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Judicial precedents under Income-tax Act on Anti-Avoidance Rules

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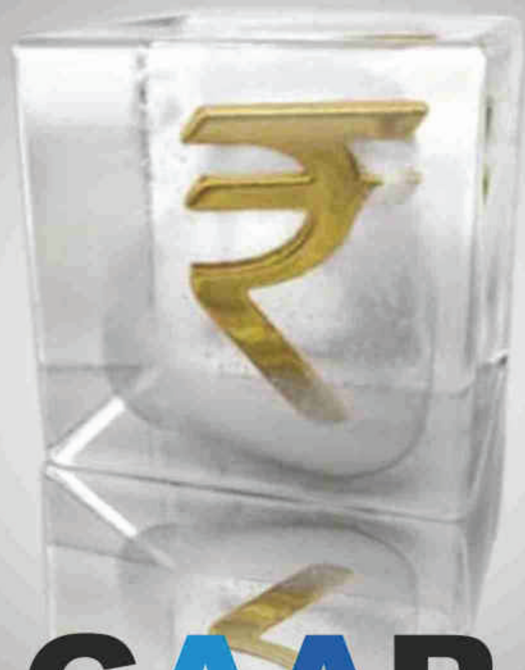
GAAR and DTA

Corporate restructuring Mergers, Demergers, etc.–GAAR implications

Guidelines and Rules under GAAR

Exemption from GAAR

Dispute resolution, legal remedies against order of Approving Panel for GAAR



GAAR
General Anti-Avoidance Rules

Other Contents

- Direct Taxes • Other Laws
- Best of the Rest • Indirect Taxes
- International Taxation • Corporate Laws
- The Chamber News

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LOB clauses under Indian DTAAs

1. Introduction

Limitation on Benefits Provision[1] (hereinafter referred to as "LOB Clause" or "LOB Provision") has been explained in the Organisation for Economic Co-operation and Development's[2] (the "OECD") glossary on tax terms as *"Tax treaty provisions designed to restrict treaty-shopping opportunities by limiting treaty benefits to persons who meet one of several enumerated tests, which may require minimum level qualifications, e.g., local ownership."*.

The above definition raises some fundamental questions as to what is the meaning and context in which the term "treaty-shopping" has been used here and more fundamentally what indeed is the role of a tax treaty and its interaction with the domestic tax laws of a country. This article analyses these question before proceeding to analyse some of the common examples of LOB Clauses found in Indian Double Taxation Avoidance Agreements ("DTAAs") and concludes with some thoughts on recent developments.

1.1. Meaning and role of tax treaties

Tax treaties are (usually)[3] bilateral agreements between two sovereign countries for the avoidance of double taxation. Historically, the main purpose of tax treaties happened to be the avoidance of (juridical) international double taxation. This was with the objective of promoting the cross-border exchange of goods and services and the movement of capital and persons. However increasingly it has been a stated objective of tax treaties to prevent tax avoidance and evasion of taxes.

The provisions of a DTAA normally apply to persons who are "residents"[4] of either one

1 Also referred to as Limitation of Benefits Provision in tax literature and some tax treaties

2 The OECD is an inter governmental economic organisation with 35 member countries, founded in 1960 to stimulate economic progress and world trade. While India is not a member of the OECD, India is one of the many non-member economies with which the OECD has working relationships in addition to its member countries. India has been co-operating with OECD since 1995 and also participating in various OECD led projects, notably the 2013 Base Erosion and Profit Shifting Project ("BEPS") and also providing its observations and reservations on the OECD Income and Capital Model Convention and Commentary

3 There have been instances of multilateral treaties in force for e.g., the Nordic Convention (1996) is a multilateral tax convention for the avoidance of double taxation between Denmark, Faroe Islands, Finland, Iceland, Norway and Sweden

4 This term is defined in Article 4 of the OECD Model Tax Convention on Income and Capital, 2014 (hereinafter, "OECD Model, 2014")

or both of the countries who are party to the DTAA. The way tax treaties operate is by defining which of the two countries constitutes as "residence state" of the taxpayer and the other country being referred to as the "source state". The DTAA then proceeds to distribute the taxing rights between the residence state and the source state by limiting the application of domestic tax law and/ or imposing an obligation on each of the two countries.

