

**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): September 8, 2023



**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

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.

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

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock	CETX	Nasdaq Capital Market
Series 1 Preferred Stock	CETXP	Nasdaq Capital Market

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

On September 8, 2023, Cemtrex Inc. (the “Company”) received a letter from the Nasdaq Hearings Panel (“Panel”) informing the Company that the Panel has granted the Company a temporary exception to regain compliance with The Nasdaq Stock Market LLC’s (“Nasdaq” or the “Exchange”) Listing Rule 5555(a)(1) (the “Bid Price Rule”).

The Company has represented that it intends to effect a reverse stock split if necessary to regain compliance no later than January 5, 2024, and described the actions it intends to take to be able to meet that timeline. Accordingly, the Company has been granted an exception until January 19, 2024, to effect the reverse stock split and thereafter regain compliance with the Bid Price Rule.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Title</u>
99.1	<a href="#">Notice of temporary exception to regain compliance from the Nasdaq Stock Market, LLC dated September 8, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

Date: September 12, 2023

**CENTREX, INC.**

By: */s/ Saagar Govil*

Saagar Govil

Chairman, President and Chief Executive Officer

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Sent via electronic delivery

September 8, 2023

Saagar Govil  
CEO/Cemtrex, Inc.  
Cemtrex Inc.  
135 Fell Ct  
Hauppauge, NY 11788

RE: Cemtrex Inc. (Symbol: CETXP)  
Nasdaq Listing Qualifications Hearings  
Docket No. NQ 6651C-23

Dear Mr. Govil:

Based on its review of the written record, the Nasdaq Hearings Panel (“Panel”) has determined to grant Cemtrex Inc. (the “Company”) a temporary exception to regain compliance with The Nasdaq Stock Market LLC’s (“Nasdaq” or the “Exchange”) Listing Rule 5555(a)(1) (the “Bid Price Rule”). The Company has represented that it intends to effect a reverse stock split if necessary to regain compliance no later than **January 5, 2024**, and described the actions it intends to take to be able to meet that timeline. Accordingly, the Company is granted an exception until **January 19, 2024**, to effect the reverse stock split and thereafter regain compliance with the Bid Price Rule, subject to the milestones outlined below. In the event the Company fails to regain compliance with the Bid Price Rule by that date, its securities will be delisted.

1. On or before September 29, 2023, the Company shall obtain Board of Directors’ approval for a reverse stock split at a ratio that is sufficient to regain and maintain long term compliance with the Bid Price Rule;
2. On or before December 26, 2023, the Company shall obtain shareholder approval for a reverse stock split at a ratio between 1:2 and 1:3;
3. On or before January 5, 2024, the Company shall effect a reverse stock split and, thereafter, maintain a \$1 closing bid price for a minimum of ten consecutive business days;
4. On or before January 19, 2024, the Company shall have demonstrated compliance with the Bid Price Rule, by evidencing a closing bid price of \$1 or more per share for a minimum of ten consecutive trading sessions.

**The Panel advises the Company that during the exception period the Company must provide prompt notification of any significant events that may affect its compliance with Nasdaq listing requirements. This includes, but is not limited to, any event that may call into question the Company’s ability to meet the terms of the exception granted. Should the Company fail to meet any of the terms in this exception, its securities will immediately be delisted from the Exchange.**

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In addition, any compliance document will be subject to review by the Panel, which may, in its discretion, request additional information before determining that the Company has complied with the terms of the exception. The Company should assess its disclosure obligations with respect to the materiality of the Panel's decision and determine what public disclosures of the decision and its terms are appropriate.

The Company may request that the Nasdaq Listing and Hearing Review Council review this decision. A written request for review must be received within 15 days from the date of this decision and should be sent by e-mail to the Office of Appeals and Review at [appeals@nasdaq.com](mailto:appeals@nasdaq.com). Pursuant to Nasdaq Listing Rule 5820(a), the Company must submit a fee of \$15,000.00 to The Nasdaq Stock Market LLC to cover the cost of the review. Instructions for submitting the fee are on the enclosed *Appeals Payment Form*. Please include evidence of this payment with the e-mailed request for review by attaching a PDF copy of the wire instructions or check.

The Company should be aware that the Nasdaq Listing and Hearing Review Council may, on its own motion, determine to review any Panel decision within 45 calendar days after issuance of the written decision. If the Listing Council determines to review this decision, it may affirm, modify, reverse, dismiss or remand the decision to the Panel. The Company will be immediately notified in the event the Listing Council determines that this matter will be called for review.

Should you have any questions, please do not hesitate to contact me at (301) 978-8417.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Alejandro Aguayo', with a stylized flourish at the end.

Alejandro Aguayo  
Hearings Advisor  
Nasdaq Office of General Counsel

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