

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

**FORM 10-K/A  
Amendment No. 1**

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

For the fiscal year ended **September 30, 2024**  
OR

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

Commission File Number 001-37464

**CENTREX**

**CENTREX, 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.)
135 Fell Ct. Hauppauge, NY	11788
(Address of principal executive offices)	(Zip code)

Registrant telephone number, including area code: 631-756-9116

**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, \$0.001 par value per share	CETX	The NASDAQ Capital Market

**Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$0.001 par value per share**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). 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," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of March 28, 2024, the number of the registrant's common stock held by non-affiliates of the registrant was 483 and the aggregate market value \$4,249,917 based on the average bid and asked price of \$8,799 on March 28, 2024.

As of December 23, 2024, the registrant had 1,724,162 shares of common stock outstanding.



### Explanatory Note

Cemtrex, Inc. (the “Company”) is filing this Amendment No. 1 to its Annual Report on Form 10-K (this “Form 10-K/A”) for the fiscal year ended September 30, 2024, originally filed with the Securities and Exchange Commission (the “SEC”) on December 30, 2024 (the “Original Filing”).

This Form 10-K/A is being filed for the purpose of amending the beneficial ownership table contained in Part III, Item 12 to include missing 5% shareholders to the disclosure that were inadvertently left out of the Original Filing. Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 12, Item 15, the signature pages to Form 10-K and the applicable exhibits.

As required by Rule 12b-15 under the Exchange Act, new certifications by the Company’s principal executive officer and principal financial officer are filed herewith as exhibits to this Form 10-K/A pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act. As no financial statements have been included in this Form 10-K/A and this Form 10-K/A does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted. Additionally, because this Amendment does not include financial statements, the Company is not including certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Except as described above, this Form 10-K/A does not amend, update or change any other items or disclosures contained in the Original Filing, and accordingly, this Form 10-K/A does not reflect or purport to reflect any information or events occurring after the original filing date of the Original Filing or modify or update those disclosures affected by subsequent events. Accordingly, this Form 10-K/A should be read in conjunction with the Original Filing and the Company’s other filings with the SEC.

---

TABLE OF CONTENTS

	<a href="#"><u>PART III</u></a>	4
ITEM 12.	<a href="#"><u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.</u></a>	4
	<a href="#"><u>PART IV</u></a>	7
ITEM 15.	<a href="#"><u>EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.</u></a>	7

**PART III**

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table sets forth certain information known to us with respect to the beneficial ownership of our common stock as of December 23, 2024, by:

all persons who are beneficial owners of five percent (5%) or more of our common stock;

each of our directors;

each of our executive officers; and

all current directors and executive officers as a group.

Except as otherwise indicated, and subject to applicable community property laws, the persons named in the table below have sole voting and investment power with respect to all shares of common stock held by them.

As of December 23, 2024, 1,724,162 shares of Common Stock were issued and outstanding. In addition, there were 50,000 shares of Series C Preferred Stock outstanding which are entitled to vote 17,258,862 shares in the aggregate, all of which is held by Saagar Govil and 2,515,894 shares of Series 1 Preferred Stock outstanding which are entitled to vote 5,031,788 shares in the aggregate. Accordingly, there are a total of 24,014,812 shares outstanding.

Beneficial ownership is determined in accordance with the rules of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options and warrants held by that person that are currently exercisable or exercisable within 60 days of December 23, 2024, are deemed outstanding. Such shares, however, are not deemed as of December 23, 2024, outstanding for the purpose of computing the percentage ownership of any other person.

