REVISITING THE VODAFONE CHAPTER ON OFFSHORE TRANSFER OF INDIAN ASSETS: A COMMENT ON THE DIT V. COPAL RESEARCH LIMITED CASE

Dhruv Tiwari and Anand Swaroop[*]

Abstract

The Delhi High Court, in a path breaking pronouncement recently, held that the profits arising from the sale of shares of overseas entities which derive a majority of their value from Indian assets shall fall beyond the scope of taxation under the Indian taxation laws. The High Court, while delivering its watershed judgment on taxation of indirect transfer of assets, touched upon the issues of interpretation given to Explanation 5 to Section 9(1)(i) of the Income Tax Act, recourse taken to non-binding international instruments and tax avoidance. The order of the Delhi High Court comes as a much needed relief for the international investor community. In the light of the aforementioned aspects, the present case commentary critically analyzes the judgment of the Delhi High Court on the offshore transfer of Indian assets. The commentary begins with the

[*]Dhruv Tiwari and Anand Swaroop are fourth-year students at National Law University, Odisha. The authors may be reached at tiwaridhruv31@gmail.com.

background of the entire case which includes appreciation of the facts of the case; the issues involved therein, the contentions of the parties and the order passed by the Court. The authors then move on to a critical and multi-dimensional analysis of the order, taking into account the hits and misses of the Court while delivering the same. In conclusion, the authors deal with the implications of the said pronouncement within the context of future transactions and arrangements to be entered into by overseas corporations. More specifically, the authors discuss how this decision of the Delhi High Court has contributed in solving the dubitable problem of tax avoidance by giving a background of the same.

I. INTRODUCTION

The recently delivered judgement of the Delhi High Court in *DIT v. Copal Research Mauritius Limited*[1] has turned out to be a landmark judgment having far-reaching effects on India's taxation paradigm concerning the offshore transfer of Indian assets. In this progressive ruling, it was decided that the gains from the sale of shares of overseas entities, when the underlying Indian assets are transferred, become non-taxable under the Indian taxing statute. More importantly, it has helped in resolving the controversy surrounding the connotation of the word 'substantially' as incorporated under

[1]Director of Income Tax (International Tax) v. Copal Research Limited, (2014) 270 CTR (Del) 223.

Explanation 5 to Section 9(1)(i) of the Income Tax Act, 1961 (the Act). The Delhi High Court while delivering this historic judgment delved into various sources like the OECD Guidelines, the Shome Committee Report and the Direct Tax Code, 2010 (DTC 2010).

