

**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): October 23, 2024



Cemtrex Inc.

(Exact name of registrant as specified in its charter)

|   |   |  |
|---|---|--|
| <u>Delaware</u><br>(State or other jurisdiction<br>of incorporation)              | <u>001-37464</u><br>(Commission<br>File Number) | <u>30-0399914</u><br>(I.R.S. Employer<br>Identification No.) |
| <u>135 Fell Ct.<br/>Hauppauge, NY</u><br>(Address of principal executive offices) |   | <u>11788</u><br>(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:

| <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                            |

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

As reported on Form 8-K filed with the Securities and Exchange Commission on August 23, 2024, on August 21, 2024, 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 the stockholder's equity for the Company was below \$2,500,000 as reported on our Form 10-Q for the period ended June 30, 2024, the Company no longer meets the minimum shareholder's equity requirement for continued listing on The Nasdaq Capital Market under Nasdaq Marketplace Rule 5550(b)(1), requiring a minimum stockholder's equity of \$2,500,000 (the "Minimum Stockholder's Equity Requirement").

In addition, as reported on Form 8-K filed with the Securities and Exchange Commission on June 17, 2024, on June 14, 2024, the Company received a notification letter from the Listing Qualifications Department of Nasdaq notifying the Company that, because the closing bid price for the Company's common stock listed on Nasdaq was below \$1.00 for 30 consecutive trading days, the Company no longer meets the minimum bid price requirement for continued listing on The Nasdaq Capital Market under Nasdaq Marketplace Rule 5550(a)(2), requiring a minimum bid price of \$1.00 per share (the "Minimum Bid Price Requirement").

On October 23, 2024, the Company received a letter from Nasdaq that it had been granted an extension to regain compliance with the Minimum Stockholder's Equity Requirement.

The terms of the extension are as follows: on or before February 17, 2025, the Company must complete the submitted plan and opt for one of the two following

alternatives to evidence compliance with the Rule:

Alternative 1: The Company must furnish to the SEC and Nasdaq a publicly available report (e.g., a Form 8-K) including:

1. A disclosure of Staff's deficiency letter and the specific deficiency(ies) cited;
2. A description of the completed transaction or event that enabled the Company to satisfy the stockholders' equity requirement for continued listing;
3. An affirmative statement that, as of the date of the report, the Company believes it has regained compliance with the stockholders' equity requirement based upon the specific transaction or event referenced in Step 2; and
4. A disclosure stating that Nasdaq will continue to monitor the Company's ongoing compliance with the stockholders' equity requirement and, if at the time of its next periodic report the Company does not evidence compliance, that it may be subject to delisting.

Alternative 2: The Company must furnish to the SEC and Nasdaq a publicly available report including:

1. Steps 1 & 2 set forth above;
2. A balance sheet no older than 60 days with pro forma adjustments for any significant transactions or event occurring on or before the report date. The pro forma balance sheet must evidence compliance with the stockholders' equity requirement; and
3. A disclosure that the Company believes it also satisfies the stockholders' equity requirement as of the report date and that Nasdaq will continue to monitor the Company's ongoing compliance with the stockholders' equity requirement and, if at the time of its next periodic report the Company does not evidence compliance, that it may be subject to delisting.

Regardless of which alternative the Company chooses, if the Company fails to evidence compliance upon filing its periodic report for the March 31, 2025, with the SEC and Nasdaq, the Company may be subject to delisting.

#### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| Exhibit Number | Exhibit Title   |
|----------------|---|
| 99.1           | <a href="#">Notice of Extension to Regain Compliance of a Continued Listing Rule from NASDAQ Dated October 23, 2024</a> |
| 104            | Cover Page Interactive Data File (embedded within the Inline XBRL document)   |

#### **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.**

Date: October 28, 2024

By: /s/ Saagar Govil

Saagar Govil  
Chairman, President and Chief Executive Officer

*Sent via Electronic Delivery to: [sgovil@centrex.com](mailto:sgovil@centrex.com)*

October 23, 2024

Mr. Saagar Govil  
Chief Executive Officer  
Centrex Inc.  
135 Fell Court  
Hauppauge, NY 11788

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

Dear Mr. Govil:

On August 21, 2024, Staff notified the Company that it did not comply with Listing Rule 5550(b) (the "Rule"), which requires a minimum \$2,500,000 stockholders' equity, \$35,000,000 market value of listed securities, or \$500,000 net income from continuing operations. Based on our further review and the materials submitted on October 7 and October 22, 2024 (the "Submission"), Staff has determined to grant the Company an extension to regain compliance with the Rule, as described below.

According to the Submission, the Company is executing on strategy that it believes will enable it to evidence compliance with the stockholders' equity requirement by December 31, 2024, and to thereafter sustain compliance with the stockholders' equity requirement. In that regard, the Company believes that most, if not all its \$10 million in warrant liabilities will be exercised by December 31, 2024. Further, according to the Submission, due to the decrease in the fair market value of the underlying securities, a reduction in liability and corresponding gain is expected to be recorded which will further increase the Company's equity.

Additionally, the Company is currently negotiating with some of its note holders to settle a portion of its \$12 million in debt in exchange for the Company's equity securities. The Company also stated in the Submission that it has the ability to pursue an equity offering to further increase its stockholder's equity and will do so if compliance remains in jeopardy. Finally, the Company also expects to achieve profitability in the near term. The Company provided projections demonstrating stockholders' equity of \$10 million as of December 31, 2024, and sustained compliance through September 30, 2025.

Based on the Company's submission, Staff has determined to grant the Company an extension of time to regain compliance with the Rule. The terms of the extension are as follows: on or before February 17, 2025, the Company must complete the financing transactions described above and opt for one of the two following alternatives to evidence compliance with the Rule:

Nasdaq Regulation

Mr. Saagar Govil  
October 23, 2024  
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Alternative 1: The Company must furnish to the SEC and Nasdaq a publicly available report (e.g., a Form 8-K or Form 6-K) including:

5. A disclosure of Staff's deficiency letter and the specific deficiency(ies) cited;
6. A description of the completed transaction or event that enabled the Company to satisfy the stockholders' equity requirement for continued listing;
7. An affirmative statement that, as of the date of the report, the Company believes it has regained compliance with the stockholders' equity requirement based upon the specific transaction or event referenced in Step 2; and
8. A disclosure stating that Nasdaq will continue to monitor the Company's ongoing compliance with the stockholders' equity requirement and, if at the time of its next periodic report the Company does not evidence compliance, that it may be subject to delisting.

Alternative 2: The Company must furnish to the SEC and Nasdaq a publicly available report including:

4. Steps 1 & 2 set forth above;
5. A balance sheet no older than 60 days with pro forma adjustments for any significant transactions or event occurring on or before the report date. The pro forma balance sheet must evidence compliance with the stockholders' equity requirement; and
6. A disclosure that the Company believes it also satisfies the stockholders' equity requirement as of the report date and that Nasdaq will continue to monitor the Company's ongoing compliance with the stockholders' equity requirement and, if at the time of its next periodic report the Company does not evidence compliance, that it may be subject to delisting.

Regardless of which alternative the Company chooses, if the Company fails to evidence compliance upon filing its periodic report for the March 31, 2025, with the SEC and Nasdaq, the Company may be subject to delisting. In the event the Company does not satisfy these terms, Staff will provide written notification that its securities will be delisted. At that time, the Company may appeal Staff's determination to a Hearings Panel.

If you have any questions, please contact me at +1 202 748 4488.

Sincerely,



Rachel Scherr  
Director  
Nasdaq Listing Qualifications

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