

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

ANNUAL AUDITED REPORT
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PART III

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Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 04/01/18 AND ENDING 03/31/19
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: KOTAK MAHINDRA, INC.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

369 LEXINGTON AVENUE, 28TH FLOOR

OFFICIAL USE ONLY

FIRM I.D. NO.

(No. and Street)

NEW YORK

NY

10017

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

GJO JOSEPH

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

CITRIN COOPERMAN & COMPANY, LLP

(Name - if individual, state last, first, middle name)

290 WEST MT. PLEASANT AVENUE LIVINGSTON

NJ

07039

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:



Certified Public Accountant



Public Accountant



Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

SEC 1410 (06-02)

Potential persons who are to respond to the collection of
information contained in this form are not required to respond
unless the form displays a currently valid OMB control number.

OATH OR AFFIRMATION

I, GIJO JOSEPH, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of KOTAK MAHINDRA, INC., as of MARCH 31, 20 19, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

David Silversmith
Notary Public

[Signature]
Signature
PRESIDENT & CEO
Title

DAVID SILVERSMITH
NOTARY PUBLIC STATE OF NEW YORK
NASSAU COUNTY
LIC. # 01516359505
COMM. EXP. 5/30/21

This report ** contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☐ (c) Statement of Income (Loss).
- ☐ (d) Statement of Changes in Financial Condition.
- ☐ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☐ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

****For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5'e)(3).**

KOTAK MAHINDRA, INC.
STATEMENT OF FINANCIAL CONDITION
MARCH 31, 2019

KOTAK MAHINDRA, INC.

FOR THE YEAR ENDED MARCH 31, 2019

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders
Kotak Mahindra, Inc.

Opinion on the Financial Statement

We have audited the accompanying statement of financial condition of Kotak Mahindra, Inc. as of March 31, 2019, and the related notes (collectively referred to as the "financial statement"). In our opinion, the statement of financial condition presents fairly, in all material respects, the financial position of Kotak Mahindra, Inc. as of March 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

This financial statement is the responsibility of Kotak Mahindra, Inc.'s management. Our responsibility is to express an opinion on Kotak Mahindra, Inc.'s financial statement based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to Kotak Mahindra, Inc. in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statement, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statement. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statement. We believe that our audit provides a reasonable basis for our opinion.


CERTIFIED PUBLIC ACCOUNTANTS

We have served as Kotak Mahindra, Inc.'s auditor since 2015.
Livingston, New Jersey
April 15, 2019

CITRIN COOPERMAN & COMPANY, LLP

290 W. MT. PLEASANT AVENUE LIVINGSTON, NJ 07039 | TEL 973.218.0500 | FAX 973.218.7160

AN INDEPENDENT FIRM ASSOCIATED WITH MOORE STEPHENS

WWW.CITRINCOOPERMAN.COM

KOTAK MAHINDRA, INC.

STATEMENT OF FINANCIAL CONDITION

March 31, 2019

ASSETS

Cash and cash equivalents	\$ 423,625
Receivable from affiliates	179,949
Other receivables	18,750
Certificates of deposit with banks	450,000
Office equipment, net of accumulated depreciation of \$45,781	45,200
Investments, at fair value	235,733
Prepaid expenses and other assets	<u>135,184</u>
TOTAL ASSETS	<u>\$ 1,488,441</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Liabilities	
Accrued expenses	<u>\$ 475,640</u>
Commitments and Contingencies (Notes 8 and 9)	
Stockholders' equity	
Common stock - \$0.01 par value, authorized 2,000,000 shares, issued and outstanding 1,530,621 shares	15,306
Additional paid-in capital	743,912
Retained earnings	<u>253,584</u>
Total stockholders' equity	<u>1,012,802</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 1,488,441</u>

KOTAK MAHINDRA, INC.

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2019

1. Organization and nature of business

Kotak Mahindra, Inc. (the "Company"), a majority-owned subsidiary of Kotak Mahindra Bank Limited (the "Parent"), is a broker-dealer registered with the Securities and Exchange Commission ("SEC") and is a member of the Financial Industry Regulatory Authority ("FINRA"). The Company's operations consist primarily of chaperoning trades executed on the Indian exchanges by its India affiliate, Kotak Securities ("KS"), under Rule 15a-6 of the Securities Exchange Act. The Company also distributes research reports prepared by KS under the same Rule. Additionally, it engages in private placements for funds in the U.S. that are available only to 3c7 investors. These funds are managed by its affiliates, Kotak Mahindra (UK) Limited, Kotak Mahindra Asset Management (Singapore) Pte. Ltd. and Kotak Mahindra (International) Limited.