II. BACKGROUND OF THE CASE

A. Brief Facts

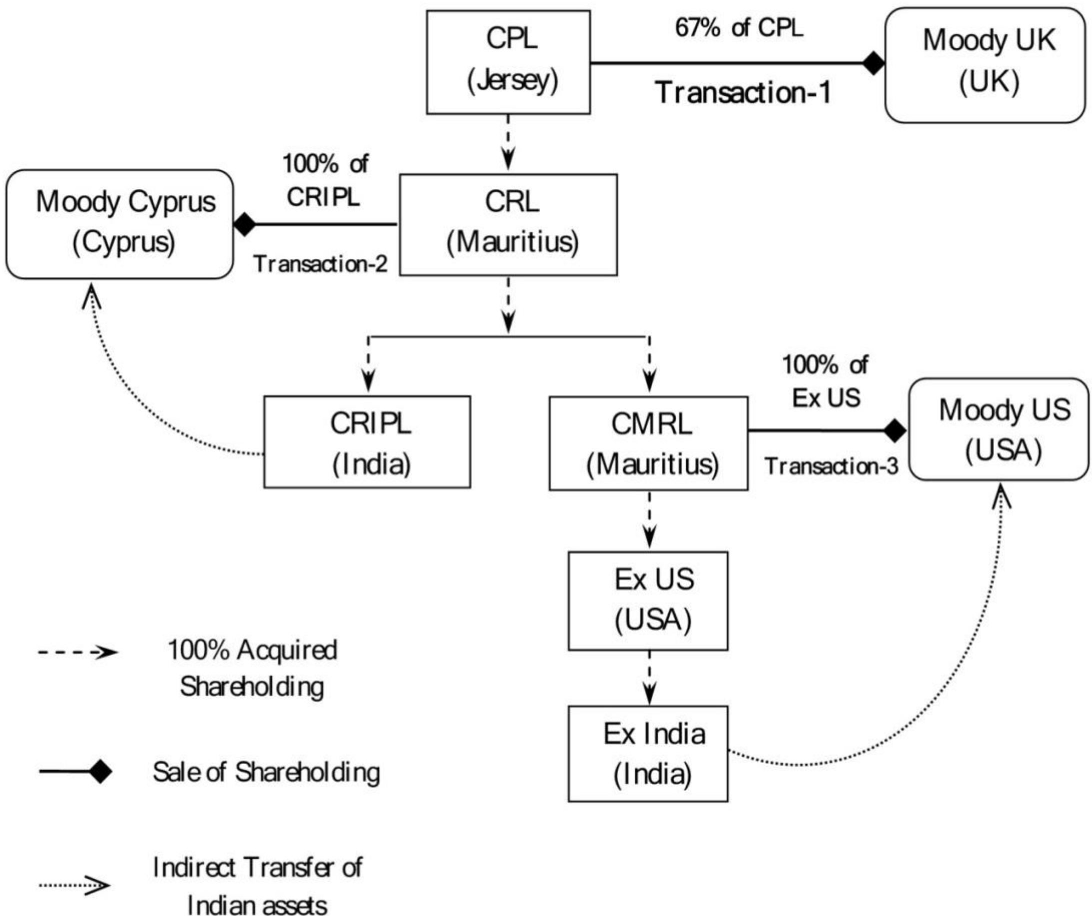
The petitions in the present case pertain to the sale of shares of the Copal Group constituents to the Moody Group constituents in three different transactions. These Writ Petitions have been filed by the Revenue Department challenging the ruling of the Authority for Advance Rulings (AAR) wherein it was held that *the capital gains arising out of the sale of shares of an Indian company sold by a Mauritius company to a Cyprus company and the sale of shares of a US company sold by a Mauritius company to another US company were not liable to tax in India in the hands of seller companies*.[2] Here, the Copal Group consists of Copal Partners Limited, Jersey (Copal-Jersey), Copal Research Limited, Mauritius (CRL), Copal Market Research Limited, Mauritius (CMRL), and Copal Research India Private Limited, India (CRIPL). The Moody Group comprises of Moody's Group UK limited, United Kingdom (Moody-UK), Moody Group's Cyprus Limited, Cyprus (Moody-Cyprus), and Moody's Analytics Inc. Co., United States (Moody-US). Lastly, the Exevo Group has incorporated Exevo Inc., United States (Ex-US) and Exevo India Pvt. Ltd., India (Ex-India).

[2]In Re: Moody's Analytics Inc., (2012) 348 ITR 205 (AAR).

B. Transactions Involved

Transaction-1 involved the sale of shares of CRIPL by CRL to Moody-Cyprus. CRIPL was the 100% subsidiary of CRL, whose entire shareholding in CRIPL, was transferred to Moody-Cyprus for a fixed consideration along with certain 'earn-out' payments.

Transaction-2 involved the sale of shares of Ex-US by CMRL to



Moody-US. CMRL being the 100% subsidiary of CRL, held 100% shareholding in Ex-US, which was a 100% shareholder in Ex-India.

The transaction took place in return for a fixed consideration and 'earn-out' payments. Transaction-3 was the last transaction and it was effected a day after Transaction-1 and Transaction-2. This transaction involved the transfer of 67% shareholding of the shareholders of the Copal Group in Copal-Jersey, which was the ultimate holding company of the Copal Group, to Moody-UK. The banks and financial institutions continued to hold the remaining 33% of the shares in Copal-Jersey.

