)

Cemtrex, through its Industrial Products and Services segment, offers single-source services for in plant equipment erection, relocation, and maintenance. The segment also sells a complete line of air filtration and environmental control products to a wide variety of industrial customers worldwide. The segment 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. The Company also markets monitoring and analysis equipment for gas and liquid measurement for various downstream oil & gas applications as well as various industrial process optimization applications.

The Company, under the Griffin Filters brand, provides a complete line of air filtration and environmental control equipment to industries such as: chemical, cement, steel, food, construction, mining, & petrochemical. This equipment is used to: (i) remove dust, corrosive fumes, mists, hydrocarbons, volatile organic compounds, submicron particles and particulate from industrial exhausts and boilers; (ii) clean noxious and acid gases such as sulfur dioxide, hydrogen chloride, hydrogen sulfide, chlorides, and organics from industrial exhaust stacks prior to discharging to the atmosphere; and (iii) control emissions of coal, dust, sawdust, phosphates, fly ash, cement, carbon black, soda ash, silica, and similar substances from construction facilities, mining operations and dryer exhausts.

The Company through its AIS brand offers one-source expertise and services for rigging, millwrighting, in plant maintenance, equipment erection, relocation, and disassembly to diversified customers in USA. AIS installs high precision equipment 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. 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 13).

On May 31, 2016, we acquired a machinery & equipment business, an electronics manufacturing business and a 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 (see NOTE 13).

Liquidity

In December 2016, we commenced a subscription rights offering to our stockholders to raise up to $15.0 million through the sale of units, each consisting of one share of our series 1 preferred stock, paying cumulative dividends at the rate of 10% of the purchase price per year, and two five-year series 1 warrants, upon the exercise of subscription rights at $10.00 per unit. On February 2, 2017, the Company completed the final closing of its rights offering. With the final closing, the total subscription proceeds received by the Company in its rights offering and related standby placement amounted to $14,018,750, before payment of the dealer-manager fee and other offering expenses.

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, 2016.

Results of Operations - For the three months ending June 30, 2017 and 2016

Total revenue for the three months ended June 30, 2017 and 2016 was $27,806,656 and $24,714,853, respectively, an increase of $3,091,803, or 13%. Net income for the three months ended June 30, 2017 and 2016 was $1,182,582 and $1,431,040, respectively, a decrease of $248,458, or 17%. Total revenue in the third quarter increased, as compared to total revenue in the same period last year, due to the acquisition of Periscope. Net income decreased in the third quarter due to increased expenses due to sales and marketing activities.

Revenues

Our IPS group's revenues for the three months ended June 30, 2017 increased by $998,746 or 8%, to $13,467,483 from $12,468,737 for the three months ended June 30, 2016. The increase was primarily due to the increased shipment of goods and execution of projects.

Our EMS group's revenues for the three months ended June 30, 2017 increased by $2,093,057 or 17% to $14,339,173 from $12,246,116 for the three months ended June 30, 2016. The primary reason for increased sales was due to the acquisition of Periscope on May 31, 2016.

Gross Profit

Gross Profit for the three months ended June 30, 2017 was $9,931,906 or 36% of revenues as compared to gross profit of $8,158,669 or 33% of revenues for the three months ended June 30, 2016. Gross profit as a percentage of revenues in the three months ended June 30, 2017 increased 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, 2017 increased $2,065,178 or 32% to $8,526,625 from $6,461,447 for the three months ended June 30, 2016. Operating expenses as a percentage of revenue was 31% and 26% of revenues for the three month periods ended June 30, 2017 and June 30, 2016. The increase in operating expenses as a percentage of revenue was due to increased expenses due to sales and marketing activities. The overall increase on a dollar basis was due to the acquisition of Periscope.

Other Income/(Expense)

Interest and other income/(expense) for the third quarter of fiscal 2017 was $(50,143) as compared to $(142,884) for the third quarter of fiscal 2016. Other income was due primarily to a gain on the disposal of fixed assets offset by interest expense.