2. Summary of significant accounting policies

Basis of Presentation

The statement of financial position has been prepared in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP").

This financial statement was approved by management and available for issuance on April 15, 2019. Subsequent events have been evaluated through this date.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation. The Company provides for depreciation using the straight-line method over estimated useful lives for office equipment and computers over five years and furniture over seven years. For leasehold improvements, depreciation is provided over the lesser of the economic use of the improvement or the term of the lease.

Income Taxes

The Company follows an asset and liability approach to financial accounting and reporting for income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets, including tax loss and credit carryforwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred income tax expense represents the change during the period in the deferred tax assets and liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion of or all of the deferred tax assets will not be realized.

The determination of the Company's provision for income taxes requires significant judgment, the use of estimates, and the interpretation and application of complex tax laws. Significant judgment is required in assessing the timing and amounts of deductible and taxable items and the probability of sustaining uncertain tax positions. The benefits

KOTAK MAHINDRA, INC.

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2019

2. Summary of significant accounting policies (continued)

Income Taxes (continued)

of uncertain tax positions are recorded in the Company's financial statements only after determining a more-likely-than-not probability that the uncertain tax positions will withstand challenge, if any, from taxing authorities. When facts and circumstances change, the Company reassesses these probabilities and records any changes in the financial statements as appropriate.

In accordance with U.S. GAAP, the Company is required to determine whether a tax position of the Company is more-likely-than-not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position.

The tax benefit to be recognized is measured as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. De-recognition of a tax benefit previously recognized could result in the Company recording a tax liability that would reduce stockholders' equity. This policy also provides guidance on thresholds, measurement, de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition that is intended to provide better financial statement comparability among different entities. Management's conclusions regarding this policy may be subject to review and adjustment at a later date based on factors including, but not limited to, on-going analyses of and changes to tax laws, regulations and interpretations thereof.

The Company files its income tax returns in the U.S. federal and various state and local and foreign jurisdictions. Any potential examinations may include questioning the timing and amount of deductions, the nexus of income among various tax jurisdictions and compliance with U.S. federal, state and local and foreign tax laws. The Company's management does not expect its assessment of unrecognized tax benefits will materially change over the next 12 months.

Valuation of Investments in Securities at Fair Value - Definition and Hierarchy

In accordance with U.S. GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. In accordance with U.S. GAAP, a fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs reflect the Company's assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

KOTAK MAHINDRA, INC.

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2019

2. Summary of significant accounting policies (continued)

Valuation of Investments in Securities at Fair Value - Definition and Hierarchy (continued)

The fair value hierarchy is categorized into three levels based on the inputs as follows:

Level 1 - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 securities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these securities does not entail a significant degree of judgment.

Level 2 - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of valuation techniques and observable inputs can vary from security to security and is affected by a wide variety of factors, including the type of security, whether the security is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the securities existed. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for securities categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement in its entirety falls, is determined based on the lowest level input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Company's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Company uses prices and inputs that are current as of the measurement date, including periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many securities. This condition could cause a security to be reclassified to a lower level within the fair value hierarchy. Money market funds and certificate of deposits approximate fair value due to the short-term nature of the investment. Investments in common stock and mutual funds that are freely tradeable on national stock exchanges are valued at their last reported sales price as of valuation date.

KOTAK MAHINDRA, INC.

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2019

2. Summary of significant accounting policies (continued)

Use of Estimates

The preparation of the statement of financial condition in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the statement of financial condition and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Employee Incentive

The Company grants to certain employees cash incentive bonuses. Such bonuses are initially measured in a certain number of shares of the Parent's stock and are valued at the fair value of the shares on the grant date. The bonuses are only payable to the employees in cash and their rights to the bonuses vest over a period of time.

In addition, the Parent has an Employee Stock Option Plan ("ESOP") which allows certain employees of the Company to acquire shares of the Parent. The Company applies the Black-Scholes valuation method to compute the estimated fair value of the stock options and recognizes compensation expense, net of estimated forfeitures.