C. Contentions Raised By The Parties

The Revenue Department primarily contended that Transaction-1 and Transaction-2 were intentionally made one day prior to Transaction-3 in order to transfer the entire business of the Copal Group without attracting any tax liability in India. Had Transaction-1 and Transaction-2 never happened, Transaction-3 would have attracted the levy of direct tax under Explanation 5 to Section 9(1)(i) of the Act. Under the said legal provision, an asset in the form of shares in a company incorporated outside India is deemed to have been situated in India if such an asset substantially derives value from the assets located in India.[3] Gains arising from the sale of shares in CPL in the hands of shareholders of Copal Group would be taxable under the 1961 Act as the said gains would be deemed to have arisen in India, but for the sale of 100% shares of CRIPL and Ex-US through Transaction-1 and Transaction-2, the same could not be taxed. The main intention was to structurally transfer the entire business of the Copal Group, along with all the downstream subsidiaries, to the Moody Group without paying any income tax, which unambiguously shows that Transaction-1 and Transaction-2 were transacted without any *commercial substance* as the real transaction was Transaction-3.[4]

---

[3]Income Tax Act, 1961, No. 43, Acts of Parliament, 1961, (India), § 9, Explanation 5.

[4]Copal Research, *supra* note 1, ¶ 13.

This can be supported by the fact that sellers in Transaction-1 and Transaction-2 are Mauritian entities, thus, the tax chargeable on gains arising from the sale of 100% shares in the hands of the Mauritian entities could be avoided on account of the India-Mauritius Double Taxation Avoidance Agreement (hereinafter referred to as "**DTAA**").

On the contrary, the assessee submitted that Transaction-1 and Transaction-2 happened as Moody Group wanted to acquire 100% shareholding in CRIPL and Ex-US. And, only 67% shareholding in CPL was transferred through Transaction-3 to another entity of Moody Group, which suggests that Transaction-3 is independent of Transaction-1 and Transaction-2.[5]

D. Question Involved

The major question which the Delhi High Court considered was whether Transaction-1 and Transaction-2 for the sale of 100% shares of CRIPL and Ex-US are designed prima facie for avoidance of income tax under the 1961 Act?

E. Ruling of the High Court

Rejecting the contention given by the Revenue Department, the Hon'ble High Court observed that it would be absurd to conclude that on the one hand entities of Moody Group have paid for the assets of CRL and CMRL under Transaction-1 and Transaction-2, while on the other hand another entity of the same Moody Group is paying a lump-sum amount to re-acquire a significant part of the consideration paid earlier. Relying upon the arguments of the respondent, the Court stated that by virtue of Transaction-1 and Transaction-2, the shareholders of Copal Group received 67% dividend out of the fixed consideration for the sale shares of CRIPL and Ex-US as well as sale

[5]*Id*. at ¶ 14.

proceeds for the sale of shares of Copal-Jersey.[6] This would not be commercially achieved only by the simplicitor sale of shares through Transaction-3. Therefore, the entire arrangement in question had not been structured with a purpose of tax avoidance as there would be no commercial substance if only Transaction-3 had happened.[7]

Furthermore, the High Court has considered the argument raised by the Revenue Department by assuming that even if the sale of shares of Copal-Jersey takes place without selling the shares of CRIPL and Ex-US, there would be no incidence of tax under the Act. Thereby, the High Court has made an effort to interpret the word 'substantially', as mentioned under Explanation 5 to Section 9(1)(i), to the extent that gains arising from the sale of shares of an overseas company are said to derive their value substantially from the Indian assets if such value constitutes 50% of the total sales consideration.

III. CRITICAL ANALYSIS

In an endeavour to construe the word 'substantially', the Honourable Delhi High Court has given due consideration to various modes of interpretation. Manifestly, this judgment is considered to be the first landmark decision on indirect transfer of offshore assets; nonetheless, it raises several doubts regarding the binding nature of this decision as the Court has assigned meaning to the word 'substantially' by assuming the fact that Transaction-3 has happened without the occurrence of Transaction-1 and Transaction-2. According to the Court, had the transaction been designed in the manner suggested by the Tax authorities, still, the gains arising from the sale of shares to Moody UK by the Copal Jersey shareholders would not have attracted

[6]*Id.* at ¶ 19.
[7]*Id.* at ¶ 20f.

tax liability under Section 9(1) of the Act because their value could not be derived substantially from the Indian assets. Taking into account the said assumption, the Court pronounced that the word 'substantially' stands for 50% value of the total assets of an overseas entity, by using different legal sources. Now, the moot point arises as to whether the said legal sources are sufficient enough to be considered as an opposite legal basis for such an interpretation. This aspect is analysed through various legal perspectives.