Provision for Income Taxes

During the third quarter of fiscal 2017 we recorded an income tax provision of $172,286 compared to $123,298 for the third quarter of fiscal 2016. 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 $1,182,582 or 4% of revenues, for the three month period ended June 30, 2017 as compared to net income of $1,431,040 or 6% of revenues, for the three months ended June 30, 2016. Net income in the third quarter decreased, as compared to net income in the same period last year, due to increased expenses due to sales and marketing activities.

Results of Operations - For the nine months ending June 30, 2017 and 2016

Total revenue for the nine months ended June 30, 2017 and 2016 was $87,708,896 and $56,937,646, respectively, an increase of $30,771,250, or 54%. Net income for the nine months ended June 30, 2017 and 2016 was $3,001,743 and $2,953,331, respectively, an increase of $48,412, or 2%. Total revenue and net income in the first three quarters increased, as compared to net income in the same period last year, due to the acquisitions of AIS and Periscope.

Revenues

Our IPS group's revenues for the nine months ended June 30, 2017 increased by $8,817,658 or 27%, to $42,024,611from $33,206,953 for the nine months ended June 30, 2016. The increase was primarily due to the increased shipment of goods and execution of projects.

Our EMS group's revenues for the nine months ended June 30, 2017 increased by $21,953,592 or 93% to $45,684,285 from $23,730,693 for the nine months ended June 30, 2016. The primary reason for increased sales was due to the acquisition of Periscope.

Gross Profit

Gross Profit for the nine months ended June 30, 2017 was $28,988,254 or 33% of revenues as compared to gross profit of $17,864,295 or 31% of revenues for the nine months ended June 30, 2016. The gross profit percentage increased in the nine months ended June 30, 2017 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 nine months ended June 30, 2017 increased $10,028,984 or 68% to $24,833,985 from $14,805,001 for the nine months ended June 30, 2016. Operating expenses as a percentage of revenue was 29% of revenues for the nine month period ended June 30, 2017 and 26% for the six month period ended June 30, 2016. The increase in operating expenses as a percentage of revenue was due to increased expenses due to sales and marketing activities. The overall increase on a dollar basis was due to the acquisition of AIS and Periscope.

Other Income/(Expense)

Interest and other income/(expense) for the first three quarters of fiscal 2017 was $(1,030,329) as compared to $(38,539) for the first three quarters of fiscal 2016. The expense was due primarily to a loss on the disposal of fixed assets and interest on the acquisition loans for AIS and interest on convertible notes payable.

Provision for Income Taxes

During the first three quarters of fiscal 2017 we recorded an income tax provision of $122,197 compared to a provision of $67,424 for the first three quarters of fiscal 2016. 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 $3,001,743 or 3% of revenues, for the nine month period ended June 30, 2017 as compared to net income of $2,953,331 or 5% of revenues, for the nine months ended June 30, 2016. 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 AIS and 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 $28,799,807 at June 30, 2017 compared to $11,771,946 at September 30, 2016. This includes cash and cash equivalents of $13,241,368 at June 30, 2017 and $6,045,521 at September 30, 2016, respectively. The increase in working capital was primarily due the proceeds from the sale of preferred stock and common stock warrants during our subscription rights offering.

Accounts receivable increased $1,007,854 or 7% to $14,576,581 at June 30, 2017 from $13,568,727 at September 30, 2016. The increase in accounts receivable is largely attributable to increased sales.

Inventories increased $2,494,051 or 18% to $16,565,678 at June 30, 2017 from $14,071,627 at September 30, 2016. The increase in inventories is attributable to the execution of in-house orders, delayed during the prior period, as compared to the same period a year ago. The shipments were delayed due to certain customers that had to put a hold on taking delivery of certain shipments due to their own internal production issues.

Operating activities used $1,160,051 of cash for the nine months ended June 30, 2017 compared to providing cash of $4,891,161 of cash for the nine months ended June 30, 2016. The decrease in operating cash flows was primarily due to paying down our current liabilities during the first three quarters of fiscal 2017.