Recently Issued Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-02, Leases. The amendments in this ASU require lessees to recognize right-of-use assets and lease liabilities on the balance sheet for all leases with terms longer than 12 months. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize a right-of-use asset and lease liability. Additionally, when measuring assets and liabilities arising from a lease, optional payments should be included only if the lessee is reasonably certain to exercise an option to extend the lease, exercise a purchase option, or not exercise an option to terminate the lease. ASU 2016-02 is effective for interim and annual reporting periods beginning after December 15, 2018. The Company adopted the new guidance on April 1, 2019. The new guidance will provide for a right-of-use asset and an offsetting operating lease liability on the statement of financial condition with no impact on the statement of income. See Note 8 for a summary of our rental commitments under operating leases as of March 31, 2019, and related disclosures.

Subsequent Events

The Company has evaluated events occurring after the date of the statement of financial condition for potential recognition or disclosure in its financial statement. The Company did not identify any material subsequent events requiring adjustment to or disclosure in its financial statement.

3. Fair value measurements

The Company's investments recorded at fair value have been categorized based upon a fair value hierarchy as described in the Company's significant accounting policies in Note 2.

KOTAK MAHINDRA, INC.

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2019

3. Fair value measurements (continued)

The following table presents information about the Company's assets measured at fair value as of March 31, 2019:

	In Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of March 31, 2019
Assets (at fair value)				
Cash and cash equivalents:				
Money market funds	\$5,012			\$5,012
Certificate deposits with banks		\$450,000		\$450,000
Common stocks	\$26,247	-	-	\$26,247
Mutual fund	\$209,486	-	-	\$209,486
Total investments in securities	\$235,733			\$235,733

The Company has an investment in the Alps Kotak India Growth Fund for which Kotak Mahindra Asset Management (Singapore) Pte. Ltd., a subsidiary of the Parent, acts as a sub-advisor. The investment is carried at a fair value of \$209,486 as of March 31, 2019, which is included investments in the statement of financial condition.

During the fiscal year ended March 31, 2019, the Company sold 35,686.97 shares of Alps Kotak India Growth Fund.

4. Related Party Transactions

Service Income	Amount due
Kotak Securities Limited	\$ 109,834
Kotak Mahindra Asset Management (Singapore) Pte, Ltd.	9,150
Kotak Mahindra (International) Ltd.	10,617
Kotak Mahindra (UK) Ltd.	1,084
Total	\$ 130,685
Referral Fees	Amount due
Kotak Mahindra (International) Ltd.	\$ 36,079
Kotak Mahindra (UK) Ltd.	9,936
Unaffiliated	15,000
Total	\$ 61,015

The amount due from its parent Kotak Mahindra Bank Ltd. as of March 31, 2019 for stock option liability for transferred employee was \$3,250.

KOTAK MAHINDRA, INC.

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2019

5. Income taxes

At March 31, 2019, the Company had a deferred tax asset of approximately \$1,358,000. The net operating loss carryforwards begin to expire in 2031. Based upon the projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Company will not realize the benefits of these carryforwards, and therefore, a full valuation allowance has been recorded for federal and state purposes. The change in the valuation allowance for the year ended March 31, 2019, was approximately \$57,000. The effective rate differs from the statutory rate due to the change in the valuation allowance on the deferred tax asset.

On December 22, 2017, the Tax Cuts and Jobs Act (the "2018 Tax Reform Act") was signed into law. The 2018 Tax Reform Act significantly changes U.S. corporate income tax laws by, among other things, reducing the U.S. corporate income tax rate from 35% to 21% beginning in 2018. As a result, the Company remeasured its deferred tax assets at the new lower corporate income tax rate, which did not have a material effect on the financial statements.

6. Exemption from Rule 15c3-3

The Company is exempt from the SEC Rule 15c3-3 pursuant to the exemptive provision under sub-paragraph (k)(2)(i), and therefore, is not required to maintain a "Special Reserve Bank Account for the Exclusive Benefit of Customers."

7. Net capital requirement

The Company is a member of FINRA, and is subject to the SEC Uniform Net Capital Rule 15c3-1. This Rule requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1, and that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1.

At March 31, 2019, the Company's net capital was \$591,609, which was \$341,609 in excess of its required net capital of \$250,000.

