

**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, 2025**
OR

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

Commission File Number 001-37464



CENTREX, INC.

(Exact name of registrant as specified in its charter)

Delaware <hr/> (State or other jurisdiction of incorporation or organization)	30-0399914 <hr/> (I.R.S. Employer Identification No.)
135 Fell Ct. Hauppauge, NY <hr/> (Address of principal executive offices)	11788 <hr/> (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 ☐

Accelerated filer ☐

Emerging growth company ☐

Non-accelerated filer ☒

Smaller reporting 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 31, 2025, the number of the registrant's common stock held by non-affiliates of the registrant was 118,982 and the aggregate market value \$2,623,509, based on the average bid and asked price of \$22.05 on March 30, 2025.

As of December 22, 2025, the registrant had 6,911,663 shares of common stock outstanding.

Explanatory Note

Cemtrex, Inc. (the “Company,” “we,” “us,” or “our”) is filing this Amendment No. 1 on Form 10-K/A to our Report on Form 10-K for the fiscal year ended September 30, 2025 (the “Report”) for the purpose of including Exhibit 97.1, a copy of the Company’s Clawback Policy, as required under SEC Rule 10D-1.

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, no other amendments are being made to this Report. This Form 10-K/A does not reflect events occurring after the December 29, 2025, filing of our Report or modify or update the disclosure contained in the Report in any way other than as required to reflect the amendments discussed above and reflected below.

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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	Stock Purchase Agreement, dated December 15, 2015	Form 8-K/A	9/26/2016	
3.1	Certificate of Incorporation filed with the State of Delaware	Form 10-12G	5/22/2008	
3.2	Bylaws	Form 10-12G	5/22/2008	
3.3	Amendment to Certificate of Incorporation	Form 10-12G	5/22/2008	
3.4	Amendment to Certificate of Incorporation	Form 10-12G	5/22/2008	
3.5	Amendment to Certificate of Incorporation	Form 10-12G	5/22/2008	
3.6	Amendment to Certificate of Incorporation	Form 10-12G	5/22/2008	
3.7	Amendment to Certificate of Incorporation	Form 8-K/A	8/22/2016	
3.8	Amendment to Certificate of Incorporation	Form 8-K	9/30/2024	
3.9	Amendment to Certificate of Incorporation	Form 8-K	11/21/2024	
3.10	Amendment to Certificate of Incorporation	Form 8-K	9/24/2025	
3.11	Certificate of Designation of the Series A Preferred Shares	Form 8-K	9/10/2009	
3.12	Certificate of Designation of the Series 1 Preferred Shares	Form 8-K	1/24/2017	
3.13	Amendment to Certificate of Incorporation	Form 8-K	9/8/2017	
3.14	Certificate of Correction to the Certificate of Amendment	Form 8-K	6/12/2019	
3.15	Amended Certificate of Designation of the Series 1 Preferred Shares	Form 8-K	4/1/2020	
3.16	Amendment to Certificate of Incorporation	Form 10-K	1/5/2021	
3.17	Certificate of Correction to the Certificate of Amendment	Form 10-Q	5/28/2021	
3.18	Amendment to Certificate of Incorporation	Form 8-K	1/20/2023	
3.19	Amendment to Certificate of Incorporation	Form 8-K	8/2/2024	
4.1	Form of Subscription Rights Certificate	Form S-1	8/29/2016	
4.2	Form of Series 1 Preferred Stock Certificate	Form S-1/A	11/23/2016	
4.3	Form of Series 1 Warrant	Form S-1/A	12/7/2016	
4.4	Form of Common Stock Purchase Warrant	Form 8-K	3/22/2019	
4.5	Form of Prefunded Warrant	Form 8-K	5/3/2024	
4.6	Form of Series A Common Stock Purchase Warrant	Form 8-K	5/3/2024	
4.7	Form of Series B Common Stock Purchase Warrant	Form 8-K	5/3/2024	
5.1	Opinion of the Doney Law Firm	Form S-1/A	4/30/2024	
10.1	Amendment to Loan Documents Between Advanced Industrial Services, Inc. and Fulton Bank, N.A.			
10.2	Asset Purchase agreement between Centrex, Inc. and Saagar Govil, dated November 22, 2022	Form 10-Q	5/11/2023	
10.3	Asset Purchase agreement between Centrex, Inc. and Saagar Govil, dated November 22, 2022	Form 8-K	11/29/2022	
10.4	Simple Agreement for Future Equity (SAFE) between Centrex, Inc. and Saagar Govil, dated November 18, 2022	Form 8-K	11/29/2022	
10.5	2020 Equity Compensation Plan	Form 8-K	11/29/2022	
10.6	Asset Purchase Agreement, dated as of June 7, 2023	Form S-8	8/17/2020	
10.7	Form of Lock-Up Agreement	Form 8-K	12/6/2023	
10.8	Note Purchase Agreement between Centrex Inc. and Streeterville Capital, LLC, dated September 30, 2021	Form S-1/A	4/30/2024	
10.9	Amendment to Promissory Note between Centrex Inc. and Streeterville Capital, LLC, dated September 14, 2022	Form S-1/A	4/30/2024	
10.10	Amendment to Promissory Note between Centrex Inc. and Streeterville Capital, LLC, dated August 30, 2023	Form S-1/A	4/30/2024	
10.11	Form of Underwriting Agreement	Form 8-K	5/3/2024	
10.12	Standstill Agreement, dated April 30, 2024	Form 8-K	5/1/2024	
10.13	Underwriting Agreement, dated May 28, 2025 with Aegis Capital Corp.	Form 8-K	5/29/2025	
10.14	Share Purchase Agreement between Centrex, Inc., Karl F. Kiefer, and Invocon, Inc.	Form 8-K	11/19/2025	
10.15	Securities Purchase Agreement, dated December 11, 2025	Form 8-K	12/11/2025	
21.1	Subsidiaries of the Registrant	Form 10-K	12/29/2025	
23.1	Consent of Grassi & Co., CPAs, P.C., Independent Registered Public Accounting Firm	Form 10-K	12/29/2025	
31.1	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.			X
31.2	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.			X
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Form 10-K	12/29/2025	
32.2	Certification of Interim Chief Financial Officer and Principal Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Form 10-K	12/29/2025	
97.1	Clawback Policy	Form 10-K/A	4/11/2025	
99.1	Order pursuant to Section 8A of the Securities Act – dated September 30, 2022.	Form 8-K	10/4/2022	
101.INS	Inline XBRL Instance Document			X
101.SCH	Inline XBRL Taxonomy Extension Schema			X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase			X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase			X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase			X

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

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.

Dated: January 16, 2026

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

Dated: January 16, 2026

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.

Dated: January 16, 2026

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

Dated: January 16, 2026

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

Dated: January 16, 2026

By: /s/ Brian Kwon
Brian Kwon,
Director

Dated: January 16, 2026

By: /s/ Manpreet Singh
Manpreet Singh,
Director

Dated: January 16, 2026

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, 2025;
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;

Dated: January 16, 2026

/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, 2025;
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;

Dated: January 16, 2026

/s/ Paul J Wyckoff

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