A. Restrictive Interpretation Given To The Charging Section

The entire issue revolves around the charging section, i.e. Explanation 5 to Section 9(1)(i) of the Act which has been of retrospective effect through Finance Act, 2012.[8] According to the provisions contained in Explanation 5 to Section 9(1)(i), the sale of the shares of an overseas or foreign company which derives a minimal part of its overall value from the Indian assets, cannot be deemed to be situated in India.[9] The Delhi High Court observed that Explanation 5 to Section 9(1)(i) of the Act provides a restrictive meaning. It does not enlarge the scope of the section so as to bring under the umbrella of tax, those profits on income, which arise from the transfer of assets situated outside India and derive a majority of its value from such assets. Section 9(1) was enacted with the object to impose tax on gains arising out of the sale or transfer of capital assets situated in India. Enlarging the scope of the aforementioned section to levy tax on the income not arising in India is therefore unjustified as Explanation 5 creates a legal fiction.[10]

---

[8]The Finance Act, 2012, No. 23, Acts of Parliament, 2012, (India), § 4(a).
[9]Income Tax Act, 1961, No. 43, Acts of Parliament, 1961, (India), § 9; Explanation 5 which reads as: Explanation 5.—For the removal of doubts, it is hereby clarified that an asset or a capital asset being any share or interest in a company or entity registered or incorporated outside India shall be deemed to be and shall always be deemed to have been situated in India, if the share or interest derives, directly or indirectly, its value substantially from the assets located in India.
[10]Copal Research, *supra* note 1, at ¶ 27f.

A legal fiction is a fact assumed or created by the courts for a particular purpose,[11] and the scope of the same cannot be extended beyond the definite purpose for which it has been created.[12]

It is well settled by the Supreme Court of India that a legal fiction operates only within the ambit of the purpose for which it was created.[13] Thus, the scope of Explanation 5 cannot be extended to include the income arising from the transfer of assets situated overseas and not deriving major value from Indian assets. Any extension of the scope would lead to absurdity. This reasoning of the Delhi High Court was premised on the theory of 'doctrine of territorial nexus' which is a recognized principle for the determination of tax jurisdiction of income. In the case of *Electronics Corporation of India Ltd. v. CIT*,[14] it was held that the Indian courts must apply and enforce the law with the available machinery, and they are not authorized to question the legislature's authority in making an extra-territorial law. The same principle has also been upheld in a plethora of other celebrated decisions like *CIT v. Eli Lilly and Co. (India) P. Ltd. and Ors.*,[15] and *Hoechst Pharmaceuticals Ltd. v. State of Bihar*.[16] The Supreme Court of the country has also reiterated the same view in *GVK Industries Ltd. v. ITO*,[17] wherein it concluded that the power of the Parliament to make laws are under check and the Parliament does not enjoy unfettered authority to make laws having no nexus with India whatsoever. The powers of the Parliament remain circumscribed to the extent they have a connection with India. Giving due consideration to the aforementioned rules for interpretation, the Delhi High Court held that the expression

[11]CIT, Kanpur v. Mother India Refrigeneration Industries (P) Ltd., (1985) 4 SCC 1.
[12]CIT, Bombay v. Amarchand N. Shroff, (1963) AIR SC 1448.
[13]CIT v. Vadilal Lallubhai, (1972) 86 ITR 2 (SC).
[14]Electronics Corporation of India Ltd. v. CIT and Anr., (1990) 183 ITR 43 (SC).
[15]CIT v. Eli Lilly and Co. (India) P. Ltd. and Ors., (2009) 312 ITR 225 (SC).
[16]Hoechst Pharmaceuticals Ltd. v. State of Bihar, (1985) 154 ITR 64 (SC).
[17]GVK Industries Ltd. v. ITO, (2011) 332 ITR 130 (SC).