<b>Title of Class</b>	<b>Name and Address of Beneficial Owner</b>	<b>Title</b>	<b>Amount Owned</b>	<b>Percentage of Issued Common Stock (1)</b>	<b>Percentage of voting stock (2)</b>
Common Stock	Saagar Govil 276 Greenpoint Avenue, Suite 208 Brooklyn, NY 11222	Chairman of the Board, Chief Executive Officer, and President	30	0%	*
Preferred Stock (Series 1)	Saagar Govil 276 Greenpoint Avenue, Suite 208 Brooklyn, NY 11222	Chairman of the Board, Chief Executive Officer, and President	153,153	—	1.3%
Preferred Stock (Series C)	Saagar Govil 276 Greenpoint Avenue, Suite 208 Brooklyn, NY 11222	Chairman of the Board, Chief Executive Officer, and President	50,000(3)	—	71.9%
	Paul J. Wyckoff 276 Greenpoint Avenue, Suite 208 Brooklyn, NY 11222	Interim Chief Financial Officer	—	—	*
Common Stock	Brian Kwon 276 Greenpoint Avenue, Suite 208 Brooklyn, NY 11222	Director	2	*	*
Common Stock	Manpreet Singh 276 Greenpoint Avenue, Suite 208 Brooklyn, NY 11222	Director	<u>2</u>	<u>*</u>	<u>*</u>
Common Stock	Metodi Filipov 276 Greenpoint Avenue, Suite 208 Brooklyn, NY 11222	Director	2	*	*
	All directors and executive officers as a group (5 persons)		203,189(4)	*	73.1%
<b>5% Holders</b>					
Common Stock	Altium Capital Management, LP (5)		172,244	9.99%	*
Common Stock	L1 Capital Global Opportunities Master Fund, Ltd. (6)		172,244	9.99%	*
Common Stock	S.H.N. Financial Investments Ltd. (7)		172,244	9.99%	*
Common Stock	Michael Bigger (8)		172,244	9.99%	*
Common Stock	Hal Mintz (9)		172,244	9.99%	*

\* Less than one percent of outstanding shares.

- (1) Except as otherwise noted herein, the percentage is determined on the basis of 1,724,162 shares of our Common Stock outstanding plus securities deemed outstanding pursuant to Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Under Rule 13d-3, a person is deemed to be a beneficial owner of any security owned by certain family members and any security of which that person has the right to acquire beneficial ownership within 60 days, including, without limitation, shares of our common stock subject to currently exercisable options and warrants.
- (2) This percentage is based on the 1,724,162 shares of our Common Stock outstanding, the 17,258,862 votes that the Series C Preferred Stock is entitled to vote, and the 5,031,788 votes that the Series 1 Preferred Stock is entitled to vote based on 2 votes per share.
- (3) Pursuant to the Certificate of Designation of the Series C Preferred Stock, each issued and outstanding share of Series C Preferred Stock are entitled to the number of votes per share equal to the result of (i) the total number of shares of Common Stock outstanding at the time of such vote multiplied by 10.01, and divided by (ii) the total number of shares of Series C Preferred Stock outstanding at the time of such vote, at each meeting of our shareholders with respect to any and all matters presented to our shareholders for their action or consideration, including the election of directors.
- (4) Consists of actual amount of Common Stock, Series C, and Series 1 Preferred Stock owned. As described above each share of Series C is entitled to 345.17724 votes. Series 1 Preferred Stock is entitled to 2 votes per share.
- (5) Share ownership information is based on information contained in a Schedule 13G filed with the Securities and Exchange Commission on May 8, 2024, by Altium Growth Fund, LP, Altium Capital Management, LLC, and Altium Growth GP, LLC (collectively, the "Altium Entities"). Altium Growth Fund, LP is the record and direct beneficial owner of these securities. Altium Capital Management, LP is the investment adviser of, and may be deemed to beneficially own securities, owned by, Altium Growth Fund, LP. Altium Growth GP, LLC is the general partner of, and may be deemed to beneficially own securities owned by, Altium Growth Fund, LP. The address of the principal business office of each of the Altium Entities is 152 West 57 Street, FL 20, New York, NY 10019.
- (6) Share ownership information is based on information contained in a Schedule 13G filed with the Securities and Exchange Commission on May 10, 2024, by L1 Capital Global Opportunities Master Fund, Ltd. David Feldman and Joel Arber are the Directors of L1 Capital Global Opportunities Master Fund, Ltd. As such, L1 Capital Global Opportunities Master Fund, Ltd., Mr. Feldman, and Mr. Arber may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the Company's securities. The address of the principal business office of by L1 Capital Global Opportunities Master Fund, Ltd. is 161A Shedden Road, 1 Artillery Court PO Box 10085 Grand Cayman, Cayman Islands KY1-1001.
- (7) Share ownership information is based on information contained in a Schedule 13G filed with the Securities and Exchange Commission on May 13, 2024, by S.H.N. Financial Investments Ltd. S.H.N. Financial Investments Ltd. is the record and direct beneficial owner of these securities. The address of the principal business office of S.H.N. Financial Investments Ltd. is Herzliya Hills, Arik Einstein 3, Israel, 4610301.
- (8) Mr. Bigger serves as the managing member of Bigger Capital Fund GP, LLC and the managing member of District 2 Holdings LLC, which may be deemed to beneficially own the shares underlying warrants. The address for Mr. Bigger is 2250 Red Springs Drive, Las Vegas, NV 89135.
- (9) Shares underlying warrants held by Sabby Volatility Warrant Master Fund, Ltd. Hal Mintz has control over Sabby Management LLC that has voting and control over the shares held by Sabby Volatility Warrant Master Fund, Ltd. The address of Sabby Volatility Warrant Master Fund, Ltd. is c/o Ogier Fiduciary Services (Cayman) Limited 89 Nexus Way, Camana Bay, Grand Cayman KY1-9007 Cayman Islands..