A common example of such limitations could be where the distributive provisions envisage tax sharing for a class of income e.g. interest income[5] where there is a cap (usually set at 10% of the gross amount of interest earned) beyond which the source state cannot exercise the taxing right under its domestic tax law. Such a tax sharing provision is coupled with the obligation on the residence state to provide double tax relief[6] either by way of credit for foreign taxes paid or by way of exemption. Alternatively, for certain provisions, complete exemption of taxation in the source state is agreed e.g. pension income is usually taxed only in the state of residence of the taxpayer[7] or till very recently capital gains accruing to a resident of Mauritius on disposal of shares in an Indian company were exempt in India and only taxable in Mauritius.[8] This capital gains exemption under the India-Mauritius DTAA has been one of the biggest drivers for Mauritius being the top country for making FDI investments into India. A recently released statistics report by the RBI confirms this with Mauritius and Singapore accounting for 50% of the total FDI which has been received by India between April 2000 to March 2017.[9] It is important to realise that treaties do not operate depending on whether the residence state ultimately taxes the income. They apply irrespective of whether a tax liability arises under the domestic laws of the residence state and seek to restrict the taxing right of the source state. Given this feature of treaties in conjunction with favourable domestic tax treatment for taxation of capital gains in Mauritius meant that effectively a very low level of taxation was suffered where investments were made through a holding company established in Mauritius. Ordinarily this would not be an issue given that countries who sign tax treaties are expected to be aware of the domestic tax system of the counterparty to the treaty. However, this situation presents an issue where tax residents of third countries – which may not have an equally favourable treaty with India – seek to benefit from the provisions of the India-Mauritius DTAA.

Take for example the case of an MNC headquartered in the United States ("US") which wishes to invest in India. The India-US treaty provides for source state taxation of the capital gains earned on disposal of shares of a company. To circumvent these seemingly unfavourable provisions, the US MNC has the alternative to invest in India by setting up a subsidiary in Mauritius which keeping aside other considerations would be considered to be a tax resident in Mauritius and entitled to benefit from the India-Mauritius DTAA. This situation is commonly referred to as "treaty shopping".

1.2 Meaning of "treaty shopping", is it legal and how do countries counter this?

Treaty shopping may thus be described as structuring a cross-border transaction solely with the purpose of taking advantage of a favourable DTAA which otherwise would not have been available because the person claiming benefits

5 Article 11 OECD Model, 2014

6 Article 23A/23B OECD Model, 2014

7 Article 18 OECD Model, 2014

8 Article 13 of the India-Mauritius DTAA has been amended to provide that capital gains on sale of shares of a company resident in India and acquired on or after 1 April 2017 may also be taxed in India

9 Refer RBI Fact Sheet on FDI From April, 2000 to March, 2007 which can also be accessed at: http://dipp.nic.in/sites/default/files/FDI_FactSheet_January_March2017.pdf

is not a tax resident of one of the countries to the treaty.

To counter such abusive practices, countries have introduced various anti-avoidance rules like the beneficial ownership requirement, LOB Clause and the principal purpose test at the treaty level and the general anti-avoidance rule ("GAAR") into the domestic law. It is important to note that all such anti-abuse rules are complementary in nature and their role is to be applicable in specific situations.

A company being an artificial person can only be expected to comply with the law and not be required to pay what constitutes a "fair" share of taxes. Given this, it is important to clarify if treaty shopping is *per se* illegal in India. This question has been adjudicated by the Supreme Court in the landmark case of *Union of India vs. Azadi Bachao Andolan*[10].

