

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

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

Date of Report (Date of earliest event reported): February 8, 2021



Cemtrex Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37464
(Commission
File Number)

30-0399914
(I.R.S. Employer
Identification No.)

276 Greenpoint Ave Bld. 8 Suite 208
Brooklyn, NY
(Address of principal executive offices)

11101
(Zip Code)

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

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

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company [X]

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

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u> | <u>Trading symbol</u> | <u>Name of each exchange on which registered</u> |
|----------------------------|-----------------------|--|
| Common Stock | CETX | Nasdaq Capital Market |
| Series 1 Preferred Stock | CETXP | Nasdaq Capital Market |
| Series 1 Warrants | CETXW | Nasdaq Capital Market |

CURRENT REPORT ON FORM 8-K

Cemtrex, Inc.

February 10, 2021

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On February 8, 2021, Cemtrex, Inc. (the "Company") received a notification letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that, because of the resignation of Raju Panjwani from the Company's board and audit committee, effective January 25, 2021, the Company no longer complies with Nasdaq's audit committee requirements as set forth in Listing Rule 5605.

The notification letter also disclosed that Nasdaq will provide the Company a cure period in order to regain compliance as follows:

- until the earlier of the Company's next annual shareholders' meeting or January 25, 2022; or
- if the next annual shareholders' meeting is held before July 26, 2021, then the Company must evidence compliance no later than July 26, 2021.

The Company intends to have a replacement for Mr. Panjwani's seat on the board and the audit committee prior to the expiration of the cure period.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit Number</u> | <u>Exhibit Title</u> |
|-----------------------|---|
| 99.1 | <u>Notice of Failure to Satisfy a Continued Listing Rule from NASDAQ Dated February 8, 2021</u> |

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.

CENTREX, INC.

Date: February 11, 2021

By: /s/ Saagar Govil
Saagar Govil
Chairman, President and Chief Executive Officer

By Electronic Delivery to: pwycckoff@centrex.com

February 8, 2021

Mr. Paul J. Wyckoff
 Controller
 Centrex Inc.
 276 Greenpoint Ave Bld. 8 Suite 208
 Brooklyn, NY 11101

Re: Centrex Inc. (the "Company")
 Nasdaq Symbol: CETX

Dear Mr. Wyckoff:

As you are aware, due to the resignation of Raju Panjwani from the Company's board and audit committee, effective January 25, 2021, the Company no longer complies with Nasdaq's audit committee requirements as set forth in Listing Rule 5605.

However, consistent with Listing Rule 5605(c)(4), Nasdaq will provide the Company a cure period in order to regain compliance as follows:

- until the earlier of the Company's next annual shareholders' meeting or January 25, 2022; or
- if the next annual shareholders' meeting is held before July 26, 2021, then the Company must evidence compliance no later than July 26, 2021.

The Company must submit to Nasdaq documentation, including biographies of any new directors, evidencing compliance with the rules no later than this date. In the event the Company does not regain compliance by this date, Nasdaq rules require Staff to provide written notification to the Company that its securities will be delisted. At that time, the Company may appeal the delisting determination to a Hearings Panel.

Our Rules require that the Company promptly disclose receipt of this letter by either filing a Form 8-K, where required by SEC rules, or by issuing a press release. The announcement needs to be made no later than four business days from the date of this letter and must include the continued listing criteria that the Company does not meet, and a description of each specific basis and concern identified by Nasdaq in reaching the determination.¹ The Company must also submit the announcement to Nasdaq's MarketWatch Department.² If the public announcement is made between the hours of 7:00 AM and 8:00 PM Eastern Time, the Company must submit the announcement to Nasdaq's MarketWatch Department at least ten minutes prior its public release. If the public announcement is made outside of these hours, the Company must submit the announcement prior to 6:50 A.M. Eastern Time. Please note that if you do not make the required announcement trading in your securities will be halted.³

¹ Listing Rule 5810(b). See FAQ #428 available on the [Nasdaq Listing Center](#).

² The notice must be submitted to Nasdaq's MarketWatch Department through the Electronic Disclosure submission system available [at nasdaq.net/ED/IssuerEntry](https://www.nasdaq.com/ED/IssuerEntry).

³ Listing IM-5810-1.

Mr. Paul J. Wyckoff
 February 8, 2021
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In addition, an indicator will be broadcast over Nasdaq's market data dissemination network noting the Company's non-compliance. The indicator will be displayed with quotation information related to the Company's securities on Nasdaq.com, NasdaqTrader.com and by other third-party providers of market data information. Also, a list of all non-compliant Nasdaq companies and the reason(s) for such non-compliance is posted on our website at listingcenter.nasdaq.com. The Company will be included in this list commencing five business days from the date of this letter.

If you have any questions, please contact me, at + 1 301 978 8072.

Sincerely,



Rachel Scherr
 Associate Director
 Nasdaq Listing Qualifications

NASDAQ ONLINE RESOURCES

All of our listing information and forms are available electronically on the [Listing Center](#). In addition to facilitating electronic submission of forms, you can also use the Listing Center to access Nasdaq's Reference Library containing hundreds of frequently asked questions and Governance Clearinghouse containing the latest updates on corporate governance and listing standards.

To help you navigate the deficiency process, we have provided links to some our most viewed resource materials.

- [Board Composition and Committee Requirements](#)

- [Governance Clearinghouse](#)
 - [Hearings Process](#)
 - [How to Transfer to Nasdaq Capital Market](#)
 - [Information about Application of Shareholder Approval Rules](#)
 - [Initial Listing Process](#)
 - [Listing Fees](#)
 - [Listing of Additional Shares Process](#)
 - [MarketWatch Electronic Disclosure Submissions](#)
 - [Nasdaq Listing Rules: Initial and Continued Listing](#)
 - [Reference Library: Frequently Asked Questions, Staff Interpretations and Listing Council Decisions](#)
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