PART IV

ITEM 15 EXHIBITS AND FINANCIAL STATEMENTS

(a) Financial Statements and Notes to the Consolidated Financial Statements

See Index to Consolidated Financial Statements on page F-1 at beginning of attached financial statements.

(b) Exhibits

Exhibit Number	Exhibit Description	Incorporated by Reference Form	Filed or Furnished Filing Date	Herewith
2.1	<a href="#">Stock Purchase Agreement, dated December 15, 2015</a>	Form 8-K/A	9/26/2016	
3.1	<a href="#">Certificate of Incorporation filed with the State of Delaware.</a>	Form 10-12G	5/22/2008	
3.2	<a href="#">Bylaws</a>	Form 10-12G	5/22/2008	
3.3	<a href="#">Amendment to Certificate of Incorporation</a>	Form 10-12G	5/22/2008	
3.4	<a href="#">Amendment to Certificate of Incorporation</a>	Form 10-12G	5/22/2008	
3.5	<a href="#">Amendment to Certificate of Incorporation</a>	Form 10-12G	5/22/2008	
3.6	<a href="#">Amendment to Certificate of Incorporation</a>	Form 10-12G	5/22/2008	
3.7	<a href="#">Amendment to Certificate of Incorporation</a>	Form 8-K	8/22/2016	
3.8	<a href="#">Certificate of Designation of the Series A Preferred Shares</a>	Form 8-K	9/10/2009	
3.9	<a href="#">Certificate of Designation of the Series 1 Preferred Shares</a>	Form 8-K	1/24/2017	
3.10	<a href="#">Amendment to Certificate of Incorporation</a>	Form 8-K	9/8/2017	
3.11	<a href="#">Certificate of Correction to the Certificate of Amendment</a>	Form 8-K	6/12/2019	
3.12	<a href="#">Amended Certificate of Designation of the Series 1 Preferred Shares</a>	Form 8-K	4/1/2020	
3.13	<a href="#">Amendment to Certificate of Incorporation</a>	Form 10-K	1/5/2021	
3.14	<a href="#">Certificate of Correction to the Certificate of Amendment</a>	Form 10-Q	5/28/2021	
3.15	<a href="#">Amendment to Certificate of Incorporation</a>	Form 8-K	1/20/2023	
3.16	<a href="#">Amendment to Certificate of Incorporation</a>	Form 8-K	8/2/2024	
4.1	<a href="#">Form of Subscription Rights Certificate</a>	Form S-1	8/29/2016	
4.2	<a href="#">Form of Series 1 Preferred Stock Certificate</a>	Form S-1/A	11/23/2016	
4.3	<a href="#">Form of Series 1 Warrant</a>	Form S-1/A	12/7/2016	
4.4	<a href="#">Form of Common Stock Purchase Warrant</a>	Form 8-K	3/22/2019	
4.5	<a href="#">Form of Prefunded Warrant</a>	Form 8-K	5/3/2024	
4.6	<a href="#">Form of Series A Common Stock Purchase Warrant</a>	Form 8-K	5/3/2024	
4.7	<a href="#">Form of Series B Common Stock Purchase Warrant</a>	Form 8-K	5/3/2024	
5.1	<a href="#">Opinion of the Doney Law Firm</a>	Form S-1/A	4/30/2024	
10.1	<a href="#">Amendment of the Term Loan Agreement between Vicon and NIL Funding, dated March 3, 2023</a>	Form 10-Q	5/11/2023	
10.2	<a href="#">Amendment to Loan Documents Between Advanced Industrial Services, Inc. and Fulton Bank, N.A.</a>	Form 10-Q	5/11/2023	
10.3	<a href="#">Amendment to Promissory Note Between Cemtrex, Inc. and Streeterville Capital, LL</a>	Form 10-Q	5/11/2023	
10.4	<a href="#">Securities Purchase Agreement dated June 1, 2020</a>	Form 8-K	6/4/2020	
10.5	<a href="#">Securities Purchase Agreement dated June 9, 2020</a>	Form 8-K	6/12/2020	
10.6	<a href="#">Settlement Agreement and Release between Cemtrex, Inc. and Aron Govil dated February 26, 2021</a>	Form 8-K	2/26/2021	
10.7	<a href="#">Securities Purchase Agreement dated February 22, 2022</a>	Form 10-Q	5/16/2022	
10.8	<a href="#">Amendment of the Term Loan Agreement between Vicon and NIL Funding, dated March 30, 2022</a>	Form 10-Q	5/16/2022	
10.9	<a href="#">Asset Purchase agreement between Cemtrex, Inc. and Saagar Govil, dated November 22, 2022</a>	Form 8-K	11/29/2022	
10.10	<a href="#">Asset Purchase agreement between Cemtrex, Inc. and Saagar Govil, dated November 22, 2022</a>	Form 8-K	11/29/2022	
10.11	<a href="#">Simple Agreement for Future Equity (SAFE) between Cemtrex, Inc. and Saagar Govil, dated November 18, 2022</a>	Form 8-K	11/29/2022	
10.12	<a href="#">2020 Equity Compensation Plan</a>	Form S-8	8/17/2020	
10.13	<a href="#">Asset Purchase Agreement, dated as of June 7, 2023</a>	Form 8-K	12/6/2023	
10.14	<a href="#">Form of Lock-Up Agreement</a>	Form S-1/A	4/30/2024	
10.15	<a href="#">Note Purchase Agreement between Cemtrex Inc. and Streeterville Capital, LLC, dated September 30, 2021</a>	Form S-1/A	4/30/2024	
10.16	<a href="#">Amendment to Promissory Note between Cemtrex Inc. and Streeterville Capital, LLC, dated September 14, 2022</a>	Form S-1/A	4/30/2024	
10.17	<a href="#">Amendment to Promissory Note between Cemtrex Inc. and Streeterville Capital, LLC, dated August 30, 2023</a>	Form S-1/A	4/30/2024	
10.18	<a href="#">Form of Underwriting Agreement</a>	Form 8-K	5/3/2024	
10.19	<a href="#">Standstill Agreement, dated April 30, 2024</a>	Form 8-K	5/1/2024	
21.1	<a href="#">Subsidiaries of the Registrant</a>	Form 10-K	12/30/2024	
23.1	<a href="#">Consent of Grassi &amp; Co, CPAs, P.C., Independent Registered Public Accounting Firm</a>	Form 10-K	12/30/2024	
31.1	<a href="#">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.</a>			X
31.2	<a href="#">Certification of Interim Chief Financial Officer 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.</a>			X
99.1	<a href="#">Order pursuant to Section 8A of the Securities Act – dated September 30, 2022.</a>	Form 8-K	10/4/2022	
101.INS	Inline XBRL Instance Document			
101.SCH	Inline XBRL Taxonomy Extension Schema			
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase			
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase			



