

**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 21, 2025



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.)

135 Fell Ct.
Hauppauge, NY
(Address of principal executive offices)

11788
(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

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

On February 21, 2025, 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 December 31, 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").

The notification has no immediate effect on the listing of the Company's common stock. In accordance with Nasdaq Marketplace Rule 5810(c)(3)(A), the Company has 45 calendar days to submit a plan to regain compliance or until April 7, 2025. If the plan is accepted, Nasdaq can grant an extension of up to 180 calendar days from the date of this letter to evidence compliance, or until August 20, 2025, to regain compliance with the Minimum Stockholder's Equity Requirement. If at any time before August 20, 2025, the Company's stockholder's equity is reported at or above \$2,500,000, Nasdaq will provide written notification that the Company has achieved compliance with the Minimum Stockholder's Equity Requirement.

The Company is currently working on a plan to submit to Nasdaq to regain compliance on the Minimum Stockholder's Equity Requirement and action to meet the Minimum Bid Price Requirement. There can be no guarantee that the Company will be able to regain compliance with either requirement or that its plan will be accepted by Nasdaq.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Exhibit Title
99.1	Notice of Failure to Satisfy a Continued Listing Rule from NASDAQ Dated February 21, 2025
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: February 24, 2025

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

By Electronic Delivery to: sgovil@centrex.com

February 21, 2025

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:

I am following up on our recent telephone conversation, in which I explained that companies listed on the Nasdaq Capital Market (the "Capital Market") are required to maintain a minimum of \$2,500,000 in stockholders' equity for continued listing.¹ Since your Form 10-Q for the period ended December 31, 2024 reported stockholders' equity of \$ (1,559,534), and as of now the Company does not meet the alternatives of market value of listed securities or net income from continuing operations, the Company no longer complies with our Listing Rule (the "Rule").²

Under our Rules the Company has 45 calendar days to submit a plan to regain compliance. If your plan is accepted, we can grant an extension of up to 180 calendar days from the date of this letter to evidence compliance. Your plan should be as definitive as possible, addressing any issues that you believe would support your request for an extension. You are encouraged to provide any relevant documentation, including but not limited to financial projections, agreements, offering circulars, letters of intent and contracts and the timeline to complete your plan.³

In determining whether to accept your plan, we will consider such things as the likelihood that the plan will result in compliance with Nasdaq's continued listing criteria, the Company's past compliance history, the reasons for the Company's current non-compliance, other corporate events that may occur within our review period, the Company's overall financial condition and its public disclosures. Therefore, it would be helpful if your plan addresses each of these points.

¹ Listing Rule 5550(b)(1)

² In a situation where an Issuer does not comply with the minimum \$2.5 million, shareholders' equity criteria of the Capital Market, Staff will determine if the Company has a market value of listed securities of \$35 million, or net income from continuing operations of \$500,000 in the most recently completed fiscal year or in two of the last three most recently completed fiscal years. For your convenience we have attached a breakdown of the Capital Market's quantitative continued listing requirements.

³ For additional information with respect to compliance plans please see attached "Nasdaq Online Resources" when preparing your plan of compliance.

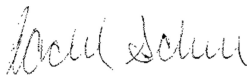
Mr. Saagar Govil
February 21, 2025
Page 2

Please email the Company's compliance plan to me at rachel.scherr@nasdaq.com no later than April 7, 2025. After I review the plan, we will contact you if we have any questions or comments and will provide you written notice of our decision. If we do not accept your plan, you will have the opportunity to appeal that decision to a Hearings Panel.⁴

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.⁵ The Company must also submit the announcement to Nasdaq's MarketWatch Department.⁶ 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.⁷

Finally, Nasdaq makes available to investors a list of all non-compliant companies, which is posted on our website at listingcenter.nasdaq.com. The Company will be included in the list beginning five business days from the date of this letter. As part of this process, an indicator reflecting the Company's non-compliance will be broadcast over Nasdaq's market data dissemination network and will also be made available to third party market data providers.

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



Rachel Scherr
Listing Analyst
Nasdaq Listing Qualifications

Enclosures

⁴ See Listing Rule 5815(a).

⁵ Listing Rule 5810(b). See FAQ #428 available on the [Nasdaq Listing Center](http://listingcenter.nasdaq.com).

⁶ The notice must be submitted to Nasdaq's MarketWatch Department through the Electronic Disclosure submission system available [an nasdaq.net/ED/IssuerEntry](https://www.nasdaq.net/ED/IssuerEntry).

⁷ Listing IM-5810-1.

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 of 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
- Reference Library: Frequently Asked Questions, Staff Interpretations and Listing Council Decisions

THE NASDAQ CAPITAL MARKET CONTINUED LISTING REQUIREMENTS

This table identifies the minimum standards for continued listing on The Nasdaq Capital Market. Each incidence of non-compliance by the Company is denoted with an "X".

COMPANY SYMBOL: CETX

Requirements	Equity Standard		Market Value Standard		Net Income Standard
Stockholders' equity	\$2.5 million	X	N/A		N/A
Market value of listed securities ⁸	N/A		\$35 million	X	N/A
Net income from continuing operations (in the latest fiscal year or in two of the last three fiscal years)	N/A		N/A		\$500,000
Publicly held shares ⁹	500,000		500,000		500,000
Market value of publicly held shares	\$1 million		\$1 million		\$1 million
Bid price	\$ 1		\$ 1		\$ 1
Public holders ¹⁰	300		300		300
Market makers ¹¹	2		2		2
Corporate governance	Yes		Yes		Yes

⁸ The term, "listed securities", is defined as "securities listed on NASDAQ or another national securities exchange."

⁹ Publicly held shares is defined as total shares outstanding, less any shares held directly or indirectly by officers, directors or any person who is the beneficial owner of more than 10% of the total shares outstanding of the company.

¹⁰ Total shareholders include both holders of beneficial interest and holders of record.

¹¹