The Supreme Court had to decide if "treaty shopping" by which the resident of a third country takes advantage of the provisions of the DTAA, is illegal and thus forbidden. The Supreme Court held that many developed countries tolerate and even encourage treaty shopping possibly for non-tax reasons. Developing countries allow such treaty shopping to encourage capital and technology inflows and the loss of tax revenues needs to be viewed in light of other non-tax benefits to the economy. The Court refused to rule that treaty shopping is illegal but rather put the onus on the Government to evaluate the policy considerations behind permitting or banning it. The Court in part drew this inference by noting that the absence of an LOB Clause in the India-Mauritius treaty – in comparison to the India-US DTAA – as evidence that if the test of residence was satisfied there was no bar on third country residents taking advantage of the treaty. In the Court's view where the loss of tax revenue outweighs the non-tax benefits the Government should renegotiate the treaty with Mauritius.

The US is a prime example of a country which has a clear policy that it does not support treaty shopping and insists on including a LOB Clause in all of its tax treaties including its treaty with India. The technical explanation to the US 1996 Model Treaty contains helpful guidance on the role and purpose of the LOB clause. The explanatory notes begin by confirming that the US views a tax treaty as a vehicle for providing treaty benefits to residents of the two Contracting States and it is very important to determine which persons should qualify as "resident" for the purpose of granting treaty benefits. In their view, "treaty shopping" means the use, by residents of third states, of legal entities established in a Contracting State with a principal purpose to obtain the benefits of a DTAA between the US and the other Contracting State. It is however clarified that such a definition of treaty shopping does not cover all the cases in which a third-country resident sets up an entity in the country of a treaty partner and in which this third-country resident itself would not be entitled to treaty benefits. Where the third country resident has valid business reasons for setting up the entity in this manner and the structure is not setup merely to obtain treaty benefits, it should not be hit by the LOB provision. The above interpretation of the role of an LOB clause makes it necessary to examine the taxpayer's intent in each case. Recognising the administrative impossibility of this, the LOB Provision (as set out in US Model) sets out a series of objective tests. The assumption is that a taxpayer who meets the requirement of at least one of the tests has a valid business purpose for the structure or has a sufficiently strong nexus to the other Contracting State for claiming treaty benefits.

The above explanation clarifies the role and purpose of the LOB Provision at least for US treaties and serves as a helpful starting point for negotiating LOB Provisions in actual treaties.

10 263 ITR 706

2. Examples of LOB Clauses in Indian DTAAs

If we analyse treaties signed by India, we notice that early examples of LOB style clause are found in India's treaties with the US, United Arab Emirates ("UAE") and Singapore. India very recently amended the LOB clause in its treaty with Singapore and also incorporated such a provision in its treaty with Mauritius. In addition, there are many other recent treaties where India has included a LOB clause which have also been listed for completeness.

2.1 LOB Clause under the India-US DTAA (1989)

The India-US DTAA (1989) has a LOB provision included in Article 24 which seeks to limit treaty benefits to residents of third countries the provisions of which have been analysed below.

Paragraph 1 – Two-part ownership and base erosion test

Paragraph 1 provides that a person other than an individual will only be entitled to benefit from the treaty on satisfaction of the two-part test broken down into a) ownership test and b) base erosion test. The reason for excluding individuals from the scope of the LOB Clause is that there is limited risk of individuals indulging in treaty shopping by changing their country of residence.

The ownership test is met where more than 50% of the beneficial interest in the person claiming treaty benefits is owned directly or indirectly by individuals who are either resident in or subject to tax on their worldwide income in either of the two countries. By making a reference to both direct and indirect ownership, where an MNE group has a chain of companies which are ultimately held by resident individuals of the Contracting States, this test is met. The base erosion test is met where the person's "income" is not used in a "substantial" part, directly or indirectly, to meet liabilities (including interest or royalties) in the form of tax deductible payments to persons who are not residents of either of the contracting states. The technical explanation clarifies that generally payments which do not exceed 50% of the "income" (explained to mean gross income/receipts less cost of goods/services) would not be interpreted as "substantial".