'substantially' occurring in Explanation 5 to Section 9(1)(i) must be read as *'principally'*, *'mainly'* or at least *'majority'*. Nevertheless, it is to be noted that the said legal provision was inserted as a measure for tax avoidance as a result of the Supreme Court decision in the *Vodafone* episode.[18] Though it is a legal fiction created by the legislature, but at the same time, it is a charging section, basing on which taxes are levied on indirect transfer of underlying Indian assets. Therefore, giving a restrictive interpretation would be fatal for the Indian Revenue authorities which would positively have an adverse impact on India's economy.

B. The Non-Binding Value Of International Instruments

The Hon'ble Delhi High Court, in the instant case, held that if a company is incorporated overseas and there are profits arising from the sale of its shares, then the company will not be taxable if it derives less than 50% of its value from Indian assets.[19] In order to support this, the Court has taken the aid of two international conventions, viz. The United Nations Model Double Taxation Convention between Developed and Developing Countries (UN Convention) and the OECD Model Tax Convention on Income and on Capital (OECD Convention). Article 13 of the OECD Convention provides for the right to levy taxes on capital gains arising out of the sale of shares to only that country where such shares are deriving more than 50% of their value from the underlying assets situated in that particular country.[20] Especially, Article 13 of the UN Convention interprets the term 'principally' in relation to the ownership of an immovable property, as the value of such immovable property exceeding 50% of

[18]Vodafone International Holdings B.V. v. Union of India & Anr., (2012) 6 SCC 613.
[19]Copal Research, *supra* note 1, at ¶ 33.
[20]The OECD Model Tax Convention on Income and on Capital 2014, Art. 13, ¶ 4.

the aggregate value of all the assets owned by the company.[21] However, it is pertinent to note that the aforementioned conventions are merely '*Model*' taxation instruments. In the official commentary on OECD Convention, which is also reiterated in the UN Convention's commentary, it has been categorically mentioned that since the levy of tax on capital gains varies from country to country, thus it would be better to leave to the Contracting States to determine the methodology, suitable to them, for levying tax on capital gains.[22] This clearly shows that these international instruments are merely illustrative in nature as the deciding factor would be the municipal law followed in the legal system of the Contracting States.

Under the Indian legal system, the conventional way of interpreting a statute is to seek the 'intention' of the legislator[23] because a statute needs to be construed according *to the intent of them that make it*.[24] Explanation 5 to Section 9(1)(i) was inserted with a retrospective effect through Finance Act, 2012, but notes to the clauses of the Finance Act, 2012 are silent on the aspect of ascertaining the legislative intention behind such a retrospective amendment.[25] In such circumstances, external aids for construction of statutes would certainly come to an aid. Explanation 5 was inserted in order to override the decision of the Supreme Court in the *Vodafone case*.[26] So that the ramifications of this judgement would not cause any serious hardship on the Revenue Department of the Government, the Parliament amended Section 9 of the 1961 Act with its retrospective

---

[21]The United Nations Model Double Taxation Convention between Developed and Developing Countries 2011, Art. 13, ¶ 4(b).
[22]Commentary on the United Nations Model Double Taxation Convention between Developed and Developing Countries 226 (Department of Economic & Social Affairs, United Nations, 2011).
[23]Commercial Tax Officer, Rajasthan v. Binani Cements Ltd. and Anr., (2014) 8 SCC 319.
[24]Girdharial & Sons v. Balbirnath Mathur, (1986) 2 SCC 237.
[25]Notes on clauses, 96 (2012-13).
[26]Vodafone, *supra* note 18.

operation effective from April 1, 1962 vide Finance Act 2012 by inserting Explanation 5 and thereby clarified the position misbalanced by the *Vodafone* judgement.[27]

The Delhi High Court has relied upon the recommendations given by the Shome Committee wherein the Committee has suggested that the word 'substantially' used in Explanation 5 should be defined as a threshold of 50% of the total value derived from the assets of the company.[28] The said proposal was made after analysing the similar provision existing in the DTC 2010.[29] Although the Court has relied upon the forthcoming provision of the DTC 2010, however, the Hon'ble High Court has overlooked the recommendations made by the Standing Committee on DTC 2010 in its March 2012 report. The Standing Committee has specifically observed that the 50% threshold, as mentioned under DTC 2010 which provides for a 50% threshold of global assets to be located in India for taxation of income through indirect transfer, is too high.[30] Based on this, the Direct Taxes Code, 2013 (DTC 2013) now provides for a 20% threshold as the value of the underlying Indian assets held by an overseas company out of its global assets.[31] The reason given for such a reduction in threshold was that there might be a possibility that an entity having 33.33% assets in 3 different countries will not get taxed anywhere.[32]