Investment activities used $2,011,442 of cash for the nine months ended June 30, 2017 compared to using cash of $16,672,788 during the nine month period ended June 30, 2016. Investing activities for the first three quarters of 2017 were primarily driven by the purchase and retirement of shares of our common stock and purchases and disposal of property, plant, and equipment.

Financing activities provided $10,367,340 of cash in the nine month period ended June 30, 2017 as compared to providing cash of $12,671,416 in the nine month period ended June 30, 2016. Financing activities were primarily driven by proceeds from our subscription rights offering offset by payments of bank loans, loans from affiliated companies, notes payable and dividends paid on our Series 1 Preferred Stock.

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, in addition to the net proceeds received from the Company's recently-completed rights offering and standby purchase, 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. 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.

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 January and February 2017, the Company received aggregate gross proceeds of $14,018,750 through the issuance of 1,401,875 shares of its series 1 preferred stock, paying cumulative dividends at the rate of 10% of the purchase price per year, and 2,803,750 series 1 warrants to purchase shares of common stock at $6.31 per share for five years.

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, 2017 and have concluded that the Company's disclosure controls and procedures were effective as of June 30, 2017.

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 I. Legal Proceedings

Three alleged securities class action complaints were filed against the Company and certain of its executive officers in the U.S. District Court for the Eastern District of New York on February 24, 2017. Under the requirements of the Private Securities Litigation Reform Act of 1995 , these three alleged class actions, as well as any further related actions, will be consolidated into a single lawsuit following decisions on motions to consolidate filed with the Court on April 25, 2017. *A* follow-on, related derivative complaint also was filed against the Company and its executive officers and directors in New York State court on April 10, 2017. That derivative action has been stayed by agreement of the parties until after the motion to dismiss process in the consolidated alleged class actions has run its course.

The allegations in all four complaints are based on the assertions contained in a blog post, published shed on a n internet website that challenged various aspects of the Company' s stock trading and relationships . The Company denies these assertions , and filed a lawsuit seeking damages in the amount of $170 million , against the blogger on March 4, 2017 in the U.S. District Court for the Eastern District of New York . The Company voluntarily dismissed that lawsuit on June 12, 2017, because it was unable to serve the defendant blogger within the required time , but the Company has reserved the right to re-file its claims against him at a later date.

The Company believes the alleged class action and derivative litigations are without merit and intends to defend self vigorously. The Company has retained Lane Powell PC, a national securities class action defense law firm with no previous relationship to the Company, to defend the litigations , and intends to seek dismissal of the litigations at the earliest possible stage. Regardless of the merit of the claims, litigation is inherently unpredictable and may be costly, time consuming and disruptive to the Company's business. The Company could incur judgments or enter into settlements of claims that could adversely affect its business, operating results or cash flows. The Company could also be subject to costly indemnification of its executive officers, which may not be covered by insurance.

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

During the nine months ended June 30, 2017, the Company issued an aggregate of 1,110,984 shares of common stock in exchange for aggregate consideration of $3,228,000, which was used for working capital. Such shares were issued pursuant to the exemption contained under Section 4(a)(2) of the Securities Act of 1933, as amended.