Where a taxpayer fails to meet this two-part test one should check if any of the exceptions contained in paragraphs 2 or 3 are met.

Paragraph 2 – Exemption for active trade or business

There is an exemption from the limitation provided in paragraph 1 if the taxpayer meets the active trade or business exemption. This paragraph provides an exemption from the LOB requirement where the taxpayer has an active trade or business and the income received is in connection with or incidental to the active trade or business. This exemption, however, does not apply where the business consists of making or managing investments except in the case of a banking company or insurance company engaged in banking or insurance activities. Taxpayers should note that this is not an entity level test and rather needs to be tested for each type of income.

Paragraph 3 – Exemption for listed entities

There is an exemption from the limitation provided in paragraph 1 if the entity is listed on a recognised stock exchange in either of the two countries and there is substantial and regular trading in the entity's principal class of shares on such a recognised stock exchange. The term "recognised stock exchange" has been defined in the treaty to mean in the case of US, the NASDAQ System and any stock exchange which is registered as a national securities exchange with the Securities and Exchange Commission, US and in the case of India any stock exchange which is recognised by the Central Government under the Securities Contracts Regulation Act, 1956.

Paragraph 4 – Reference to Competent Authorities
This is the residual clause where treaty benefits may still be granted at the discretion of the competent authority even if the taxpayer does not satisfy any of the tests laid out in the preceding paragraphs. This ensures that the competent authority is able to take into account all the relevant facts and circumstances into consideration including the business structure and the nature of trade/ business in determining the eligibility for availing treaty benefits which may have been harshly denied given the mechanical nature of the tests.

2.2 LOB Clause under the India-UAE DTAA (1992)

Another example of an old Indian treaty which has a LOB Clause is the India-UAE treaty which was entered in 1992. Article 29 of the DTAA contains the LOB provision and provides that an entity shall not be entitled to the benefits of the DTAA if the main purpose or one of the main purposes of the creation of such entity is to obtain the benefits of the DTAA.

A plain reading of this provision makes it clear that it is worded very differently from the India-US DTAA and does not rely on objective tests to deny benefits of treaty shopping. It rather lays down a subjective test which evaluates the main purpose for choosing the particular structure or interposing the entity which seeks to avail the treaty benefits.

What is concerning for the taxpayer however is how the above provision will be administered in practice. A corporate structure is usually chosen for a variety of commercial and business reasons including the level of tax burden suffered. Given this it will be prudent for taxpayers to document the various business and commercial considerations when opting for a particular structure. Also, while Article 29 in the India-UAE DTAA has been given the heading "Limitation of Benefits" – the actual text is more similar to the principal or main purpose test which is found in domestic GAAR rules (or akin to the principal purpose test under BEPS Action 6) rather than a traditional LOB Clause which lays down a series of mechanical tests.

2.3 LOB Clause under the India-Singapore DTAA (1994) and the India-Mauritius DTAA (1982)

2.3.1 India-Singapore DTAA (1994)

We have seen two variants of the LOB provision in Indian tax treaties. The third type of variant is found in India's treaties with Singapore (which was recently renegotiated by signing of the third protocol amending the treaty in line with the revisions to the India-Mauritius DTAA). This provision only aims to prevent the abuse of the capital gains benefit in the treaty and does not seek to restrict other benefits available under the treaty.

The substantive revision introduced by the protocol provides India the right to tax capital gains arising on sale of shares of an Indian company which have been acquired on or after 1st April 2017 by a Singapore resident.[11] However where such gains arise between 1st April 2017 and 31 March 2019, there is transitory relief which caps the rate of tax to 50% of the prevailing tax rate.[12] Capital gains on shares acquired on or before 31st March 2017 have been grandfathered and continue to be exempt in the source state but are now subject to the revised LOB provision.[13] Further, the treaty has been amended to explicitly clarify that treaty provisions will be overridden by domestic anti-avoidance measures such as the GAAR, which came into effect in India from 1 April 2017.[14]

The revised capital gains provision described above (Article 13) is however subject to the

11 Article 13.4B India-Singapore DTAA

12 Article 13.4C India-Singapore DTAA

13 Article 13.4A India-Singapore DTAA

14 Article 28A India-Singapore DTAA

revised LOB Clause included in the treaty and found at Article 24A. The main provisions of this revised LOB Clause have been analysed below.