---

[27]The Finance Act, 2012, No. 23, Acts of Parliament, 2012, (India), § 4.
[28]Draft Report of the Expert Committee on Retrospective Amendments Relating to Indirect Transfer, www.incometaxindia.gov.in/archive/DraftReport_10102012.pdf.
[29]The Direct Taxes Code 2010, Bill No. 110, 2010, clause 5(4)(g).
[30]49th Report of the Standing Committee on Finance (2011 -2012), Ministry of Finance (Department of Revenue), Government of India, Mar. 2012, http://164.100.47.134/lsscommittee/Finance/49_Final%20DTC%20Draft%20report.pdf.
[31]The Direct Taxes Code 2013, clause 5(3)(ii).
[32]Press Release, INCOME TAX DEPARTMENT, GOVERNMENT OF INDIA, *Significant changes in the proposed Direct Taxes Code, 2013*, http://www.incometaxindia.gov.in/Lists/Press%20Releases/Attachments/153/BreakingNews_changesDTC2013_31032014.pdf.

This issue would certainly raise several doubts on the decision given by the Delhi High Court, which can be understood through the facts in hand. In the immediate case, the Court has assumed that 67% shares of Copal-Jersey would be transferred to Moody-UK (Transaction-3) without there being any sale of shares of CRIPL and Ex-US (Transaction-1 & Transaction-2). That means the sales consideration for Transaction-3, i.e. USD 93,509,220[33] would not represent the economic benefits of Transaction-1 and Transaction-2, but the value of the Copal-Jersey shares would definitely include the value of shares of CRIPL and Ex-US. Total sales consideration for Transaction-1 and Transaction-2 is USD 42,582,740[34] which includes the underlying shares of CRIPL and Ex-India (assets situated in India). In a situation where only Transaction-3 had happened then 67% of USD 42,582,740 would be the value of those underlying Indian assets, which would come as USD 28,530,436. And, the amount of USD 28,530,436 is only 30.5% of USD 93,509,220 which is the total value of shares of Copal-Jersey. By putting 50% threshold as the limit for the word 'substantially', the High Court held that since the total value of shares of the seller entity (Copal-Jersey) is not deriving more than 50% value from the underlying Indian assets, and only 30.5%, the entire transaction is not attracting the tax liability under Explanation 5 to Section 9(1)(i). The authors would like to comment that had the Hon'ble High Court considered the similar provision of DTC 2013 based on the Standing Committee report and connoted the word 'substantially' with 20% threshold, the conclusion would be that the entire transaction would be liable for income tax under Explanation 5 to Section 9(1)(i).

This shows that the decision of the Hon'ble High Court reflects a limited yet partially correct legal reasoning.

---

[33]Copal Research, *supra* note, 1 at ¶ 7.

[34]Copal Research, *supra* note 1, at ¶¶ 5 and 6.

IV. THE INCURABLE MALADY OF TAX AVOIDANCE

The entwinement of tax planning, tax avoidance and tax evasion sometimes play a major role in determining the true intention behind a particular transaction or an arrangement. Tax planning (or mitigation) refers to reducing the tax liability by utilising all the available deductions and exemptions. *A Tax planning may be legitimate provided it is within the framework of law. Colourable devices cannot be part of tax planning*.[35] On the contrary, Tax evasion is "*a situation where a person makes an attempt to reduce his tax liability by deliberately suppressing the income or by inflating the expenditures showing the income lower than the actual income and resorting to various types of deliberate manipulations*".[36]