101.LAB	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**CENTREX, INC.**

January 10, 2025

By: /s/ Saagar Govil  
Saagar Govil,  
Chairman of the Board, CEO,  
President and Secretary (Principal Executive Officer)

January 10, 2025

By: /s/ Paul J. Wyckoff  
Paul J. Wyckoff,  
CFO (Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

January 10, 2025

By: /s/ Saagar Govil  
Saagar Govil,  
Chairman of the Board, CEO,  
President and Secretary (Principal Executive Officer)

January 10, 2025

By: /s/ Paul J. Wyckoff  
Paul J. Wyckoff,  
CFO (Principal Financial and Accounting Officer)

January 10, 2025

By: /s/ Brian Kwon  
Brian Kwon,  
Director

January 10, 2025

By: /s/ Manpreet Singh  
Manpreet Singh,  
Director

January 10, 2025

By: /s/ Metodi Filipov  
Metodi Filipov,  
Director

**CERTIFICATION PURSUANT TO RULE 13a/15d OF THE SECURITIES AND 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-K/A of Centrex, Inc., for the fiscal year ended September 30, 2024;
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;

Date: January 10, 2025

*/s/ Saagar Govil*

---

Saagar Govil,  
Chairman of the Board, CEO,  
President and Secretary (Principal Executive Officer)

---

**CERTIFICATION PURSUANT TO RULE 13a/15d OF THE SECURITIES AND EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Paul J. Wyckoff certify that:

1. I have reviewed this report on Form 10-K/A of Centrex, Inc., for the fiscal year ended September 30, 2024;
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;

Date: January 10, 2025

*/s/ Paul J Wyckoff*

---

Paul J. Wyckoff,  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

---