Paragraph 1 – Motive Test
Paragraph 1 denies the grandfather benefits[15] and the transitory relief[16] to a person if its affairs are arranged with the primary purpose of availing the benefits of these exemptions and reliefs. This provision ensures that erstwhile structures which were setup with the primary purpose of availing the capital gains exemption in the treaty before the recent amendments are denied such benefits.

Paragraph 2 – Shell or conduit companies / bona-fide business test
Paragraph 2 provides an additional limitation which prohibits the claiming of transitory benefits[17] by shell or conduit entities which have been defined to mean any legal entity with negligible or nil business operations or with no real and continuous business activities carried out in the country. This provision thus tries to target entities which are not carrying out any genuine or *bona-fide* business activities from claiming treaty benefits.

Paragraph 3 – Expenditure test
An entity is deemed to be a shell or conduit company if its annual expenditure is less than SGD 200,000 in Singapore or less than INR 5,000,000 in India, during each of the 12 month periods in the immediately preceding 24 months from the date on which the capital gains arise. Where this test is not met, the grandfathering benefits will be denied. In respect of availing the benefit of the reduced tax rate during the transitory period, the expenditure test will need to be met but only for the immediately preceding period of 12 months from the date on which the capital gain arises.

Paragraph 4 – Exemption for listed entities or where the expenditure test is met
An entity is not deemed to be a shell/conduit company if it is listed on recognised stock exchange of a country or if it meets the Expenditure test laid out in paragraph 3.

The above LOB Clause is supplemented by the introduction of Article 28A which provides that treaty provisions shall be overridden by the application of a country's domestic anti-avoidance rules. This provision makes it clear that it is the intention of the legislature to enforce GAAR even in situations where there are specific anti-avoidance provisions in a DTAA and hence investors will have to meet a higher threshold when claiming treaty benefits. Interestingly however there is no equivalent provision which has been introduced in the India-Mauritius DTAA as analysed in the next section.

2.3.2 *LOB Clause under the India-Mauritius DTAA (1982)*

India renegotiated its treaty with Mauritius with the signing of the protocol in 2016. This amendment led to the revision of the capital gains provision (Article 13) and the introduction of a LOB Clause (Article 27A) in the treaty. Significantly for India, the treaty was amended to provide for the phased elimination for the source exemption on capital gains arising on sale of shares of a company if the shares have been acquired on or after 1st April 2017.[18] However where such gains arise between 1st April 2017 and 31st March 2019, there is transitory relief which caps the rate of tax at 50% of the prevailing tax rate in the source state.[19] Capital gains on shares acquired on or before 31 March 2017 have been grandfathered and continue to be exempt in the source state.

15 Article 13.4A India-Singapore DTAA
16 Article 13.4C India-Singapore DTAA
17 Article 13.4C India-Singapore DTAA
18 Article 13.3A of India-Mauritius DTAA
19 Article 13.3B of India-Mauritius DTAA

The transitory relief described above is however subject to the new LOB Clause included in the treaty and found at Article 27A. The main provisions of this revised LOB Clause (which is similar in structure to the LOB Clause in the India-Singapore DTAA) have been analysed below:

Paragraph 1 denies the transitory relief to a person if its affairs are arranged with the primary purpose of availing the benefits of this relief. Paragraph 2 provides an additional limitation which prohibits the claiming of transitory benefits by shell or conduit entities which have been defined to mean any legal entity with negligible or nil business operations or with no real and continuous business activities carried out in the country. This provision thus tries to target entities which are not carrying out any genuine or *bona-fide* business activities from claiming treaty benefits. Paragraph 3 lays out the expenditure test which provides that an entity is deemed to be a shell or conduit company if its annual expenditure is less than Mauritian ₹ 1,500,000 in Mauritius or less than ₹ 2,700,000 in India, in the immediately preceding period of 12 months from the date on which the capital gains arises. Paragraph 4 provides an exemption from the LOB provision if the entity is listed on recognised stock exchange of a country or if it meets the Expenditure test laid out in paragraph 3.