8. Commitments and contingencies

Office Space

The Company leases its New York City office facility under an operating lease which expires in October 2022. Aggregate future minimum annual rental payments for the years subsequent to March 31, 2019, are approximately as follows:

<u>Year ending March 31:</u>	<u>Amount:</u>
2020	103,000
2021	106,100
2022	109,000
2023	65,000
	\$383,100

KOTAK MAHINDRA, INC.

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2019

8. Commitments and contingencies (Continued)

Office Space (continued)

The Company's leases provide for periods of free rent. Pursuant to FASB Accounting Standards Codification ("ASC") 840, Accounting for Leases, the aggregate of the total minimum lease payments under these leases is being amortized on the straight-line basis over the lease terms.

Contingencies

The Company is subject to various regulatory examinations that arise in the ordinary course of business. In the opinion of management, results of these examinations will not materially affect the Company's financial position or results of operations.

Legal Matters

The Company was named as a co-defendant in multiple class action lawsuits and various individual actions related to an initial public offering ("IPO") in 2015 wherein the Company was one of the several underwriters. The complaints allege, among other things, that the offering material failed to disclose liquidity and debt issues being experienced by the sponsor of the IPO, thereby rendering its business model as not viable. Management of the Company joined with the Underwriters group to vigorously defend its position. Additionally, the issuer of the IPO has granted each of the co-defendants indemnification from virtually all legal fees and any settlements that may result from these matters. During the year ended March 31, 2018, the Company and the majority of the plaintiffs entered into an agreement to settle the action as to all defendants for \$57 million without contribution from the underwriters, and the parties submitted the settlement for court approval. The settlement was preliminarily approved by the Court on December 20, 2017. After several large class members opted out of the settlement, The Issuer of the IPO exercised its right to terminate the settlement (although such termination may be withdrawn if those opt-outs are attracted back into the settlement). Plaintiffs have disputed whether the investors that opted out of the settlement purchased a sufficient quantity of the issuer's shares to trigger the issuer's right to terminate the settlement. The parties have submitted supplemental briefing on this dispute and now await a decision. Management believes that the settlement agreement will prevail, and that the indemnification agreement further shields the Company from any material adverse outcome. Accordingly, adjustments, if any that might result from the resolution of this matter have not been reflected in the financial statements.

9. Concentrations of credit risk

From time to time, the Company maintains its cash and cash equivalents in a financial institution that may exceed the Federal Deposit Insurance Corporation coverage of \$250,000. The Company has not experienced any losses in such accounts and believes it is not subject to any significant credit risk on cash and cash equivalents

10. Employee Stock Options

The Parent has an Employee Stock Option Plan ("ESOP") which allows certain employees of the Company to acquire shares of the Parent. Option awards generally vest based on an average three years of continuous service. The fair value of options granted is recognized as compensation expense with a corresponding increase in equity and is spread over the period during which the employees become unconditionally entitled to the options. Options are forfeited if the employee leaves the Company before the options vest.

KOTAK MAHINDRA, INC.

NOTES TO FINANCIAL STATEMENTS

MARCH 31, 2019

10. Employee Stock Options (Continued)

The fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model.

Option-pricing models require the input of highly subjective assumptions, including the expected term of options, the expected price volatility of the stock underlying such options and forfeiture rate. The expected volatility is based on historical information for the Parent's publicly traded stock. The expected term is based on the stated life of the options granted. The risk-free rate for periods with the contractual life of the option is based on the estimated risk free rate in India in effect at the time of grant. The assumptions used for stock options granted during the year ended March 31, 2019, consist of the following:

Stock Price at Mar 29, 2019	Rs. 1,334.50
Exercise Price(INR)	Rs. 900
Exercise Price(USD)	13.01
Expected Volatility	31.74%
Expected Dividends	None
Expected Term (in years)	Average 3 years
Risk-free interest rate	Approx 6.5%

A summary of the option activity under the ESOP as of March 31, 2019, and changes during the year then ended is presented below:

	Shares	Exercise Price(INR)	Exercise Price(USD)
Outstanding at beginning of year	0	Rs. 900	\$13.01
Transferred in during the year	2,728		
Exercised/Lapsed during the year	(654)		
Outstanding at March 31, 2019	2,074		
Exercisable at March 31, 2019	none		