Item 6. Exhibits

Exhibit No.	Description
2.1	Asset Purchase Agreement regarding the assets of ROB Holding AG, ROB Electronic GmbH, ROB Connect GmbH, and ROB Engineering dated Spetember 10, 2013. (5)
2.2	Stock Purchase Agreement regarding the stock of Advanced Industrial Services, Inc., AIS Leasing Company, AIS Graphic Services, Inc., and AIS Energy Services, LLC, Dated December 15, 2015. (6)
2.3	Asset Purchase agreement between Periscope GmbH and ROB Centrex Assets UG, ROB Cemtrex Automotive GmbH, and ROB Cemtrex Logistics GmbH. (7)
3.1	Certificate of Incorporation of the company.(1)
3.2	By Laws of the company.(1)
3.3	Certificate of Amendment of Certificate of Incorporation, dated September 29, 2006.(1)
3.4	Certificate of Amendment of Certificate of Incorporation, dated March 30, 2007.(1)
3.5	Certificate of Amendment of Certificate of Incorporation, dated May 16, 2007.(1)
3.6	Certificate of Amendment of Certificate of Incorporation, dated August 21, 2007.(1)
3.7	Certificate of Amendment of Certificate of Incorporation, dated April 3, 2015.(3)
3.8	Certificate of Designation of the Series A Preferred Shares, dated September 8, 2009.(2)
3.9	Certificate of Designation of the Series 1 Preferred Stock.(10)
4.1	Form of Subscription Rights Certificate. (10)
4.2	Form of Series 1 Preferred Stock Certificate. (10)
4.3	Form of Series 1 Warrant. (10)
10.1	Cemtrex Lease Agreement-Ducon Technologies, Inc.(1)
10.2	Lease Agreement between Daniel L. Canino and Griffin Filters, LLC.(1)
10.3	Asset Purchase Agreement between Ducon Technologies, Inc. and Cemtrex, Inc.(1)
10.4	Agreement and Assignment of Membership Interests between Aron Govil and Cemtrex, Inc.(1)
10.5	8.0% Convertible Subordinated Debenture.(1)
10.6	Letter Agreement by and between Cemtrex, Inc. and Arun Govil, dated September 8, 2009.(2)
10.7	Loan Agreement between Fulton Bank, N.A. and Advanced Industrial Services, Inc., AIS Acquisition, Inc., AIS Leasing Company, dated December 15, 2015.(6)
10.8	Promissory Note between Kris L. Mailey and AIS Acquisition, Inc. dated December 15, 2015.(6)
10.9	Promissory Note between Michael R. Yergo and AIS Acquisition, Inc. dated December 15, 2015.(6)
10.1	Term Loan Agreement between Cemtrex GmbH and Sparkasse Bank for Financing of funds within the scope of the Asset-Deals of the ROB Group, dated October 4, 2013.(8)
10.11	Working Capital Credit Line Agreement between Cemtrex GmbH and Sparkasse Bank, dated October 4, 2013 (updated May 8, 2014).(8)
10.12	Loan Agreement between ROB Cemtrex GmbH and Sparkasse Bank to finance the purchase of the property at Am Wolfsbaum 1, 75245 Neulingen, Germany, dated October 7, 2013, purchase completed March 1, 2014.(9)
10.13	Stock Option Agreement entered into as of February 12, 2016 between Cemtrex, Inc. and Saagar Govil (11)
10.14	Stock Option Agreement entered into as of December 5, 2016 between Cemtrex, Inc. and Saagar Govil (13)
10.15	Exchange Agreement dated as of February 1,2017 and effective February 9,2017 by and between Cemtrex Inc. and Ducon Technologies, Inc.(12)
14.1	Corporate Code of Business Ethics.(4)
21.1	Subsidiaries of the Registrant (11)
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

* Filed herewith
(1) Incorporated by reference from Form 10-12G filed on May 22, 2008.
(2) Incorporated by reference from Form 8-K filed on September 10, 2009.
(3) Incorporated by reference from Form 8-K filed on August 22, 2016.
(4) Incorporated by reference from Form 8-K filed on July 1, 2016.
(5) Incorporated by reference from Form 10-K filed on August 25, 2016.
(6) Incorporated by reference from Form 8-K/A filed on September 26, 2016.
(7) Incorporated by reference from Form 8-K/A filed on November 4, 2016.
(8) Incorporated by reference from Form 8-K/A filed on November 9, 2016.
(9) Incorporated by reference from Form 10-Q/A filed on November 10, 2016.
(10) Incorporated by reference from Form 8-K filed on January 24, 2017.
(11) Incorporated by reference from Form 10-K filed on December 28, 2016.
(12) Incorporated by reference from Form 8-K filed on February 10, 2017.
(13) Incorporated by reference from Form 10-Q filed on February 14, 2017.

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 14, 2017

By: */s/ Saagar Govil*
Saagar Govil
Chief Executive Officer

Dated: August 14, 2017

/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 14, 2017

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 14, 2017

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, 2017, 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 14, 2017

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, 2017, 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 14, 2017