When one compares the LOB provisions found in the India-Singapore and India-Mauritius DTAA, the LOB Clause in the India-Mauritius DTAA (Article 27A) has a narrower scope with the latter only applying to instances where transitional relief in respect of capital gains (Article 13.3B) is claimed under the India-Mauritius DTAA (the former in addition to the transitional provisions also applies to the erstwhile exemption for capital gains earned before 1st April 2017). In addition, there is no reference to the domestic anti-abuse or GAAR provisions in the India-Mauritius DTAA (as compared to the provision found in Article 28A of the India-Singapore DTAA).

This raises a question as to what is the interaction between a LOB Clause in a DTAA and a country's domestic anti-abuse rules. Can an inference be made that to the extent the LOB Provision in the India-Mauritius DTAA is satisfied there should be limited possibility for invoking GAAR? One will have to carefully weigh the arguments in support of the overriding nature of treaties given their status as international agreements and their role of relieving double taxation against the inherent purpose of domestic general anti-avoidance rules which is to counteract tax avoidance situations which are not adequately caught by LOB style specific anti-abuse rules.

While the revised capital gains provisions and introduction / revision in the LOB Clause aims to bring certainty to the application of the India-Singapore and India-Mauritius DTAAs, it remains to be seen how the above provisions (especially given the differences in the scope and wording in the two treaties) will be administered in practice. The LOB Clause in both the treaties adopts a mix of objective criteria e.g., the Expenditure test and Listing requirement combined with subjective criteria of evaluating the primary purpose of the structure for denying treaty benefits. Given this, taxpayers will have to adequately document the business and commercial reasons including for existing structures where investments are made through Mauritius or Singapore resident entities to ensure they do not fall foul of the LOB Clause.

3. Concluding Remarks

The last couple of years have indeed been very interesting for international tax advisors as the economic slowdown and reduction in tax revenues have pushed tax administrations to improvise the tools at their disposal for tackling tax avoidance and evasion. India has been an active participant both globally – as a part of the global BEPS Agenda led by the OECD and domestically – with the introduction of domestic GAAR and revision of Indian DTAAs to counter tax avoidance by inclusion of an LOB Clause. Given these developments it is worth highlighting how policy action in these areas is interacting with the existing framework of LOB Clause found in India DTAAs.

3.1 Uniformity in India's approach to inclusion of LOB Clauses in DTAAs

There are many other Indian tax treaties which include the LOB Provision in their text. While it is not possible to list and analyse all of them, in general the trend has been towards inclusion of a subjective motive test under the LOB Clause. For instance, Article 29 of the India-Norway DTAA (2011) has a LOB Provision which denies treaty benefits if the main purpose or one of the main purposes of the transaction or the formation of the entity (i.e. residence) is to avail treaty benefits. Similar wording has also been included in Article 28C of the India-United Kingdom DTAA (1993) and Article 28A of India-Poland DTAA (1989).

The above examples make it clear that there is no standardised approach which has been adopted by India in negotiating its tax treaties with a mix of objective criteria and subjective criteria being use in the LOB Clauses found in India's tax treaties. From an investor's perspective, different wording in each treaty increases the complexity in the interpretation of the tax treaties and consequently the compliance burden and overall tax risk in respect of their investments into India.