The ambiguous concept of tax avoidance lies between tax planning and tax evasion. Going by the literal meaning assigned to tax avoidance, it is "*a legal act of taking advantage of legally available tax planning opportunities in order to minimize one's tax liability by intentionally taking recourse to fraudulent measures*".[37] In his concurring opinion, Justice Chinnappa Reddy stated that tax avoidance is nothing but "*an art of dodging tax without breaking law*".[38] Under tax avoidance, the assessee adjusts its affairs in such a manner that, without committing an offence of tax evasion, it defeats the basic purpose of the taxing statute for which it was enacted. The principle laid down in the *Duke of Westminister* case suggests that the Court cannot go beyond the underlying principles of tax legislation. However, with the passage of time, the practices adopted by Multinational Enterprises showcase a thread of bypassing the letter of law by avoiding tax liability. Justice Chinnappa Reddy laid emphasis

---

[35]CIT v. A. Raman & Co., (1968) 67 ITR 11 (SC).
[36]The Institute of Company Secretaries of India, Tax Laws and Practice 539 (2013).
[37]BLACK'S LAW DICTIONARY 1599 (2009).
[38]McDowell & Co. Ltd. v. CTO, (1985) 154 ITR 148 (SC).

on making a departure from the principle laid down in the *Duke of Westminister* case by declaring the tax avoidance as illegal provided that it is done with an intention to defeat the essence of a taxing statute.[39] The same concept has again been observed by the Supreme Court in the celebrated *Vodafone* case wherein it was stated that the *Duke of Westminister* principle as well as the *McDowell* principle are in the context of colourable devices.[40] The *Vodafone* case also dealt with the indirect transfer of underlying Indian assets. There, the Supreme Court held that since the transaction in question was nothing but a share transfer between two non-residents thus, no tax liability could be imposed under Section 9(1)(i) of the Act as the said provision could not be expanded to cover the indirect transfer of assets underlying in India.

At the time of the *Vodafone* episode, the Apex Court had its own limitation as at the time of judgment, Explanation 5 to Section 9(1)(i) was not in existence, and the Court categorically stated that since the DTC Bill, 2009 dealt with indirect transfer of capital assets, so there was no need to import the word 'indirect' into the existing Section 9(1)(i).[41] But, in the immediate case, the Delhi High Court already had the legal provision incorporated, but uncertainty lay with regards to the interpretation of the word 'substantially'. The said decision has not contributed in unravelling the issue of tax avoidance, as such. It has opened the floodgates for various overseas entities to structure their business operations in such a manner that the indirect transfer of offshore shares would not cross the 50% threshold so as to attract tax liability.

With the purpose of curing the problem of tax avoidance, the Indian government has introduced the General Anti-Avoidance Rules

[39] *Id*.
[40] Vodafone, *supra* note 18, at ¶ 64.
[41] *Id.* at ¶ 71.

(GAAR) vide the Finance Act, 2012.[42] GAAR generally consists of a set of rules which empowers the Revenue Authorities to invalidate any arrangement or transaction having no commercial substance other than achieving tax benefits.[43] However, these rules will come into effect only from the Assessment Year 2016-17. Till then, the Indian judiciary has all sorts of discretionary power to interpret the provisions of taxing statutes using their own methodology in order to determine whether any transaction or arrangement is a sham transaction or not, which was entered into with the sole aim of tax avoidance.

V. CONCLUSION

It can be concluded that the case being India's first landmark taxation of indirect transfer of Indian assets in the post-Vodafone era, has definitely raised various questions and initiated debates. However, it is yet to be seen how the investor climate will be affected in the country by the decision and will the floodgates of more foreign investment opportunities open. But the case is definitely going to change the existing scenario. It projects the importance of displaying commercial rationality involved in undertaking a transaction to justify the non-intentional design of the transaction to avoid tax. However, it is too early to predict if the interpretation given by the Court regarding Explanation 5 to Section 9(1)(i) of the Act would be accepted by other Courts and will the reasoning sustain. But, the weighing of the international investor community's interests as well as the principles of the domestic tax regime by the Delhi High Court, while giving the decision, will be widely accepted and appreciated.

---

[42]The Finance Act, 2012, No. 23, Acts of Parliament, 2012, (India), § 41.
[43]Income Tax Act, 1961, No. 43, Acts of Parliament, 1961, (India), Chapter X-A, § 95 - § 102.

Nevertheless, whatever be the changed scenario, corrective measures or lacunae, the international investor community is going to welcome the decision wholeheartedly.