3.2 CBDT's views on interaction of domestic GAAR and treaty LOB Clause

The introduction of the domestic GAAR[20] with came into effect from 1st April, 2017 will provide an insight into the practical administration of this domestic anti-abuse provision and its interaction with various specific anti-abuse rules including those at a treaty level e.g. LOB clauses. The stated objective behind the introduction of the domestic GAAR is to tackle tax avoidance including in respect of those transactions where improper benefits are availed under a DTAA. Given this the preliminary question to answer is if benefits under a DTAA subject to the application of challenge under the GAAR provisions. While one can debate the constitutional validity of such a provision and if it constitutes treaty override, the amendments made to sections 90(2A) and 90A(2A) of the Income-tax Act, 1961 make it clear that the intention of the legislature is that treaty benefits can only be enjoyed subject to GAAR. This will be the case even where the provisions of GAAR are not beneficial to the assessee.

Following from this, the next question then is to understand if the tax administration will seek to invoke GAAR even in instances where the DTAA contains adequate anti-abuse safeguards and more specifically its interaction with LOB Clauses. The CBDT in a Circular[21] issued in the beginning of 2017 has tried to clarify aspects on the implementation of the GAAR. The circular clarifies that CBDT believes that both GAAR and specific anti-avoidance rules (e.g., Beneficial Ownership requirement, LOB Clause) can co-exist given that the specific rules may not be able to address all types of tax avoidance. Specifically, in respect of the interaction of GAAR and LOB clause under the treaty, CBDT considers that the decision on whether or not to invoke GAAR would depend on the sufficiency and nature of the LOB in addressing the mischief. Where the tax avoidance is sufficiently addressed by the LOB Clause, CBDT does not believe that there would be a requirement to invoke GAAR.

20 Chapter X-A of Income-tax Act, 1961

21 Circular No. 7 of 2017

3.3 BEPS Action item 6 recommendations and its interaction with Indian DTAAs on signing of the Multilateral Instrument ("MLI")

BEPS Action item 6 deals with treaty abuse situations and OECD was given the mandate to develop *"model treaty provisions and recommendations regarding the design of domestic rules to prevent the granting of treaty benefits in inappropriate circumstances."*[22] OECD's work in this area recommended that countries adopt the following three key changes in its tax treaties to tackle treaty abuse:

1. Clarify the purpose of a DTAA - A clear statement of intention in the preamble to the treaty that the Contracting States, when entering into a treaty, wish to prevent tax avoidance and, in particular, intend to avoid creation of opportunities for treaty shopping

2. LOB Rule - Introduction of a simplified LOB rule in tax treaties with the objective of addressing a large number of treaty shopping situations based on the legal nature, ownership in, and general activities of, residents of a Contracting State

3. The Principal Purpose Test – Introduction of a general anti-abuse rule based on the principal purpose of the transaction or arrangement to deal with other forms of treaty abuse including treaty shopping situations which are not addressed by the LOB rule

The above mentioned dual-approach by OECD of tackling abuse of residence by third country residents by introduction of simplified LOB Clause combined with a principal purpose test for transactions or arrangements is different compared to the approach adopted by India in many of its existing tax treaties for e.g., Norway, United Kingdom, Poland where the principal purpose test has been used to check abuse of both the residence conditions and transactions.[23] With 70 countries including India signing the MLI on 7th June, it will be interesting to analyse the corresponding choices made by India's treaty partners and how this conflict in approach is resolved where changes to the DTAA are implemented by the signing of the MLI.

22 OECD BEPS Action 6: Final Report, 2015 – Preventing the Granting of Treaty Benefits in inappropriate circumstances

23 Mukesh Butani, The Multilateral Instrument Era – Measuring the Impact on India, Asia-Pacific Tax Bulletin, 2017 (Volume 23), No. 2

> A customer is the most important visitor on our premises. He is not dependent on us. We are dependent on him. He is not an interruption in our work. He is the purpose of it. He is not an outsider in our business. He is part of it. We are not doing him a favour by serving him. He is doing us a favor by giving us an opportunity to do so.
>
> — *Mahatma Gandhi*